**BVB123025: Annual General Mandate 2024**

On April 19, 2024, Viet Capital Bank announced General Mandate No. 01/24/BVBank/NQ-DHDCD as follows:

‎‎Article 1. Approve Report No. 47/24/BVBank/BC-HDQT dated March 28, 2024 of the Board of Directors on evaluating the work of the Board of Directors, the results of the implementation of the General Mandate, and the business results of BVBank in 2023.

* Approve the organization and implementation of tasks of the Board of Directors in 2023;
* Approve the results of general targets achieved compared to the plan submitted to the General Meeting of Shareholders;
* Approve the results of corporate governance, executive supervision, human resource management, bad debt handling and implementation of major projects implemented in 2023;
* Approve the Report on implementation of the plan to increase charter capital approved by the General Meeting of Shareholders according to General Mandate No. 01/23/NQ-DHDCD dated April 26, 2023;
* Approve the results of business activities in 2023.
* Approve the implementation results of the contents under the authorities of the General Meeting of Shareholders authorized to the Board of Directors.

‎‎Article 2. Approve Proposal No. 48/24/BVBank/TT-HDQT dated March 28, 2024 of the Board of Directors on BVBank's operating orientation and business plan in 2024.

1. Approve the Board of Directors' orientation solutions including:
* Promote growth and closely monitor credit quality, promote small-scale lending and consumer credit through digital banking channels.
* Continue to promote debt handling and bad debt control towards modernizing debt management and collection solutions to increase productivity.
* Strengthen the role and develop financial analysis solutions and modern business models in management and operations.
* Expand business network in a cautious and balanced direction; prioritize opening new branches, and only opening transaction offices in areas that are absolutely necessary.
* Continue to perfect the model in the direction of promoting extensive specialization and combining training to enhance service quality and customer experience.
1. Approve the BVBank's financial plan orientation in 2024: (\*)

Unit: Billion VND

|  |  |  |  |
| --- | --- | --- | --- |
| Targets | 2024 Plan | 2023 | Rate (%) |
| Total assets | 100,000 | 87,884 | 14% |
| Mobilization from customers | 74,086 | 67,162 | 10% |
| Outstanding credit | 65,937 | 57,768 | 14%(\*\*) |
| Profit before tax | 200 | 72 |  |
| Bad debt rate | < 3% | 2.79% |  |
| Network development (business unit) | 126 | 116 | 9% |

‎‎(\*\*) Subject to the approval of the State Bank

(\*) In order to create flexible conditions for the Board of Directors in Bank management, the General Meeting of Shareholders authorized the Board of Directors to adjust the targets in the business plan 2024 in accordance with the actual situation under the direction of the Governmen, the State Bank of Vietnam and BVBank's business activities.

Article 3. Approve Report No. 876A/24/BVBank/BC-TC dated March 27, 2024 of the Executive Board on the overview report of fiscal year 2023 and the plan to implement business orientations in 2024.

1. Approve the Report on the results of implementing main targets in 2023 and business activities in 2023:

Unit: Billion VND

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Targets for 5 years | 2023 | 2022 | 2021 | 2020 | 2019 | 23/19 |
| Total assets | 87,884 | 79,067 | 76,511 | 61,102 | 51,905 | 1.7 |
| Mobilization from customers | 67,162 | 59,614 | 55,822 | 46,596 | 37,802 | 1.8 |
| Outstanding credit | 57,768 | 50,859 | 46,409 | 40,121 | 34,474 | 1.7 |
| Profit before tax | 72 | 456 | 311 | 201 | 158 | 0.5 |
| Bad debt rate (Circular 11) | 2.79% | 2.41% | 2.11% | 2.29% | 2.03% |  |
| Network development (number of business units) | 116 | 108 | 88 | 87 | 70 | 1.7 |

