**BAB: Annual General Mandate 2024**

On April 27, 2024, Bac A Commercial Joint Stock Bank announced General Mandate No. 02/2024/NQ-DHDCD as follows:

‎‎Article 1. Approve the Reports of the Meeting:

1. Report on the activities of the Board of Directors for the 2019-2024 term, and the activities orientation plan for the 2024-2029 term, and the key activities in 2024;
2. Report on the activities of the Supervisory Board for the 2019-2024 term, the activities orientation for the 2024-2029 term, and the key tasks for 2024;
3. Report on the production and business results in 2023 and the plan for 2024.
* Results of business plan targets:

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| No. | Content | Unit: | 2023 Results | Growth compared to that of 2022 | Completion rate of the plan |
| 1 | Total assets | Billion VND | 152,243 | 18.2% | 109.5% |
| 2 | Charter capital | Billion VND | 8,334 | 2.5% | 84.6% |
| 3 | Profit before tax: | Billion VND | 1,061 | 2.1% | 96.4% |
| 4 | Customer capital mobilization. | Billion VND | 120,639 | 21.8% | 114.9% |
| 5 | Total customer credit extension | Billion VND | 102,720 | 5.0% | 95.8% |
| 6 | Bad debt rate | % | 0.92% | 0.37% | Meet the goal |

* Business plan’s objectives for the year 2024

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| No. | Content | Unit: | 2024 Plan | Increase, decrease compared to that of 2023 (%) |
| 1 | Total assets | Billion VND | 163,835 | Increased by 7.5% |
| 2 | Charter capital | Billion VND | 9,855 | Increased by 18.2% |
| 3 | Profit before tax: | Billion VND | 1,100 | Increased by 5.0% |
| 4 | Customer capital mobilization. | Billion VND | 126,232 | Increased by 4.5% |
| 5 | Total customer credit extension | Billion VND | 113,339 | Increased by 10.3% |
| 6 | Bad debt rate | % | Control below 1.5% |

‎‎Article 2. Approve on the Audited Financial Statements 2023 and the remuneration budget for the Board of Directors and the Supervisory Board for 2024. The budget includes the following contents:

1. Certain achieved targets in 2023:
* Total assets: VND 152,243 billion;
* Loans lent to customers: VND 99,854 billion;
* Bad debts rate in loans lent to customers: 0.92%;
* Customers’ deposits: VND 118,477 billion;
* Charter capital: VND 8,334 billion;
* Profit after tax: VND 854 billion.
1. Remuneration budget for the Board of Directors and the Supervisory Board for 2024:

Remuneration budget for the Board of Directors and the Supervisory Board for 2024, set at 1.5% of the profit after tax according to the Audited Financial Statements 2024.

‎‎Article 3. Approve the profit distribution plan for 2023, including the following key contents (details in the attached Proposal):

* Consolidated profit after tax: VND 854.367 billion;
* Separate profit after tax: VND 844.039 billion;
* Appropriation for reserve fund to supplement charter capital VND 42.202 billion;
* Appropriation for financial reserve fund: VND 84.404 billion;
* Appropriation for welfare fund: VND 42.202 billion;
* Appropriation for bonuses fund: VND 42.202 billion;
* Remuneration for the Board of Directors and the Supervisory Board: VND 12.661 billion;
* Expected profit used for dividend distribution in 2023: VND 620.882 billion (Expected dividend distribution: 6.93%).

‎‎Article 4. Approve the plan to increase charter capital in 2024, with the following basic details:

