**MBS: Board Resolution**

On April 22, 2024, MB Securities Joint Stock Company announced Resolution No. 35/NQ-MBS-HDQT on the implementation of the plan to issue the right to buy shares to existing shareholders to increase charter capital as follows:

Article 1: Approve the implementation of the plan to issue share purchase rights to existing shareholders to increase charter capital according to General Mandate No. 01/NQ-MBS-DHDCD dated March 28, 2024 of MB Securities Joint Stock Company, specifically as follows:

* Issuer: MB Securities Joint Stock Company
* Share name: Shares of MB Securities Joint Stock Company
* Securities code: MBS
* Share type: Common shares
* Par value: VND 10,000/share
* Number of shares before issuance: 437,669,993 shares
* Number of outstanding shares before the issuance: 437,639,552 shares
* Number of treasury shares as of March 31, 2024: 30,441 shares
* Number of additional shares offered: 109,417,498 common shares, or 25% of the number of shares before issuance
* Total offering value at par value: VND 1,094,174,980,000
* Subjects of the offering: Existing shareholders according to the list of shareholders at the record date to allocate the right to purchase additional issued shares.
* Rights exercise rate: 4:1 (Shareholders owning 01 share corresponds to 01 right, for every 4 rights, they can purchase 01 new share).
* Rounding principle: For fractional shares (if any) arising when shareholders exercise rights, in order to ensure that the number of shares issued does not exceed the number offered, the number of shares purchased by shareholders will be rounded down to units.
* Transfer restriction conditions: The number of additional shares issued to existing shareholders are transferable.
* Transfer the right to buy: Existing shareholders named in the list at the record date of the list of shareholders allocated the right to buy have the right to transfer their right to buy shares to other entities within the prescribed time and can only transfer once. The transferor and the transferee agree on the transfer price and pay the transfer fee.
* Issuance price: VND 10,000/share
* Expected proceeds: VND 1,094,174,980,000
* Expected time of the offering: In 2024, after being granted a Certificate of registration by the State Securities Commission to offer additional shares to the public.
* Method for handling remaining undistributed shares:

The remaining undistributed shares include:

1. Number of unsold shares because shareholders do not exercise the rights to buy;
2. The number of incurred fractional shares from rounding down when calculating the shares purchased by existing shareholders,
3. The difference between the total number of shares applied for permission to issue (109,417,498 shares) and the total number of shares actually issued with a right exercise rate of 4:1;

About these remaining shares, the General Meeting of Shareholders authorized the Board of Directors to decide to offer to other investors at an offering price of VND 10,000/share, equal to the offering price to existing shareholders.

The General Meeting of Shareholders approved the criteria for selecting other investors to offer the undistributed shares, and at the same time authorized the Board of Directors to search and select the eligible investors as follows:

Criteria for selecting investors to offer the remaining undistributed shares:

* Domestic and foreign organizations and individuals with interest, desire and sufficient financial capacity to invest in shares of MBS;
* Investors with the ability to contribute to the development of MBS;
* Investors with no business activities that affect the MBS's interests.

The aforementioned remaining undistributed shares when offered for sale to another entity under the decision of the Board of Directors will be restricted to transfer within 01 year from the date of completion of the offering.

The distribution of shares not fully offered to other investors must meet the conditions under the Law on Enterprises 2020, the Law on Securities 2019, Decree No. 155/2020/ND-CP and related laws, including but not limited to the following conditions:

* Comply with the provisions of Clause 2, Article 195 of the Law on Enterprises 2020: “Subsidiaries are not allowed to invest in buying shares and contributing capital to the Holding Company. Subsidiaries of the same Holding Company are not allowed to concurrently contribute capital and purchase shares for cross-ownership.”
* Ensure the offering conditions prescribed in Article 42 of Decree No. 155/2020/ND-CP of the Government dated December 31, 2020 detailing regulations on the enforcement of a number of articles of the Law on Securities.

Article 2: Approve measures to ensure compliance with foreign ownership regulations:

Pursuant to the company's charter and Official Dispatch No. 1852/UBCK-QLKD dated May 07, 2021 of the State Securities Commission on the report on foreign ownership rate, the maximum foreign ownership rate of MBS is 49%.

The Board of Directors commits to use measures as prescribed by law to keep the percentage of foreign ownership after conducting the public offering of securities in accordance with the provisions of Article 77 of the Law on Securities and Article 9 of the Company's Charter.