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| --- | --- | --- | --- | --- | --- |
| Targets | 2023 | 2023 Plan | 2022 | 2023/Plan | 2023/2022 |
| Total operating income | 1,755 | 1,820 | 1,917 | 96% | 92% |
| Total operating expenses | (1,407) | (1,410) | (1,237) | 100% | 114% |
| Profit before risk provisions | 348 | 410 | 680 | 85% | 51% |
| Expense for risk provisions | (277) | (280) | (224) | 99% | 123% |
| Profit before tax | 72 | 130 | 456 | 55% | 16% |
| CIR | 80.2% | 77.5% | 64.5% |  |  |

1. Approve the Report on business support activities in 2023 of the Divisions;
2. Approve the plan to implement business orientations in 2024 of the Executive Board.

‎‎Article 4. Approve Report No. 15/24/BVBank/BC-BKS dated March 28, 2024 of the Supervisory Board on reporting on task implementation in 2023.

‎‎Article 5. Approve Proposal No. 18/24/BVBank/TT-BKS dated March 28, 2024 of the Supervisory Board on the remuneration and operating expenses of members of the Supervisory Board in 2023.

* Total remuneration and allowances in 2024 of the Supervisory Board: VND 2.7 billion.
* Total operating expense budget in 2024 of the Supervisory Board: VND 300 million.
* The General Meeting of Shareholders authorizes the Supervisory Board to decide the remuneration, bonus and other benefits of each member of the Supervisory Board and operating expenses according to the total budget approved by the General Meeting of Shareholders 2024.

‎‎Article 6. Approve Proposal No. 17/24/BVBank/TT-BKS dated March 28, 2024 of the Supervisory Board on selecting an independent audit company to audit BVBank's Financial Statements 2024.

Accordingly, based on the list of audit companies approved by the General Meeting of Shareholders, the General Meeting of Shareholders authorizes the Supervisory Board to decide on the selection of an audit company to audit the BVBank’s Financial Statements 2024.

‎‎Article 7. Approve Proposal No. 49/24/BVBank/TT-HDQT dated March 28, 2024 of the Board of Directors on approving the Audited Separate and Consolidated Financial Statements for the fiscal year 2023.

‎‎Article 8. Approve Proposal No. 50/24/BVBank/TT-HDQT dated March 28, 2024 on the profit distribution plan in 2023.

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| --- | --- | --- |
| 1 | Consolidated profit before tax in 2023 | 71,605,258,498 |
| 2 | Corporate income tax payable | 15,037,656,745 |
| 3 | Profit after tax used for appropriation for funds | 56,567,601,753 |
| 4 | Appropriation for funds | 8,485,140,263 |
| 4.1 | Reserve fund for supplementing charter capital (5%) | 2,828,380,088 |
|  | * BVBank
 | 2,772,137,713 |
|  | * AMC
 | 56,242,375 |
| 4.2 | Financial reserve fund (10%) | 5,656,760,175 |
|  | * BVBank
 | 5,544,275,426 |
|  | * AMC
 | 112,484,749 |
| 5 | Retained profit in 2023 after appropriation for funds as prescribed | 48,082,461,490 |

‎‎Article 9. Approve Proposal No. 51/24/BVBank/TT-HDQT dated March 28, 2024 of the Board of Directors on the total remuneration, executive allowances and operating expenses of members of the Board of Directors in 2024.

* Total remuneration, allowances and bonuses in 2024 of the Board of Directors: VND 09 billion
* Operating expenses of the Board of Directors will be implemented in accordance with BVBank's internal regulations and current legal regulations.
* Authorize the Board of Directors to decide the remuneration, bonus and other benefits for each member of the Board of Directors based on the business results of BVBank.

‎‎Article 10. Approve Proposal No. 52/24/BVBank/TT-HDQT dated March 28, 2024 of the Board of Directors on approving the Plan to increase charter capital in 2024 of BVBank.

