



Hanoi, April 17, 2019

Số: 479 /TTr-MB-HĐQT

**SUBMISSION OF THE BOARD OF DIRECTORS OF THE MILITARY
COMMERCIAL JOINT STOCK BANK**

**For the approval of amendment and supplement of Rules and Regulations on organization
and operation of Board of Directors and Internal Governance**

Attention to: General Meeting of Shareholders of the Military Commercial Joint Stock Bank

Pursuant to Law on Credit Institutions 2010; revised Law on Credit Institutions 2017 (“Law on CIs”), Law on Enterprises 2014, Decree No. 71/2017/ND-CP on corporate governance applicable to public companies (“Decree 71”), Circular 13/2018/TT-NHNN dated 18/5/2018 on internal control system in commercial banks and branches of foreign banks (Circular 13).

Pursuant to current Charter of MB.

The Board of Directors of Military Commercial Joint Stock Bank respectfully submits to the General Meeting of Shareholders for perusal and approval of amendment and supplement of MB Charter 2018, Rules and Regulations on organization and operation of Board of Directors and Internal Governance of Military Commercial Joint Stock Bank (MB) as follows.

1. Purpose of amendment and supplement

Rules and Regulations on organization and operation of Board of Directors and Internal Governance of MB are amended and supplemented to ensure to be complied with the new regulations on Circular 13 and relevant laws, facilitating the implementation process of MB and its relevant organization and individual shareholders in accordance with the regulations and guidelines of the State Bank of Vietnam, the State Securities Commission and the actual requirements of MB.

2. Modified and supplemented content

Details of amendments and supplements to specific Articles/Items of *Rules and Regulations on organization and operation of Board of Directors and Internal Governance of MB* in Appendix and 02 Draft Regulations attached, ensuring shareholders' rights, in accordance with the law and actual operation of MB.

3. The Board of Directors submits to the General Meeting of Shareholders

3.1. Approve the amendments and supplements to *Rules and Regulations on organization and operation of Board of Directors and Internal Governance of MB* in Section 2 on this Proposal.

3.2. Authorize and assign the Board of Directors to complete and issue the amendments and supplements to the *Rules and Regulation on organization and operation of the Board of Directors and the Internal Governance of MB*, in accordance with legal regulations and guidelines of State authorities (if any).

**The Board of Directors respectfully submits to the General Meeting of Shareholders
for the perusal and approval!**

Recipients:

- General Meeting of Shareholders;
- State Bank of Vietnam;
- BOD, SB, CEO;
- Archives: BOD Office.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**

(Signed & Sealed)

Le Huu Duc