**PGB: Annual General Mandate 2024**

On April 20, 2024, Prosperity and Growth Commercial Joint Stock Bank announced General Mandate No. 01/2024/NQ-DHDCD on approving the audited Financial Statements and profit distribution for 2023 as follows:

‎‎Article 1. Approve the Financial Statements 2023 audited independently by Deloitte Vietnam Co., Ltd. with the following summary of business plan implementation:

Unit: VND

|  |  |  |
| --- | --- | --- |
| No. | Target | Results 2023 |
| 1 | Total assets | 55,491,117,415,191 |
| 2 | Credit debt: | 35,857,934,102,312 |
| 3 | Total mobilization | 49,797,873,006,837 |
| 4 | Profit before tax | 351,232,067,462 |
| 5 | Profit after tax | 279,895,211,708 |
| 6 | Charter capital | 3,000,000,000,000 |

‎‎Article 2. Profit distribution in 2023 as follows:

Unit: VND

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| A | Profit before tax |  |  | 351,232,067,462 |
| B | Corporate income tax | Corporate income tax |  | 71,336,855,754 |
| C | Profit after tax | A-B |  | 279,895,211,708 |
| D | Allocation to Supplementary Capital Reserve Fund | C x 5% | 5% | 13,994,760,585 |
| E | Allocation to Financial Reserve Fund | C x 10% | 10% | 27,989,521,171 |
| F | Appropriation for bonus and welfare funds: |  | 1-month average income in 2023 | 37,500,000,000 |
| F | Undistributed profit in 2023 | C - D - E -F |  | 200,410,929,952 |

(\*) In which, the reward fund is 2/3 and the welfare fund is 1/3 of the average monthly income in 2023.

‎‎Article 3. This General Mandate takes effect from April 20, 2024. Members of the Board of Directors, Members of the Supervisory Board, Executive Board and other related Units and Individuals are responsible for implementing this General Mandate./.

On April 20, 2024, Prosperity and Growth Commercial Joint Stock Bank announced General Mandate No. 02/2024/NQ-DHDCD on settling remuneration, salaries, bonuses, operating expenses and other benefits of the Board of Directors and the Supervisory Board in 2023 and approving the remuneration, bonuses, other benefits and operating budget of the Board of Directors and Supervisory Board in 2024 as follows:

‎‎Article 1. Approve the settlement of remuneration, salaries, bonuses, operating expenses and other benefits of the Board of Directors and Supervisory Board in 2023 as follows:

1. Total remuneration, salaries, bonuses, operating expenses and other benefits of the Board of Directors before tax is: VND 11,142,413,628.
2. Total remuneration, salaries, bonuses, operating expenses and other benefits of the Supervisory Board before tax is: VND 4,387,874,354

‎‎Article 2. Approve the remuneration, bonuses, other benefits and operating budget of the Board of Directors and Supervisory Board in 2024 as follows:

1. The 2024 operating budget of the Board of Directors and Supervisory Board is as follows:
2. Operating budget of the Board of Directors: VND 15,279,785,154
3. Operating budget of the Supervisory Board: VND 5,202,167,440.
4. Regarding the remuneration of the Board of Directors and Supervisory Board in 2024:
5. In case PGBank completes the development of salary unit price, salary management, income at PGBank and applies it in 2024, the 2024 Annual General Meeting of Shareholders approves the remuneration of the Board of Directors and Supervisory Board in 2024 as follows:
6. Remuneration fund of the Board of Directors Remuneration of the BOD: About 1.78% of the proposed profit after tax in 2024 and ensure: Not lower than VND 9,868,329,954 and not higher than VND 11,000,000,000.
7. Remuneration of the Supervisory Board: About 0.7% of the proposed profit after tax in 2024 and ensure: Not lower than VND 3,900,330,000 and not higher than VND 5,400,000,000.
8. Authorize the Board of Directors to decide the specific level for the remuneration of members of the Board of Directors and Supervisory Board. In case of adding more members to the Board of Directors and Supervisory Board, the General Meeting of Shareholders authorizes the Board of Directors of PGBank to decide the additional remuneration incurred by those members of the Board of Directors and Supervisory Board based on the remuneration level for the position of members of the Board of Directors and Supervisory Board undertaking similar work and positions.
9. In case PGBank does not complete the development and application of salary unit price, salary management, income at PGBank in 2024, the 2024 Annual General Meeting of Shareholders approves the remuneration of the Board of Directors and Supervisory Board in 2024 as follows:
10. Remuneration of the Board of Directors: VND 9,868,329,954
11. Remuneration of the Board of Directors: VND 3,900,330,000.
12. Authorize the Board of Directors to decide the specific level for the remuneration, bonuses and other benefits of the members of the Board of Directors and Supervisory Board. In case of adding more members to the Board of Directors and Supervisory Board, the General Meeting of Shareholders authorizes the Board of Directors of PGBank to decide the additional remuneration incurred by those members of the Board of Directors and Supervisory Board based on the remuneration level for the position of members of the Board of Directors and Supervisory Board undertaking similar work and positions.
13. Regarding bonuses and other benefits: Authorize the Board of Directors to decide the specific level for members of the Board of Directors and Supervisory Board based on the following: Actual business situation of PGBank; Regulations on paying bonuses and other benefits; Regulations on financial management and expenditure of PGBank and in accordance with the law.