‎‎Article 11. Approve Proposal No. 53/24/BVBank/TT-HDQT dated March 28, 2024 of the Board of Directors on the transfer of BVB shares from UPCOM to listing on the Stock Exchange,

‎‎Article 12. Approve Proposal No. 54/24/BVBank/TT-HDQT dated March 28, 2024 of the Board of Directors on promulgating Internal Regulations on bank governance.

* Approve the Internal Regulations on BVBank's bank governance, detailed in Appendix 01 attached to this General Mandate.
* Assign the Chair of the Board of Directors to sign and implement according to regulations.

‎‎Article 13. Approve Proposal No. 55/24/BVBank/TT-HDQT dated March 28, 2024 of the Board of Directors on promulgating the Operating Regulations of the Board of Directors.

* Approve the Operating Regulations of the Board of Directors of BVBank, detailed in Appendix 02 attached to this General Mandate.
* Assign the Chair of the Board of Directors to sign and implement according to regulations.

‎‎Article 14. Approve Proposal No. 16/24/BVBank/TT-BKS dated March 28, 2024 of the Supervisory Board on promulgating the Operating Regulations of the Supervisory Board.

* Approve the Operating Regulations of BVBank's Supervisory Board, detailed in Appendix 03 attached to this General Mandate.
* Assign the Supervisory Board to sign and implement according to regulations.

‎‎Article 15. Approve Proposal No. 56/24/BVBank/TT-HDQT dated March 28, 2024 of the Board of Directors on amending, supplementing and promulgating the Charter of BVBank.

‎‎Article 16. Approve Proposal No. 57/24/BVBank/TT-HDQT dated March 28, 2024 on the contents authorized by the General Meeting of Shareholders to the Board of Directors.

* Decide on the plan on capital contribution and share purchase of enterprises with a value of 20% or more of the Bank's charter capital as stated in the most recent Audited Financial Statements; establish or acquire subsidiaries, joint ventures to carry out business activities in accordance with current legal regulations;
* Decide on the handling of credit and non-credit loss risks, including the use of reserve funds, exemption and reduction of interest, etc., in order to accelerate the recovery of debts and other receivables according to regulations on quick recovery of capital put into the business. Decide on solutions to overcome major financial fluctuations of the Bank;
* Decide on the project of foreign activities; decide on investment plans, the purchase and sale of assets, construction of material foundations and technical equipment; decide on an investment, the purchase and sale of assets of the Bank with a value of 20% or more of the Charter capital of the Bank recorded in the most recent Audited Financial Statements to meet the requirements of business operations;
* Decide on contracts with a value of more than 20% of the Bank's charter capital recorded in the most recent Audited Financial Statements between the Bank and members of the Board of Directors, members of the Supervisory Board, the General Manager, major shareholders, affiliated persons of managers, members of the Supervisory Board, major shareholders of the Bank, subsidiaries and joint ventures of the Bank;
* Decide on participation in support and the plan for handling and restructuring the People's Credit Fund(s) submitted to the State Bank of Vietnam and competent agencies for consideration and approval. Edit, complete and implement the Plan in accordance with regulations and guidance of the State Bank of Vietnam to improve the Bank's reputation and brand in the financial market.
* Consider adjusting the targets in the business plan for 2024 in line with the actual situation under the direction of the Government, the State Bank of Vietnam and the Bank's business activities.
* Decide and direct the implementation of procedures related to the listing of Securities issued to the public of the Bank after the completion of the issuances on the securities trading system/Stock Exchange in accordance with the provisions of law.

‎‎Article 17. Responsibility for implementing the General Mandate

The General Meeting of Shareholders agrees to assign the Board of Directors, the Supervisory Board and the Executive Board of BVBank to be responsible for disseminating and implementing the approved contents stated in this General Mandate.

‎‎Article 18. Effectiveness of enforcement

This General Mandate takes effect from April 19, 2024. The Board of Directors are responsible for reporting situation and result of implementation of this General Mandate in the next Annual Meeting./.