



## RESOLUTION

### **The General Shareholders Meeting of Military Commercial Joint Stock Bank**

#### **Re.: Voting to approve issues at the 2025 General Shareholders Meeting**

Pursuant to the Law on Enterprises 2020, the Law on Credit Institutions 2024, the Law on Securities 2019, and their respective amending, supplementing, and guiding documents;

Pursuant to Military Commercial Joint Stock Bank's Charter and relevant provisions of applicable laws;

Pursuant to the actual operational needs of MB;

Pursuant to Proposal No. 367/TTr-MB-HĐQT dated April 05, 2025, of the BOD on the voting issues at the 2025 GSM;

Based on the Minutes of the GSM No. 418/BB-MB-ĐHĐCĐ dated April 26, 2025;

### **APPROVED:**

1. Report No. 348/BC-MB-HĐQT dated April 05, 2025, by the Board of Directors on Execution of 2024 Duties and Powers and 2025 Operating Plan of MB's BOD; and Report No. 3288/MB-HS dated April 05, 2025, by the BOM on the business performance in 2024 and business plan for 2025.

The GSM approved the following issues:

- a. The minimum expected dividend payout rate of 10%–15% of the 2025 profit. The GSM authorizes and assigns the Board of Directors to determine the timing, form, specific payout/advance rate, and other relevant details for the dividend payout/advance, in accordance with legal regulations and aligned with the guidance of the State Bank of Vietnam (SBV) and MB's actual performance.
- b. Contracts and transactions relating to products and services provided to MB in accordance with applicable laws (such as capital mobilization, guarantees, issuance of letters of credit, and other operations) to perform MB's assigned duties as per competent authority documents; and contracts and transactions in line with the guidelines and requirements of competent authorities, based on interests balance of shareholders and MB.
- c. Write-off of off-balance sheet debts that meet the legal conditions; capital contribution, acquisition, transfer or handling of shares/capital contributions in enterprises as part of debt settlement arrangements with customers, provided such transactions are compliant with applicable laws, guidance from competent authorities (if any), and ensure balance between shareholders' and MB's interests.
- d. Amendments, supplements, and reissuance, application of the License concerning business lines and operational activities (in accordance with actual implementation needs) for competent authorities' approval in compliance with Articles 107 to 114, Section 2, Chapter V of the 2024 Law on Credit

Institutions, Circulars issued by the SBV/Governor of the SBV, and other applicable legal documents in effect at the time of implementation. These include proprietary offshore investment activities; entrusted offshore investment activities; other foreign exchange activities on the international market; bidding/purchasing, guaranteeing, and acting as an issuing agent for corporate bonds; acting as a bondholder representative; custodian bank; agency activities as prescribed by law; securities clearing and settlement; serving as a settlement bank or being authorized by the Ministry of Finance to manage collateral assets; distribution and/or cooperation with other qualified institutions to distribute banking, financial, and insurance products (within the scope permitted by law); business activities related to banking operations and other business lines in accordance with legal regulations and subject to approval by the SBV or competent authorities; and participation in controlled experiment in the banking sector and other sectors (if any) in accordance with applicable laws.

Amendments, supplements, and/or updates of the Establishment and Operation License, MB's Charter, and related documents concerning charter capital (in line with the actual result of capital increase/decrease plans), operating activities, business lines, and other changes (if any) in compliance with applicable laws.

e. Amendments and supplements to the financial management regulations to align with applicable laws, MB's Charter, and MB's governance requirements; authorization to the Board of Directors to approve and issue said regulations. Implementation of solutions to address any significant financial fluctuations at MB (if any), in compliance with the law and actual conditions.

f. Offering, issuing, listing, and trading non-convertible, non-warranted bonds on domestic and international securities trading systems upon completion of issuance procedures, per applicable laws and guidance from competent authorities.

g. Decision on establishing or acquiring entities, subsidiaries, affiliates, or investment funds operating in science, technology, innovation, digital technology, digital business, digital assets, or other related activities, provided such actions are permitted under relevant laws or government policies.