Article 3. This General Mandate takes effect from April 20, 2024. Members of the Board of Directors, Members of the Supervisory Board, Executive Board and other related Units are responsible for implementing this General Mandate./.

On April 20, 2024, Prosperity and Growth Commercial Joint Stock Bank announced General Mandate No. 03/2024/NQ-DHDCD on approving the 2024 business plan as follows:

‎‎Article 1. Approve the Business Plan in 2024 as follows:

Unit: Billion VND

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Target | Results 2023 | Plan 2024 | Increase/Decrease (%) | Increase/Decrease (%) |
| 1 | Total assets | 55,491 | 63,503 | 8,012 | 14.4% |
| 2 | Total outstanding credit | 35,858 | 40,476 | 4,618 | 12.9% |
| 3 | Total mobilization | 49,798 | 56,530 | 6,732 | 13.5% |
| 4 | Total net revenue | 1,393 | 2,086 | 692 | 49.7% |
| 5 | Operating expenses & provisioning | 1,042 | 1,532 | 490 | 47.0% |
| 6 | Profit before tax | 351 | 554 | 203 | 57.7% |
| 7 | Charter capital | 3,000 | 5,000 | 2,000 | 66.7% |

Article 2. This General Mandate takes effect from April 20, 2024. Members of the Board of Directors, Members of the Supervisory Board, the Executive Board and other relevant Units and Individuals are responsible for implementing this General Mandate.

On April 20, 2024, Prosperity and Growth Commercial Joint Stock Bank announced General Mandate No. 04/2024/NQ-DHDCD on the selection of an independent audit company as follows:

‎‎Article 1. Approve the list of independent audit companies that are companies on the list of audit companies approved by the competent State Agency to perform audits for entities with public interests in the securities sector and fully meet the conditions prescribed by law.

Article 2. Authorize the Board of Directors to decide to select an independent audit company from the list of independent audit companies specified in Article 1 of this General Mandate to:

1. Review the interim Financial Statements, audit the Financial Statements and evaluate the operation of Prosperity and Growth Commercial Joint Stock Bank's internal control system for the fiscal year 2025 in accordance with the provisions of Circular No. 39/2011/TT-NHNN and other relevant legal provisions;
2. Audit the 6-month and annual periodic reports on the use of proceeds from the issuance of bonds for PGBank's outstanding bonds in accordance with current legal regulations for the reporting periods of 2024;
3. Perform other independent audit activities as approved by the Board of Directors or as prescribed by law from time to time.

‎‎Article 3. This General Mandate takes effect from April 20, 2024. Members of the Board of Directors, Members of the Supervisory Board, the Executive Board and other relevant Units and Individuals are responsible for implementing this General Mandate.

On April 20, 2024, Prosperity and Growth Commercial Joint Stock Bank announced General Mandate No. 05/2024/NQ-DHDCD on approving amendments and supplements to Prosperity and Growth Commercial Joint Stock Bank as follows:

‎‎Article 1. Approve the contents of amendments and supplements to the Charter and approve the consolidated Charter to replace the current Charter of PGBank according to the draft submitted to the General Meeting of Shareholders.

