SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No: 199 /TTr - MB - HĐQT

Hanoi, April 04th , 2022

PROPOSAL OF THE BOARD OF DIRECTORS
OF MILITARY COMMERCIAL JOINT STOCK BANK
Re.: Voting to approve issues at the General Shareholders Meeting in 2022

To: **General Shareholders Meeting of Military Commercial Joint Stock Bank;**

Pursuant to the Enterprise Law No. 59/2020/QH14, amendment and supplement of several articles of the Enterprise Law No. 03/2022/QH15 and guiding documents;

Pursuant to the Law on Credit Institutions No. 47/2010/QH12, amendment and supplement of several articles of the Law on Credit Institutions No. 17/2017/QH14 and guiding documents;

Pursuant to the Securities Law No. 54/2019/QH14 and guiding documents;

Pursuant to the Charter of Military Commercial Joint Stock Bank;

Pursuant to relevant laws and regulations of the Military Commercial Joint Stock Bank;

Pursuant to the actual needs of the Military Commercial Joint Stock Bank;

The Board of Directors (BOD) of the Military Commercial Joint Stock Bank (MB) respectfully submits to the General Shareholders Meeting (GSM) for voting to approve issues at the General Shareholders Meeting (GSM) 2022 as follows.

1. Approve the report No.191/BC-MB-HĐQT dated April 04th, 2022 by the Board of Directors (BOD) on the performance in 2021 and action plan in 2022; Report No.1899/MB-HS dated April 04th, 2022 by the Board of Management on 2021 business performance and 2022 business plan;

The GSM approves, authorizes and assigns the BOD to amend, supplement, complete the detailed contents, and implement the following activities in accordance with the actual situation of MB, ensuring the rights and interests of shareholders in compliance with the law and guidance of competent authorities:

1.1 Detailed issues:

a. Approve the expected dividend payout at a rate of 15% from 2022 profit. The BOD is authorized to decide on the specific timeline, form and rate of the dividend payout and other relevant contents according to SBV's regulations and MB's actual needs.

b. Approval on contracts and transactions of products and services that MB is allowed to provide according to the law (such as capital mobilization, guarantee and L/C issuance) related to MB's main activities approved by the State authorities; contracts and transactions in accordance with the policy/requirements of the State authorities; and contracts and transactions with the value of 20% or higher of MB's charter capital as stated in the latest audited financial statement between MB and members of the BOD, the Board of Supervisory (BOS), Chief of

Executive, major shareholders, individuals related to managers, members of the BOS, MB's major shareholders; MB's subsidiaries and affiliates based on the benefits of shareholders and MB. Authorization and assignment to the BOD of decision on certain contents and their implementation according to the regulations.

c. Approval on the exemption and reduction of loan principal; capital contribution, share purchase, share transfer and the enterprise capital contribution to address customers' debts based on the benefits of shareholders and MB according to the law and the guidance of competent authorities. Authorization and assignment to the BOD of decision, implementation and organization of certain contents according to the law and the guidance of competent authorities.

d. Approval on: (i) the amendment and supplement of business lines (if any) according to Article 98 - 107 of the Law on Credit Institutions, SBV's circulars and business lines according to related laws such as: self-employment of indirect foreign portfolio investment; foreign portfolio investment entrust; consultancy on issuance of corporate bonds; bidding, guarantee issuance, corporate bond issuing agents; collateral managing agents; other agent-related activities; securities clearing; securities payment on stock exchanges; brokerage, distribution and/or cooperation with other functional companies to distribute banking, financial, insurance products, banking activities, and other business lines according to the law and the approval of the SBV; (ii) the amendment/update of the charter capital in the Establishment Licenses, Charter, Business Registration Certificate, etc. (according to the results of the charter capital increase plan), business lines, contents, scope of work and other changes (if any) in accordance with the law.

The GSM's authorization and assignment to the BOD of decision and implementation of legal procedures of amendment and supplement of business lines, changes of Establishment Licenses, Charter, business registration certificate with the State authorities according to the law.

e. The GSM's authorization and assignment to the BOD of review, decision, finalization, update, issuance and implementation of the amendment and supplement of the Financial Management Regulation (if necessary) according to the law; issuance and implementation.

f. Approval on the implementation of MB's major financial fluctuation solutions according to the law and MB's actual situation. Authorization and assignment to the BOD of decision on certain contents and report on the implementation results at the latest meeting of the GSM (if any).

g. Approval on the investment in MB's Southern Headquarters (Ho Chi Minh City areas and areas with convenient traffic condition and home to different bank headquarters for the best brand awareness), contributing to the development strategy for the period of 2022 - 2026; Authorization and assignment to the BOD of decision on certain contents (including: location, building size, total investment, etc.) and corresponding implementation according to the law and MB's regulations.

