



**RESOLUTION**

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

**Re: Mandatory transfer and implementation of the mandatory transfer plan**

Pursuant to the Law on Credit Institutions 2024, the Law on Enterprises 2020, and other relevant legal documents;

Pursuant to the Resolution of the Government approving the Mandatory transfer plan of Ocean Commercial One Member Limited Liability Bank (Oceanbank) to Military Commercial Joint Stock Bank (MB);

Pursuant to Decision No. 2301/QĐ-NHNN dated October 17, 2024, of the State Bank of Vietnam on the mandatory transfer of Oceanbank to MB;

Pursuant to Resolution No. 10/NQ-MB-ĐHĐCĐ dated April 15, 2022 of the MB GSM regarding the approval of the mandatory transfer of a credit institution;

Pursuant to the Charter of MB;

Pursuant to Proposal No. 362/TTr-MB-HĐQT dated April 5, 2025 of the Board of Directors regarding the mandatory transfer and implementation of the mandatory transfer plan;

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

**APPROVED:**

1. The report on the receipt of a mandatory transfer and the organization and implementation of the mandatory transfer plan of Ocean Commercial One Member Limited Liability Bank (renamed to Vietnam Modern One Member Limited Liability Bank – abbreviated as MBV) to MB in accordance with the report of the Board of Directors in Section I of Proposal No. 362/TTr-MB-HĐQT dated April 5, 2025 on the receipt of the mandatory transfer and implementation of the mandatory transfer plan.

2. Continuing to implement the contents previously approved by the General Shareholders Meeting under Resolution No. 10/NQ-MB-ĐHĐCĐ dated April 15, 2022, along with the contents of the mandatory transfer plan (including any amendments and supplements from time to time), applicable laws at the time of implementation, and documents issued by competent State authorities, by the operational needs of MBV and market conditions, including but not limited to the following:

2.1. Approving MB's capital contribution to MBV in an amount not exceeding VND 5,000 billion in accordance with the mandatory transfer plan (as amended and supplemented from time to time), Resolution No. 10/NQ-MB-ĐHĐCĐ dated April 15, 2022, applicable laws, approvals by competent State authorities, and actual implementation.

2.2. Based on the approved mandatory transfer plan (as amended and supplemented) and applicable laws, MBV may be converted into one of the following legal forms: a two-member limited liability bank, a joint venture bank, a wholly foreign-owned commercial bank, or a joint stock commercial bank through the implementation of one or several of the following options related to capital contribution, capital increase, and handling of capital/contributed capital: (a) Mobilizing additional capital contributions from domestic and/or foreign investors and converting into a two-member

limited liability bank; (b) Transferring ownership to domestic and/or foreign investors and converting into a joint venture bank in the form of a two-member limited liability bank; (c) Converting into a joint stock commercial bank through one or a combination of the following: increasing charter capital via mobilization from domestic/foreign organizations and individuals (including issuance of convertible bonds); issuing, offering, and transferring shares, contributed capital; other forms in accordance with the law; (d) Transferring 100% ownership to foreign investors and converting into a wholly foreign-owned commercial bank; (e) Merging MBV into MB; (f) Other forms/options in accordance with legal regulations and the approved (amended/supplemented) mandatory transfer plan.

2.3. MB and MBV shall be entitled to receive, implement, and apply support measures, necessary solutions, rights, obligations, and other contents in compliance with legal regulations and the mandatory transfer plan as approved from time to time. MB shall support MBV in governance, management, training, IT, operations, and other necessary support measures in accordance with the mandatory transfer plan as approved and amended/supplemented from time to time, based on actual needs and prevailing regulations.

2.4. Approving MB's proposal to competent authorities/agencies for the approval of support measures, necessary solutions, and other contents related to the implementation of the mandatory transfer plan; proposals and recommendations regarding policies, mechanisms, and measures to implement the mandatory transfer plan; and recommendations to amend, supplement, and implement the approved mandatory transfer plan.

### **3. The General Shareholders Meeting assigns the Board of Directors to:**

i) Decide and organize the implementation and execution of all tasks, matters, documents, and other necessary items related to the receipt of the mandatory transfer plan, the organization and implementation of the mandatory transfer plan (including any amended or supplemented versions), relevant documents issued by competent State authorities; decide, select and execute the contents specified in Items 1 and 2 above, including but not limited to:

- Conducting research and identifying potential investors; deciding on specific matters; implementing the conversion of MBV's legal form and relevant capital contribution, capital increase, and capital/capital share disposal plans in accordance with the approved (and amended/supplemented) mandatory transfer plan, actual implementation, and applicable legal regulations from time to time;

- Deciding on the signing and execution of contracts and other transactions between MB and MBV with a value of 20% or more of MB's charter capital as recorded in the most recent audited financial statements, in accordance with the approved (and amended/supplemented) mandatory transfer plan and applicable legal regulations from time to time;

- Proposing to relevant authorities the approval of necessary support measures, solutions, and other related matters for the implementation of the mandatory transfer plan; submitting proposals and recommendations to competent authorities regarding amendments, supplements, and implementation guidance for the mandatory transfer plan.

ii) Continue to implement all contents set out in Item 2 of Resolution No. 10/NQ-MB-ĐHĐCĐ dated April 15, 2022, and the mandatory transfer plan as approved, amended, and supplemented from time to time, along with relevant documents issued by competent State authorities.

During the implementation of the above contents, the Board of Directors shall decide on and organize implementation, 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.

***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**