‎‎Article 2. Authorize the Board of Directors to complete the Charter, decide on related issues in completing the Charter and carry out procedures for issuing/after issuing PGBank's Charter in accordance with the provisions of law.

‎‎Article 3. This General Mandate takes effect from April 20, 2024. Members of the Board of Directors, Members of the Supervisory Board, the Executive Board and other relevant Units and Individuals are responsible for implementing this General Mandate.

On April 20, 2024, Prosperity and Growth Commercial Joint Stock Bank announced General Mandate No. 06/2024/NQ-DHDCD on approving amendments and supplements to the Regulation on Organization and Operation of the Board of Directors of Prosperity and Growth Commercial Joint Stock Bank as follows:

‎‎Article 1. Approve the contents of amendments and supplements to the Regulation on Organization and Operation of the Board of Directors and issue the consolidated Regulation to replace the current Regulation on Organization and Operation of the Board of Directors.

Article 2. Authorize the Board of Directors to complete the Regulation on Organization and Operation of the Board of Directors, decide on related issues in completing the Regulation on Organization and Operation of the Board of Directors and carry out procedures for issuing the Regulation on Organization and Operation of the Board of Directors in accordance with the provisions of law and regulations in the Bank's Charter.

‎‎Article 3. Assign the Board of Directors to decide on the organizational structure and management apparatus of the Bank.

‎‎Article 4. This General Mandate takes effect from April 20, 2024. Members of the Board of Directors, Members of the Supervisory Board, the Executive Board and other relevant Units and Individuals are responsible for implementing this General Mandate.

On April 20, 2024, Prosperity and Growth Commercial Joint Stock Bank announced General Mandate No. 07/2024/NQ-DHDCD on approving amendments and supplements to the Regulation on Organization and Operation of the Supervisory Board of Prosperity and Growth Commercial Joint Stock Bank as follows:

‎‎Article 1. Approve the contents of amendments and supplements to the Regulation on Organization and Operation of the Supervisory Board and issue the consolidated Regulation to replace the current Regulation of PGBank.

Article 2. Authorize the Supervisory Board to complete the Regulation on Organization and Operation of the Supervisory Board, decide on related issues in completing the Regulation on Organization and Operation of the Supervisory Board and carry out procedures for issuing the Regulation on Organization and Operation of the Supervisory Board in accordance with the provisions of law and regulations in the Bank's Charter.

‎‎Article 3. This General Mandate takes effect from April 20, 2024. Members of the Board of Directors, Members of the Supervisory Board, the Executive Board and other relevant Units and Individuals are responsible for implementing this General Mandate./.

On April 20, 2024, Prosperity and Growth Commercial Joint Stock Bank announced General Mandate No. 08/2024/NQ-DHDCD on approving amendments and supplements to the Internal Regulations on Corporate Governance of Prosperity and Growth Commercial Joint Stock Bank as follows:

‎‎Article 1. Approve the amended and supplemented contents and approve the issuance of the Internal Regulations on Corporate Governance of Prosperity and Growth Commercial Joint Stock Bank (amended) to replace the Internal Regulations on Corporate Governance of the Bank with code QC.BM.017 issued by the Board of Directors for the 1st time on March 30, 2021.

Article 2. Authorize the Board of Directors to finalize the Internal Regulations on Corporate Governance of the Bank, decide on related issues in finalizing the Internal Regulations on Corporate Governance of the Bank and carry out procedures for issuing the Internal Regulations on Corporate Governance of the Bank in accordance with the provisions of law and regulations in the Bank's Charter.

‎‎Article 3. This General Mandate takes effect from April 20, 2024. Members of the Board of Directors, Members of the Supervisory Board, the Executive Board and other relevant Units and Individuals are responsible for implementing this General Mandate./.