h. Approval on MB Group's development direction, including MB, domestic and abroad subsidiaries and affiliates to achieve the requirements of digital transformation, business growth targets and competitiveness; MB's strategy for the period of 2022-2026 with the motto: "Digital acceleration - Customer attraction - Group synergy - Sustainable safety", MB's vision:

“Becoming a Digital Enterprise, a Leading Financial Group” and goal: “Top 3 effective local enterprises, aiming at top ranking in Asia.” Authorization and assignment to the BOD of decision on certain contents and corresponding implementation of MB development plan for the period of 2022-2026 according to the laws and MB’s regulations.

i. Approval on the establishment of 100% owned, joint venture, or foreign joint stock bank in Cambodia based onupgrading MB’s branch in Cambodia according to the actual needs. Authorization and assignment to the BOD of decision on the location and legal form of the partial or fully transformation of MB's capital after the establishment based on the business needs and efficiency, as well as other relevant contents and missions; implementation of relevant procedures according to the law and MB’s actual situation, report of the performance at the latest meeting of the GSM (if any).

j. Approval on the search and implementation of merger, restructure/support of credit institutions and credit funds (if any) according to the State's policy on credit institutions according to the regulations and the shareholders' benefits. Authorization and assignment to the BOD of decision on certain contents according to the law, implementation and report on the performance at the latest meeting of GSM (if any).

k. Approving the amendments and supplements to Clause 2, Article 40 of MB's Charter and Clause 2, Article 11 of MB's internal governance regulations on the application of electronic methods to send notices of invitation to the General Meeting of Shareholders as follows: "2…. The notice of meeting invitation and documents of the General Meeting of Shareholders shall be sent by secured method and/or by electronic methods to ensure reaching the contact address of the shareholder registered with MB (including send emails, messages, letters by post or other appropriate methods as prescribed by MB each time) and post on MB's website. The sending of the notice of invitation to the General Meeting of Shareholders by the above electronic methods and the implementation method shall be decided by the Board of Directors, in accordance with the law and documents of the competent agencies and organizations…”.

Authorize and assign tasks to the Board of Directors to decide and finalize the amendments and supplements in Clause 2, Article 40 of the Charter and Clause 2, Article 11 of MB's internal governance regulations, in accordance with the approval of the General Meeting of Shareholders, instructions of competent state agencies (if any).

1.2 During the performance of the above missions, the BOD is entitled to: (i) Decide on contents within authorized missions; (ii) Implement and/or direct and assign MB’s units and individuals to: Implement necessary tasks in accordance with the regulations; Complete and sign relevant document and papers; Implement procedures and work with competent authorities and stakeholders; Implement all other necessary tasks and procedures to complete the assigned and authorized tasks according to the regulations.

2. Based on the personal intention of Supervisory Board Member Pham Thu Ngoc and MB Supervisory Board's Resolution No. 03.1/NQ-MB-BKS dated 04/04/2022,

2.1 Approval on the dismissal of MB's Supervisory Board member for the 2019 - 2024 term, Ms. Pham Thu Ngoc (according to Ms. Pham Thu Ngoc's personal intention).

2.2 Approval on the number of MB Supervisory Board members for the 2019 - 2024 term is 4 full-time members (currently 5 full-time members).

3. Approval on Report No.192/BC-MB-BKS dated April 04th ,2022 of the BOS to 2022 GSM.

4. Approval on the audited Financial Statement in 2021 and the Profit Distribution Plan in 2022 in the Proposal No.193/TTr-MB-HĐQT dated April 04th, 2022.

5. Approval on the Capital increase plan in 2022 and the authorization and assignment to the BOD in the Proposal No.195/TTr-MB-HĐQT dated April 04th , 2022.

6. Approval on the use of the shareholders' equity in 2022 and the authorization and assignment to the BOD in the Proposal No.196/TTr-MB-HĐQT dated April 04th , 2022.

7. Approval on the management transfer plan and the authorization and assignment to the BOD in Proposal No.198/TTr-MB-HĐQT dated April 04th , 2022.

8. Approval on 2022 remuneration and budget of the BOD and the BOS of 1.2% of the after-tax profit of FY 2022; The GSM authorizes and assigns the BOD to decide on the rules and mechanisms of the remuneration, salary, compensation, operating expenses and other benefits of the members of the BOD and the BOS according to the assignment of the BOD and the BOS, and the bank's performance and business results according to MB's charter, salary and remuneration regulations and relevant applicable regulations.

The BOD herein above submits to the GSM for its review and approval!

Recipients:
- GSM;
- SBV
- BOD, BOS, CEO
- Archived in BOD's office./.

ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN OF THE BOARD

(Signed and seal)

Le Huu Duc