For the issuance of shares to existing shareholders in 2024, the existing shareholders named in the recorded list of shareholders to exercise the rights to buy additional shares for existing shareholders are entitled to exercise their buying rights. When dealing with remaining undistributed shares, the Board of Directors is committed to being careful in selecting other investors to offer the undistributed shares, The Company will offer to domestic investors, not to foreign investors, to ensure the rate of foreign investors' ownership in line with the regulations.

Article 3: Approve securities registration and additional listing of all additional issued shares:

All additionally issued shares are registered for additional securities at the Vietnam Securities Depository and Clearing Corporation and registered for additional listing at the Stock Exchange.

The Board of Directors commits to register additional securities for all additional shares issued at the Vietnam Securities Depository and Clearing Corporation and commits to register for the additional listing of all additional shares issued at the Stock Exchange in accordance with the provisions of law.

Article 4: Approve other content after the completion of the offering.

* Change the Company’s Charter: Approve the increase in charter capital and amend the charter capital level specified in
* The Company's charter according to the actual results issued
* Change of establishment and operation license; Certificate of Business Registration: Approve the change of establishment and operation licenses and Certificate of Business Registration with new charter capital according to actual results issued.
* Other tasks such as record date, reports, approving the results of the share issuance, signing documents under the authorities of the Board of Directors decided by the Chair of the Board of Directors, directing and implementing relevant works to ensure the issuance of the right to purchase shares to existing shareholders in accordance with the provisions of law, Charter, General Mandate and ensuring the interests of shareholders and the Company.

Article 5: Approve the plan to use proceeds from the issuance of share purchase rights to existing shareholders to increase charter capital

* The proceeds from the share issuance are expected to be VND 1,094,174,980,000, the Company will invest in information technology systems to improve competitiveness, digital transform quickly and effectively for the upcoming period, supplement resources for business activities to increase market share.
* The expected proceeds from the share issuance will be used for the following purposes:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Plan to use proceeds | Estimated investment amount (VND) | Expected use time |
| 1 | Investment in development of information technology systems (\*) | 50,000,000,000 | Q3/2024 and Q4/2024 as planned by the Company |
| 2 | Additional capital for proprietary trading and issuance underwriting | 450,000,000,000 | Q3/2024 and Q4/2024 according to the Company's business plan |
| 22.1 | Additional capital for proprietary trading | 400,000,000,000 | Q3/2024 and Q4/2024 according to the Company's business plan |
| 22.2 | Additional capital for issuance underwriting  | 50,000,000,000 | Q3/2024 and Q4/2024 according to the Company's business plan |
| 3 | Supplementing and providing capital for margin trading lending activities | 594,174,980,000 | Q3/2024 and Q4/2024 according to the Company's business plan |
|  | Total | 1,094,174,980,000 |  |

* In case the proceeds from the stock offering to existing shareholders are not enough to use for all of the above purposes, the order of priority purposes from top to bottom as follows:
* Priority 1: Investment in development of information systems; then
* Priority 2: Additional capital for self-employment and underwriting guarantee; then
* Priority 3: Supplement and provide capital for margin lending.

 In order to ensure flexibility, ensure capital efficiency, ensure the interests of shareholders and the interests of the Company, the company will deposit money at the bank and/or purchase certificates of deposit of the bank during the period when capital has not been used for the above purposes.

(\*) The proposed investment plan for the development of information systems as follows:

Unit: VND

|  |  |  |  |
| --- | --- | --- | --- |
| No | Content | Expected investment amount by quarter | Expected amount of investment |
| Q3/2024 | Q4/2024 |
| 1 | Invest in digital transformation and business solutions, increase revenue (upgrading core/derivatives systems; digital products,...) | 4,400,000,000 | 6,000,000,000 | 10,400,000,000 |
| 2 | Investment, enhancing automation, digitizing operations (digitizing risk management /accounting/ operation...) | 1,500,000,000 | 4,000,000,000 | 5,500,000,000 |
| 3 | Investment in data solutions (consulting solutions for data initiatives, computer infrastructure,...) | 1,000,000,000 | 1,000,000,000 | 2,000,000,000 |
| 4 | Strengthen information security capacity and improve infrastructure capacity (API protection, mobile app protection,...) | 6,000,000,000 | 6,400,000,000 | 12,400,000,000 |
| 5 | Purchase/renewal of licenses, maintenance/upgrade/renewal of software services and other investments | 5,700,000,000 | 14,000,000,000 | 19,700,000,000 |
|  | Total | 18,600,000,000 | 31,400,000,000 | 50,000,000,000 |

* Details of investment items will be approved by the Board of Directors/Authorized Persons in accordance with the company's internal regulations.

