

**BANK FOR INVESTMENT AND  
DEVELOPMENT OF VIETNAM JSC**

Address: BIDV Tower, 194 Tran Quang Khai, Hoan  
Kiem, Hanoi.

Business Registration Certificate No.: 0100150619  
(issued the 27<sup>th</sup> on 01/03/2022)

No: 383/2022/NQ-DHDCD

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence – Freedom – Happiness**

*Hanoi, April 29<sup>th</sup>, 2021*

**RESOLUTION**  
**2022 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**BANK FOR INVESTMENT AND DEVELOPMENT OF VIETNAM JSC.**

**2022 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**BANK FOR INVESTMENT AND DEVELOPMENT OF VIETNAM JSC.**

*- Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on 17/6/2020;*

*- Pursuant to the Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on 29/11/2019 and implementation guidance documents;*

*- Pursuant tot the Law on Credit Institutions No. 47/2010/QH12 approved by the National Assembly of the Socialist Republic of Vietnam 16/6/2010 (amended and supplemented by the Law on the amendment and supplementation of some article of the Law on Credit Institutions No. 17/2017/QH14 dated 20/11/2017);*

*- Pursuant to the Charter on organization and operation of Joint Stock Commercial Bank for Investment and Development of Vietnam;*

*- Pursuant to the Minutes of 2022 Annual General Meeting of Shareholders of Joint Stock Commercial Bank for Investment and Development of Vietnam dated 29/04/2022,*

**RESOLVE:**

**Article 1:** Approving business performance in 2021; business plan in 2022 according to the Report of the Board of Management with the following contents:

**1. Business performance in 2021:**

- ✓ Total asset: VND1,761,696 billion;
- ✓ Total fund mobilization: VND1,641,777 billion;
- ✓ Outstanding loans and investments: VND1,677,310 billion;

- ✓ NPL rate: 0.82%;
- ✓ Profit before tax: VND13,548 billion.

**2. Business plan in 2022 with following some key indicators as follows:**

- ✓ Outstanding loans: Growth ensuring compliance with credit limit assigned by the SBV;
- ✓ Funds mobilization: In line with capital usage, balanced with credit growth;
- ✓ Consolidated profit before tax: VND20,600 billion, ensuring consistency with market movements, BIDV's capacity with the impact of Covid-19 pandemic and SBV's approval;
- ✓ NPL: < 1.6%.

***The Annual General Meeting of Shareholders authorizes the Board of Directors to decide:***

- To adjust the 2022 Business plan based on the real situation and request of the competent state agencies;
- To direct the implementation of the 2022 Business plan approved by the Annual General Meeting of Shareholders and other adjustments (if any).

**3. Approval on the primary solutions to implement 2022 business plan (according to documents reported at the AGM)**

The Annual General Meeting of Shareholders authorizes the Board of Directors to decide the adjustment of primary solutions (if necessary) and direct implementation.

**Article 2:** Approving the Report summarizing of the Board of Directors's operation for the term 2017-2022, the 2022-2027 operation orientation and key tasks in 2022.

**Article 3:** Approving the Report of the Supervisory Board's operation for the 2017-2022 term, the 2022-2027 operation orientation and key tasks in 2022.

**Article 4:** Approving the 2021 Audited consolidated financial statements, the Plan for setting up funds, profit distribution and dividend payment in 2021 and the plan for temporarily setting up funds in 2022:

**1. Some achieved key targets of 2021 (according to the 2021 Audited consolidated financial statements accordance with VAS) were as follows:**

- ✓ Total assets as of 31/12/2021 reached VND1,761,696 billion
- ✓ Charter capital as of 31/12/2021 reached VND50,585 billion

- ✓ Profit before tax for the fiscal year 2021 reached VND13,548 billion
- ✓ Profit after tax for the fiscal year 2021 reached VND10,841 billion

***The General Meeting of Shareholders authorizes the Board of Directors:*** To adjust data on 2021 Audited consolidated financial statement at the request of inspection and auditing agencies and state management agencies (if any).

**2. Approving the plan for setting up funds, profit distribution and dividend payment from remaining profit in 2021 (according to the data on the 2021 audited separate financial statements of the bank) as follows:**

- ✓ Profit after corporate income tax: VND10,072 billion;
- ✓ Setting up Charter capital supplementary reserve fund: VND503.6 billion;
- ✓ Setting up Financial provision fund: VND1,007 billion;
- ✓ Setting up Bonus and welfare fund: VND2,073 billion;
- ✓ Maximum dividend payout ratio: 12%/year. Form of dividend payment by shares.

