



THE SOCIALIST REPUBLIC OF VIET NAM
Independence – Freedom – Happiness

No: 422 /TTr - MB - HDQT

Hanoi, 14th June 2020

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

**For the increase of members and election of additional member of Supervisory Board for
the term 2019-2024**

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

Pursuant to Notice No. 292/MB-HDQT dated 28/04/2020 to all MB Shareholders regarding the nomination of candidate to be elected as additional member of MB Supervisory Board for term 2019 - 2020;

Pursuant to Document No.4359/NHNN-TTGSNH dated 16/06/2020 by State Bank of Vietnam approved candidate for election of additional member of MB Supervisory Board for term 2019 – 2024 based on result of nomination of candidate for MB Supervisory Board;

The Board of Directors of Military Commercial Joint Stock Bank (MB) respectfully submits to the General Meeting of Shareholders for perusal and approval of the increase of members and election of additional member of MB Supervisory Board for the term 2019 – 2024, details are as follows:

1. To Increase members of MB Supervisory Board for the term 2019 –2024: The Board of Directors respectfully submits to the General Meeting of Shareholders to increase the Number of Supervisory Board for the term 2019-2024 to 05 members (fulltime) (Currently there are 04 members of Supervisory Board for the term 2019-2024)

2. To elect additional member of SB for the term 2019 – 2024. Number of additional member: 01 member (fulltime)

3. Criteria, conditions for members of SB: Members of SB must meet the following conditions:

- Meet the criteria, conditions for members of SB as stipulated in Clause 3 Article 50 Law on Credit Institutions 2010; Clause 5 Article 70 MB Charter.
- Do not violate regulations on cases prohibited from concurrently holding different posts as stipulated in Clause 2 Article 34 of Law on Credit Institutions 2010 and Clause 2 Article 49 on MB Charter, Clause 1 Article 33 of Law on Credit Institutions 2010 and Law amending and supplementing a number of articles of Law on Credit Institutions 2017 and Clause 1 Article 48 on MB Charter.

4. List of candidate submitted to the General Meeting of Shareholders for election: 01 candidate.

- Ms. Nguyen Thi An Binh.

5. Election rules

Attached to this proposal.

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

Recipients:

- General Meeting of Shareholders;
- SBV, SBV Hanoi Branch;
- BOD, SB, CEO;
- Archives: BOD Office;

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN**

(Signed & sealed)

Le Huu Duc



THE SOCIALIST REPUBLIC OF VIET NAM
Independence – Freedom – Happiness

Hanoi, 16 June 2020

**RULES FOR ELECTION OF ADDITIONAL MEMBER OF SUPERVISORY BOARD OF
MILITARY COMMERCIAL JOINT STOCK BANK FOR THE TERM 2019 – 2024**

Pursuant to Law on Enterprises No. 68/2014/QH13;

Pursuant to Law on Credit Institutions No. 47/2010/QH12 dated 16/06/2010; Law amending and supplementing a number of articles of Law on Credit Institutions No. 17/2017/QH14 dated 20/11/2017;

Pursuant to Document No. 4359/NHNN-TTGSNH dated 16/06/2020 by State Bank of Vietnam approved candidate for election of additional member of MB Supervisory Board for term 2019 – 2024 based on result of nomination of candidate for MB Supervisory Board;

Pursuant to Charter of organization and operation of Military Commercial Joint Stock Bank;

The Board of Directors of Military Commercial Joint Stock Bank (MB) respectfully submits to the General Meeting of Shareholders for the approval of Rules for election of member of Supervisory Board for the term 2019 – 2024, details are as follows:

1. Increase the members of Supervisory Board (SB) for the term 2019 - 2024: 5 members (fulltime).

2. Number of additional members of Supervisory Board (SB) for the term 2019 - 2024 to be elected: 01 member (fulltime).

3. List of Candidates:

- Those who meet criteria and conditions as stipulated in Law on Credit Institutions 2010, MB Charter and have been nominated in accordance with the order, procedures, regulations and timeline in Notice No.292/MB-HDQT dated 28/04/2020 by BOD and approved by State Bank of Vietnam in Document No. /NHNN-TTGSNH dated .. /06/2020.