The General Meeting of Shareholders authorized the Board of Directors to decide to adjust the allocation of the proceeds from the offering for approved capital uses and/or change the purpose of using the capital obtained from the offering in accordance with the actual situation, ensure compliance with the provisions of law and report to the nearest General Meeting of Shareholders on adjustments related to this capital use plan.

In case at the end of the time for offering shares to existing shareholders as prescribed, the Company does not offer all the shares as registered, the proceeds from the offering are not enough as expected, depending on the actual situation, the Board of Directors will implement the following solutions:

* Request extension of the offering time to offer all the remaining shares, ensuring compliance with the provisions of law;
* In addition, if the expected raised amount of the offering is not fully collected, the Company will use other funds such as bank loans and/or other solutions in accordance with the provisions of laws and internal regulations of the Company to implement the set plans.

Article 6: Assign the Chair of the Board of Directors of MB Securities Joint Stock Company to decide on record date for the list of existing shareholders (record date) to exercise the right to buy additional issued shares; Time to register and pay to buy shares of existing shareholders, time to distribute the remaining undistributed shares after existing shareholders exercise their right to buy; decide to apply for extension of the Certificate of registration for additional public offering of shares when necessary; Decide when to end the issuance and approve the results of the issuance.

Article 7: Assign the General Manager of MB Securities Joint Stock Company to carry out related work to implement the plan to issue share purchase rights to existing shareholders to increase charter capital including but not limited to:

1. Prepare, approve, sign documents, documents, commitments, reports in the registration dossier for additional public offering of shares sent to the State Securities Commission to apply for the Offering Registration Certificate of selling more shares to the public;
2. Prepare, approve, amend, supplement, update, sign documents, commitments, reports to explain, supplement, and complete the registration dossier to offer additional shares to the public at the request of the State Securities Commission to ensure the provisions of law to be granted a Certificate of registration to offer additional shares to the public;
3. Organize implementation to deploy the issuance plan after being granted a Certificate of registration for additional public offering of shares by the State Securities Commission including but not limited to: information disclosure; Sign all relevant documents, records and documents according to the provisions of law and instructions of competent authorities to implement and complete the contents approved by the Board of Directors; Carry out legal procedures to adjust the establishment and operation license and business registration certificate according to the new charter capital after completing the issuance; Sign all relevant documents, records and documents to carry out additional securities registration at Vietnam Securities Depository and Clearing Corporation, and additional listing registration at the Stock Exchange for all additional issued shares.

Article 8: This Resolution takes effect from the date of its signing. Members of the Board of Directors, the Board of Management and affiliated persons are responsible for implementing this Resolution in compliance with the provisions of law.

On April 22, 2024, MB Securities Joint Stock Company announced Resolution No. 36/NQ-MBS-HDQT on approving the set of dossiers for registration of additional public offering of shares to increase charter capital as follows:

Article 1: Approve set of dossiers for registration of additional public offering of shares, issuance of the right to buy shares to existing shareholders to increase charter capital, including the following dossiers and documents:

1. Registration certificate for public offering of additional shares;
2. Establishment and operation license No. 116/GP-UBCK issued for the first time on December 09, 2013 and Adjustment License No. 21/GPDC-UBCK dated April 4, 2024 issued by the Chair of the State Securities Commission;
3. Business Registration Certificate No. 0106393583 issued by the Hanoi Authority for Planning and Investment and updated for the 4th time on March 27, 2024
4. General Mandate No. 01/NQ-MBS-DHDCD dated March 28, 2024 of the Annual General Meeting of Shareholders 2024 approving the issuance plan and capital use plan;
5. Resolution on the implementation of the plan to issue share purchase rights to existing shareholders to increase charter capital;
6. The Company’s Charter;
7. Audited Financial Statements in 2022, 2023 and Financial Statements in Q1/2024
8. Bank document confirming the opening of the blocked account;
9. Documents of the Board of Directors committing to list shares on the Stock Exchange;
10. Written commitment on complying with Point e, Clause 1, Article 15 of the Law on Securities;
11. Documents committing to ensure the foreign ownership rate as prescribed;
12. Auditor’s report on capital use of the latest share issuance;
13. The Prospectus

Article 2: Assign the General Manager of MB Securities Joint Stock Company to prepare, approve, amend, supplement, update and sign dossiers, documents, commitments and reports to explain, supplement and complete the registration dossier for offering more shares to the public at the request of the State Securities Commission to ensure the provisions of law to be granted the Certificate registration for additional public offering of shares.

Article 3: This Resolution takes effect from the date of its signing. Members of the Board of Directors, the Board of Management and affiliated persons are responsible for implementing this Resolution in compliance with the provisions of law.