***The Annual General Meeting of Shareholders authorizes the Board of Directors:***

- To implement 2021 profit distribution (including dividend payment ratio) according to the official approval of the State Bank, ensuring not to exceed the maximum ratio approved by the Annual General Meeting of Shareholders;

- To decide the time to finalize shareholders list to pay dividends and adjust the form of payment according to the approval of the competent State agencies.

**3. Approving the plan to temporarily set up and use funds in 2022 as follows:**

- Charter capital supplementary reserve fund: up to 5% Profit after tax.
- Financial provision fund: up to 10% Profit after tax.
- Bonus and welfare fund: up to 3 months of employee's salary and 1.5 months of manager's salary.

The temporary setting up and using of funds are consistent with BIDV's business results during the year and comply with the maximum amount as prescribed. The official amount will be made according to the approval of the Annual General Meeting of Shareholders for the profit distribution plan in 2022 of BIDV.

**Article 5:** Approving the Operating budget plan and remuneration of the Board of Directors, the Supervisory Board, bonus fund for BIDV's Managers in 2022 as follows:

**1. The budget and remuneration of the Board of Directors and the Supervisory Board in 2022:**

- The remuneration for the Board of Directors and the Supervisory Board in 2022 is maximum at 0.32% of consolidated profit after tax in 2022;
- Approval of operating budget of the BOD and Supervisory Board in 2022 (such as travel, accommodation, other reasonable expenses) within the scope of BIDV's general operating budget determined in the Business plan, payment according to actual arising in accordance with the Financial regulations, financial revenue and expenditure regime of BIDV.

**2. Bonus fund for BIDV Managers in 2022**

Approving the plan to set up and use the bonus fund for managers at a maximum level equal to 1.5 months of the average salary implemented according to the salary plan approved by the State Bank corresponding to the completion rate of over 100% of the assigned business plan. The official set up will be made according to the approval of the AGM for the profit distribution plan in 2022 of BIDV.

**Article 6: Approved the Charter capital increase plan in 2022**

**1. Expected increase in charter capital**

- Charter capital as at 31/12/2021: VND50,585 billion.
- Expected increase in charter capital: VND10,623 billion.
- Expected charter capital after issuance: VND61,208 billion (increase 21% compared to 31/12/2021).

**2. Information about additional shares issuance**

- Type of securities to be issued: common shares
- Par value: VND10,000/share
- Expected number of shares to be issued:
  - + Dividend shares issuance in 2021: 607,022,900 shares.
  - + Additional share issuing through public offering or private placement: 455,267,143 shares.

**3. Money used to increase charter capital**

- From dividend shares issuance in 2021 (equivalent to 12% of charter capital as at 31/12/2021): VND6,070.23 billion.
- From additional share issuing through public offering or private placement (expected 9% charter capital as at 31/12/2021): VND4,552.67 billion.

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#### 4. Expected share issuances

##### *(i) Dividend shares issuance in 2021*

- + Share type: Common shares
- + Par value: VND10,000/share
- + Expected number of shares to be issued: 607,022,900 shares
- + Expected value of issued shares (at par value): VND6,070,229,000,000
- + Issuing rate: Expected 12%/number of outstanding shares as of 31/12/2021. The AGM authorizes the BOD to adjust the number and percentage of shares to be issued on the basis of official approval of the competent authorities
- + Issuance subjects: Shareholders whose name in the shareholder list at the time of finalizing the list.
- + Issuance method: According to the method of exercising the right at the rate of 12%/number of outstanding shares at the time of finalizing the list, shareholders owning 100 shares will receive 12 additional issued shares. Issuance rate can be adjusted based on actual charter capital at the time of issuance.
- + Handling odd shares: The number of shares divided among each existing shareholder will be rounded down according to the principle of rounding down. The number of decimal odd shares shall be paid in cash at par value of VND10,000/share.
- + Regulations on transfer: The right to receive share dividends is not transferable. Additional shares issued with this dividend payment are not subject to transfer restrictions.
- + Implementation capital: Undistributed profit after tax based on the most recent audited financial statement or reviewed interim financial statement.
- + Implementation time: Expected in Quarter III-IV/2022, based on the approval of competent State agencies.