h. Decision on the following matter:

Conversion of MB Cambodia Public Limited Company (MBCambodia) into a joint venture, joint-stock company, or other legal form in accordance with Cambodian law; conversion of MB Shinsei Consumer Finance Company Limited (MCredit) into a single-member limited liability company or joint-stock company;

Capital contribution, acquisition, sale, or adjustment of MB's ownership ratio in MBCambodia and MCredit, resulting in these no longer being subsidiaries of MB;

Establishment of a subsidiary bank in Laos (by converting MB Laos Branch) and the establishment of other branches, representative offices, or commercial presences in countries with potential and favorable business environments and/or opportunities for MB to expand its network (such as South Korea, Japan, China, Singapore, Taiwan, etc.);

The Board of Directors is authorized to determine the legal form, implementation plan, timing, method, and other relevant contents to execute the matters under item (h), in accordance with legal provisions, actual implementation needs, and ensuring a balance of shareholders' and MB's interests.

i. Selection of an independent auditing firm to audit the 2026 financial statements and provide assurance services on MB's internal control system regarding preparing and presenting the 2026 financial statements. The selected firm shall be one of the following: KPMG Vietnam Co., Ltd.,

Deloitte Vietnam Co., Ltd., Price Waterhouse Coopers Vietnam Co., Ltd., Ernst Young Vietnam Co., Ltd..

j. 2025 remuneration and budget of the BOD and the SB up to 1.2% of the after-tax profit on the 2025 separate Financial statement; 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 SB according to the assignment of the BOD and the SB (including the transfer, compensation and employees stock options - if any), and MB's performance and business results according to the MB Charter, salary and remuneration regulations and relevant applicable regulations.

The General Shareholders' Meeting approves and assigns the Board of Directors to update, select, and determine specific contents and implementation timelines for the matters approved in Section 1 above (including amendments/supplements to the Establishment and Operation License, MB's Charter, procedures with competent authorities, etc.), in accordance with actual implementation needs, legal regulations, guidance from competent authorities, and ensuring alignment of shareholders' and MB's interests. The Board of Directors shall decide on and organize implementation, as well as assign, authorize, and delegate tasks to MB individuals or units to execute relevant tasks/procedures in compliance with applicable laws and the resolutions of the GSM.

2. Approve Report No. 349/BC-MB-BKS dated April 5, 2025, of the Supervisory Board regarding performance in 2024 and action plan for 2025.
3. Approve the audited Financial Statement 2024 and 2024 Profit Distribution Plan, the plan of dividend payment from the retained earnings, the authorization and assignment to the BOD in Proposal No. 353/TTr-MB-HĐQT dated April 5, 2025.
4. Approve the Charter Capital increase plan and the authorization and assignment to the BOD in Proposal No. 354/TTr-MB-HĐQT dated April 5, 2025.
5. Approve the use of the shareholders' equity in 2025 and the authorization and assignment to the BOD in Proposal No. 361/TTr-MB-HĐQT dated April 5, 2025.
6. Approve the receipt and organization of the mandatory transfer plan, including authorization and assignment of tasks to the BOD as stated in Proposal No. 362/TTr-MB-HĐQT dated April 05, 2025.
7. Approve the Proposed Remedial Plan in the Event of Early Intervention, including authorization and assignment of tasks to the BOD as stated in Proposal No. 364/TTr-MB-HĐQT dated April 5, 2025.
8. Approve the Share Repurchase Plan and related matters, the authorization and assignment to the BOD in Proposal No. 365/TTr-MB-HĐQT dated April 5, 2025.

***Recipients:***

- Shareholders (refer to the MB Website);
- BOD/SB;
- BOM;
- Competent state authorities;
- Archived in BOD's office.

**CHAIRMAN OF THE GSM**

**CHAIRMAN OF THE BOD**

**Luu Trung Thai**