- List of candidates has been published in according with working regulations at MB Annual General Meeting of Shareholders 2020.

4. Principles for election

- Shareholders whose names are on the Shareholder List on the closing date for the List of Shareholders attending the General Meeting of Shareholders according to notice of Vietnam Securities Depository Center (VSD) will be entitled to attend the General

Meeting and exercise the right to vote.

- Shareholders vote by direct election and secret ballot;
- Voting begins when the distribution of ballot papers is completed and ends when the Committee of Shareholders' Eligibility Examination and Vote Counting begins counting votes.
- Vote counting shall be carried out once the voting is completed.
- The voting counting result shall be documented in writing and announced at the General Meeting.

5. Voting card

- Voting cards are issued by the Organizing Committee of the General Meeting, with specific details on the number of shares owned, including number of authorized shares – if any, number of votes, stamped with MB seal or signed by the Head of Committee of Shareholders' Eligibility Examination and Vote Counting. Shareholders must check all above mentioned information carefully when receiving the voting card and request for a voting card change from the Organizing Committee of the General Meeting should there be any missing information.
- Valid voting card: is a Voting card that does not belong to the following cases of invalid voting card.
- Invalid voting card: is a Voting card that belong to one of the following cases:
 - a. Not issued by the Organizing Committee of the General Meeting.
 - b. Not stamped with MB seal or not signed by Head of Committee of Shareholders' Eligibility Examination and Vote Counting.
 - c. The number of votes cast is greater than the number of voting shares of the shareholder as indicated on the Voting card or blank (no number of votes is filled on voting card)
 - d. Deleted, corrected in order to intentionally mislead information.
 - e. Torn, damaged making it unable to identify who the vote is for according to the election instruction by Organizing Committee.

6. Election method

- Election shall be conducted by cumulative voting (as regulated in Clause 3 Article 144 Law on Enterprises 2014; Clause 5 Article 43, Article 70 of MB Charter).
- Each share has 01 voting right.
- Each shareholder shall be issued 01 Voting card. The voting card shall indicate number of votes of each shareholder, calculated by: number of shares he/she represents multiplied by number of SB members to be elected.
- Shareholders have the right to cast all of their votes for the candidate or part of their total number of votes provided that they are not greater than their total number of votes, in the 2 following ways:
 - ✓ Method 01: cast all his/her votes for the candidate or
 - ✓ Method 02: cast only a part of number of votes (minimum 0 and maximum not greater than total number of votes) and fill in the corresponding box;

- Total number of vote for a candidate of a shareholder shall not excel the number of votes of the shareholder as stated on Voting card;

6. Principles to determine the winners

- The winners are determined by descending number of votes, starting with the candidate with highest number of votes until where the required number of SB members to be elected is met and they must receive at least **51%** of total number of votes of all shareholders attending the General Meeting (as regulated in Article 59 Law on Credit Institutions 2010 and Article 43 of MB Charter).
- Where the candidate has not been elected in the first round of election, the General Meeting of Shareholders shall continue to vote until the required number of SB members to be elected is met.

7. Announcement of election result

- The result of election of member of SB for the term 2019-2024 is announced at the General Meeting by the Committee of Shareholders' Eligibility Examination and Vote Counting;
- The election result shall be approved by the General Meeting of Shareholders and Board of Directors is assigned to complete reporting procedures of the result to the State Bank in accordance with the law and guidance of the State Bank

Recipients:

- General Meeting of Shareholders;
- SBV, SBV Hanoi Branch;
- BOD, SB, CEO;
- Archive: BOD Office;

ON BEHALF OF BOARD OF DIRECTORS

CHAIRMAN

(Signed & sealed)

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