##### *(ii) Additional share issuing through public offering or private placement for the period 2022-2023*

- + Share type: Common shares
- + Par value: VND10,000/share
- + Number of shares expected to issue: 455,267,143 shares
- + Expected value of issued shares (at par value): VND4,552,671,430,000
- + Issuing rate: Expected about 9% of outstanding shares as of 31/12/2021. The AGM authorizes the BOD to adjust the number and percentage of shares issued on the basis of the order of actual issuances and official approval of the competent authorities.

+ Subjects of issuance: *For public offering shares:* Vietnamese organizations and individuals; foreign organizations and individuals. *For private placement shares:* Offering to investors that meet the criteria: being domestic and foreign institutional investors with financial capacity, which may include one or several existing shareholders of BIDV, maximum of no more than 100 investors.

+ Pricing mechanism: According to the market price principle, based on the approval of the competent state authorities and compliance with current law provisions.

+ Transfer restrictions: *Public offering:* no restrictions. *Private placement:* the number of shares offered for private placement will be restricted from being transferred in accordance with current regulations of Vietnamese law.

+ Implementation time: Expected in the period of 2022-2023, the specific time is assigned/authorized to the BOD to decide after being approved by the competent state authorities

***The Annual General Meeting of Shareholders authorizes the Board of Directors:***

(i) To adjust Charter capital raising plan of 2022, including shares issuance plans according to the approval of competent authorities (price, number of issued shares, subjects of issuance, time of offering...); The plan to use capital after the issuance, the progress of using increased capital to effectively implement the capital raising plan in accordance with practical needs of BIDV's business operations, Law provisions, BIDV's Charter and ensure the right of BIDV's shareholders;

(ii) For the plan of issuing shares through private placement or public offering: based on the actual situation, to actively decide the method of offering shares, decide the official volume to be offered to investors; finalize detailed Offering plan and implement reporting procedures for approval of competent state authorities; review and adjust the Plan following the request of the competent state authorities and in compliance with regulations of the law;

(iii) Based on the approval of the competent authorities on the Share issuance plan, to decide the implementation content of share issuance plan in accordance with provision of the law, guaranteeing the general benefit of BIDV and shareholders;

(iv) To implement necessary capital raising procedures in accordance with provision of the law, including applying for approval from the competent authorities; amendments of License for Establishment and Operation; amendments Business registration; changes of Charter capital; listing of additional share to be issued and other procedures in accordance with current regulations;

(v) To decide the amendment of BIDV's Charter for the contents of the change of charter capital based on actual issuance results;

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(vi) To decide other related contents to implement the 2022 Charter capital raising plan in accordance with approval of AGM and competent State authorities.

**Article 7. Approving the amendment and supplement of the Charter of Joint Stock Commercial Bank for Investment and Development of Vietnam:**

1. Approving the amendments and supplements of the Charter; The full text of the Charter consolidating the amended and supplemented contents posted on BIDV's website (Investor Relations section/AGM 2022);

2. Authorizing the Board of Directors to make adjustments, amendments and supplements to the contents of the Charter following the request of the State Bank of Vietnam (if any);

3. The Authorized person signs for promulgation of the Charter in 2022 consolidating the amended and supplemented contents approved by the Annual General Meeting of Shareholders and adjusted by the BOD following the request of the State Bank of Vietnam (if any).

**Article 8. Approval on the content of selecting an independent auditor to audit/review financial statements and internal control system for fiscal year 2023:**

1. Approving the list of independent auditor that are companies on the list approved by Competent State agencies to conduct audits for entities with public interests in the securities sector meeting the conditions specified in Circular 39/2011/TT-NHNN, Circular 24/2021/TT-NHNN;

2. Authorizing the BOD to decide on the selection of an independent auditor listed in item (1) to review the semi-annual financial statements, audit the annual financial statements, and audit the operation of BIDV's internal control system for the fiscal year 2023 in accordance with current regulations.

**Article 9. Approving the listing of BIDV public offering bonds:**

1. Approving the listing of bonds that are not convertible bonds, bonds with warrants issued by BIDV to the public in the period from 01/01/2022 to the organization completion date of the Annual General Meeting of Shareholders in 2023 in accordance with the provisions of the Law on Securities and relevant legal documents.

2. Assigning the Board of Directors to direct the implementation and decide on necessary issues to implement the listing of bonds in accordance with

the contents approved by the Annual General Meeting of Shareholders and ensuring compliance with the law.