On April 20, 2024, Prosperity and Growth Commercial Joint Stock Bank announced General Mandate No. 09/2024/NQ-DHDCD on adjusting the Plan to increase the Charter Capital of PGBank as follows:

‎‎Article 1. Approve the continued implementation of the Plan to increase PGBank's charter capital and adjust the contents of the Plan to increase charter capital approved by the General Meeting of Shareholders under General Mandate No. 08/2023/NQ-DHDCD dated October 23, 2023 ("Charter Capital Increase Plan 2023"), specifically as follows:

1. Continue to implement the plan to offer shares to the public to existing shareholders to increase charter capital by an additional VND 800,000,000,000 in the Charter Capital Increase Plan 2023.
2. Approve the adjustment of the offering ratio and the exercise ratio of the right to purchase shares of existing shareholders in the Charter Capital Increase Plan 2023, with detailed contents according to the Plan to increase PGBank's charter capital attached to the Proposal of the Board of Directors dated April 20, 2024 ("Charter Capital Increase Plan 2024").
3. Approve the registration, depository at VSDC and additional trading registration for all additionally offered shares issued at the Hanoi Stock Exchange.
4. In addition to the contents specifically assigned/authorized in the Charter Capital Increase Plan 2024, the General Meeting of Shareholders authorizes and assigns the Board of Directors to proactively perform specific tasks to implement the Charter Capital Increase Plan 2024 in accordance with the practical needs of PGBank's operations, legal provisions and requirements/guidance of the Competent Authorities, including the following issues:
5. Decide to amend, supplement, complete and explain all issues and contents of the Charter Capital Increase Plan 2024 (including contents not presented in the Charter Capital Increase Plan 2024 (if any) to carry out the capital increase in accordance with the law.
6. Consider and decide on the specific time to implement the plan to increase charter capital, the time to record the list of shareholders, the time to distribute shares.
7. Carry out procedures and prepare documents and dossiers to deploy and implement the Charter Capital Increase Plan 2024, including but not limited to: (i) Dossiers and procedures for requesting approval of PGBank's charter capital increase plan in accordance with regulations and contents required/guided by the Competent Authorities on this matter;   
   (ii) Dossiers and procedures for registration, depository, additional securities trading registration, additional listing registration; (iii) Procedures for amending and supplementing the License, the Certificate of Business Registration, other legal procedures, dossiers and documents related to updating the new charter capital level according to the actual results of the implementation of the Charter Capital Increase Plan 2024.
8. Decide and implement amendments to contents related to charter capital and shares in PGBank's Charter after completing the offering issuance.
9. Decide on plans to handle odd shares, handle unsold shares, shares that investors refuse to buy, decide on the recognition of the actual number of shares issued.
10. Adjust the plan to use capital obtained from the issuance when necessary to suit the actual situation, investment strategy and development orientation of PGBank and ensure compliance with the provisions of Clause 2, Article 9 of Decree No. 155/2020/ND-CP. Accordingly: The Board of Directors is allowed to change the plan to use capital and the amount of money obtained from the offering and issuance with a change value of less than 50% of the capital and the amount of money obtained from the offering and issuance. When changing the plan to use capital and the amount of money obtained from the offering and issuance, the Board of Directors will report to the General Meeting of Shareholders at the nearest meeting.
11. Decide on other contents (if any arise) to complete the increase of charter capital.
12. During the implementation process, if necessary, the Board of Directors has the right to re-assign/re-authorize the above assigned/authorized contents in accordance with the Bank's internal regulations and provisions of law.

‎‎Article 2. This General Mandate takes effect from April 20, 2024. Members of the Board of Directors, Members of the Supervisory Board, the Executive Board and other relevant Units and Individuals are responsible for implementing this General Mandate./.

On April 20, 2024, Prosperity and Growth Commercial Joint Stock Bank announced General Mandate No. 10/2024/NQ-DHDCD on approving the dismissal of members of the Board of Directors of Prosperity and Growth Commercial Joint Stock Bank for the term 2020 - 2025 as follows:

‎‎Article 1. Approve the dismissal of the position of independent member of the Board of Directors ("BOD") for the term 2020 - 2025 for Mr. Nguyen Thanh Lam and member of PGBank's Board of Directors for Ms. Dinh Thi Huyen Thanh.

‎‎Article 2. Approve the time to additionally elect members of PGBank's Board of Directors for the term 2020 - 2025 to ensure the structure of Board of Directors members in accordance with legal regulations; It will be implemented within 60 days from the date the General Mandate 2024 approves the content in Article 1 of this General Mandate.

Article 3. This General Mandate takes effect from April 20, 2024. Members of the Board of Directors, Members of the Supervisory Board, the Executive Board and other relevant Units and Individuals are responsible for implementing this General Mandate./.