**Article 10. Approving the contents of adding custodian banking activities and the provision of clearing and settlement services for securities transactions into BIDV's operations:**

1. Approving the addition of Custodian banking Activities according to the securities law and the Provision of clearing and settlement services for securities transactions according to the provisions of Point a, Clause 4, Article 56 of the Law on Securities into BIDV's operations;

2. Authorizing the BOD to organize and direct the implementation and decide on necessary issues to apply for additional licensing for the above activities and other relevant procedures.

**Article 11. Approving the content of the draft Regulation on organization and operation of the BOD of Joint Stock Commercial Bank for Investment and Development of Vietnam consolidating the amended and supplemented contents:**

1. Approving the draft Regulation on organization and operation of the BOD consolidating the amended and supplemented contents;

2. Authorizing the BOD to make adjustments, amendments and supplements to the contents of the Regulation on organization and operation of the BOD following the request of the State Bank of Vietnam (if any).

3. The Authorized person signs for promulgation of the Regulation on Organization and operation of the BOD consolidating the amended and supplemented contents approved by the Annual General Meeting of Shareholders and adjusted by the BOD following the request of the State Bank of Vietnam (if any).

**Article 12. Approving the contents of the draft Internal regulation on governance of Joint Stock Commercial Bank for Investment and Development of Vietnam:**

1. Approving the amended and supplemented contents and the draft Internal regulation on governance of Joint Stock Commercial Bank for Investment and Development of Vietnam consolidating the amended and supplemented contents;

2. Authorizing the Board of Directors to make adjustments, amendments and supplements to the contents of the Regulation following the request of the State Bank (if any);

3. On the basis of the draft approved by the Annual General Meeting of Shareholders and adjusted by the Board of Directors following the request of the State Bank (if any), the Authorized person signs for promulgation of the Internal regulations on governance of Joint Stock Commercial Bank for Investment and Development of Vietnam as prescribed.

**Article 13. Approval on the draft Regulation on organization and operation of the Supervisory Board of Joint Stock Commercial Bank for Investment and Development of Vietnam:**

1. Approving the draft Regulation on organization and operation of the Supervisory Board of Joint Stock Commercial Bank for Investment and Development of Vietnam;

2. Assigning the Supervisory Board to decide to adjust the contents of the Regulation on organization and operation of the Supervisory Board at the request of the competent State management agencies (if any), in accordance with the real situation of Joint Stock Commercial Bank for Investment and Development of Vietnam in accordance with the law, the Charter of Joint Stock Commercial Bank for Investment and Development of Vietnam and sign for promulgation according to regulations.

**Article 14. Electing the Board of Directors and Supervisory Board members**

**1. Electing the following personnels as members of the Board of Directors for the 2022-2027 term:**

- Mr. Phan Duc Tu, ID number 040064000382
- Mr. Le Ngoc Lam, ID number 001075008069
- Ms. Nguyen Thi Thu Huong, ID number 026167001826
- Mr. Tran Xuan Hoang, ID number 031065004184
- Ms. Phan Thi Chinh, ID number 031168007458
- Mr. Ngo Van Dung, ID number 030068013787
- Mr. Pham Quang Tung, ID number 034071000042
- Mr. Le Kim Hoa, ID number 066065000004
- Mr. Yoo, Je Bong, passport number M82753714
- Mr. Nguyen Van Thanh ID number 036060003921

**2. Electing the following personnels as members of the Supervisory Board for the 2022-2027 term**

- Ms. Vo Bich Ha, ID number 001167022112
- Mr. Cao Cu Tri, ID number 040066000196
- Ms. Nguyen Thi Thu Ha, ID number 030180004532

**Article 15: Enforcement terms**

1. This resolution has been unanimously approved in full by AGM at Annual General Meeting of Shareholders in 2022 and will take into effect since the approved date.

2. Members of Board of Directors, Supervisory Board, Board of Management and all BIDV shareholders are responsible for implementation of this Resolution and organize the implementation according to their authority, functions in accordance with the provisions of law and the Charter on organization and operation of BIDV.

**Archived:**

- As mentioned in Article 15;
- SBV (to report);
- SSC, HSX, HNX.
- BIDV's Website;
- Archive: Board of Directors Secretariat & Investor Relations, BIDV Office.

**ON BEHALF OF AGM  
CHAIRMAN**

(Signed and sealed)

**Phan Duc Tu**