1. Increase in charter capital:
* Charter capital as of December 31, 2023. VND 8,334,266,440,000.
* Charter capital at the time of Proposal and Plan preparation: VND 8,959,336,420,000.
* Expected increase amount of charter capital: VND 2,564,430,860,000.
* Expected charter capital after completing the increase in charter capital: VND 11,523,767,280,000.
1. Expected offering/issuance:
	1. Continue the implementation of the second phase of the increased charter capital plan in 2023, according to Proposal No. 45/TTr-HDQT dated March 31, 2023, which was approved by the General Meeting of Shareholders 2023 and authorized by the State Bank of Vietnam in Document No. 9269/NHNN-TTGSNH dated December 4, 2023: Offering for sale 89,593,364 shares (par value of VND 10,000 per share) to existing shareholders, with a total par value of VND 895,933,640,000.
	2. Implement a new capital increase plan in 2024
* Issue common shares to pay dividends to existing shareholders, with a total value of VND 620,882,010,000 at a par value of VND 10,000 per share (corresponding to an expected dividend distribution rate of 6.93% on the total charter capital as of the date of the proposal, which is VND 8,959,336,420,000 from undistributed accumulated profits of Bac A Commercial Joint Stock Bank in 2023, after setting aside appropriate reserve funds in accordance with current legal regulations).
* Offering common shares to existing shareholders with a total value of VND 1,047,615,210,000 at the par value (expected offering rate of 10.00% on the total outstanding shares at the time of the offering). The expected offering price is VND 10,000 per share. However, the offering price may be subject to change depending on actual market conditions.
1. Carry out registration, depository, and additional listing of all additional issued shares at the competent authority.
2. The General Meeting of Shareholders assigns/authorizes the entire authority to the Board of Directors: Amend/Improve and/or approve the entire capital increase plan (if required by the State authority), in accordance with the practical operational needs of Bac A Commercial Joint Stock Bank, compliance with legal regulations, ensuring the rights of shareholders, and concurrently submitting to the relevant State management agencies for approval and implementation in accordance with the General Mandate and the provisions of the law. Include but not limited to the following issues:
* Determine the specific capital increase amount for each issuance/offering based on the actual situation and capital utilization needs of Bac A Commercial Joint Stock Bank;
* Determine an appropriate dividend distribution rate based on the new charter capital level, depending on the results of the public offering of additional shares under the second phase of the 2023 capital increase plan, which was approved by the General Meeting of Shareholders 2023 and authorized for amendment by the State Bank of Vietnam; specifying the specific timing of share issuance for dividend payment, the shareholder record date for dividend entitlement, handling of fractional shares, unallocated shares (if any), and other related matters to facilitate dividend payment to existing shareholders through the shares issuance from undistributed accumulated profits of Bac A Commercial Joint Stock Bank in 2023, after setting aside appropriate reserves in compliance with the current legal regulations;
* Determine the quantity of shares to be offered to the public, in accordance with the new charter capital level after completing the capital increase through dividend distribution by shares (first phase in 2024), while ensuring that the new charter capital level after the offering (second phase in 2024) does not exceed the authorized capital (VND 11,523,767,280,000) approved by the General Meeting of Shareholders; devise a plan to ensure compliance with foreign ownership rate requirements; specify the shareholder record date for exercising rights, the timing and schedule of share issuance to increase charter capital; determine the specific offering price; offering rate; detailed utilization plan based on the actual operational activities of the bank and compliance with relevant legal regulations; plan for handling shares of existing shareholders who do not register for purchase, do not submit purchase funds, fractional shares (determining criteria, list of investors eligible for share purchase, etc.);
* Decide on the implementation of procedures, dossiers, and related materials for registration, depository, and additional listing of all additional issued shares, notify the maximum foreign ownership rate (if any), and carry out other related procedures according to the guidance of the competent authority;
* Decide on the implementation of procedures, dossiers, and related materials regarding the amendment and supplementation of the Establishment and Operation License, Business Registration Certificate/updating in the national enterprise registration information system, Securities Registration Certificate, Charter of Bac A Commercial Joint Stock Bank, and other related legal procedures for updating the new equity capital level of Bac A Commercial Joint Stock Bank based on the actual results of the implemented capital increase plan approved by the General Meeting of Shareholders;
* Carry out other related and necessary tasks (if any) to complete the capital increase plan in accordance with the provisions of the law, directives, and requirements of the competent state authorities, and the practical implementation of the charter capital increase of Bac A Commercial Joint Stock Bank.

‎‎Article 5. Approve on the contents on choosing an independent audit company to audit/inspect the Financial Statements and the activities of the internal supervise system in 2025

‎‎Article 6. Approve on the amendment, supplementation, and/or issuance of the License for the establishment and operation of Bac A Commercial Joint Stock Bank.

‎‎Article 7. Approve on the amendment and supplementation of the Articles of Association of Bac A Commercial Joint Stock Bank.

‎‎Article 8. Approve the amendment and supplementation of the following documents: Regulations on the governance of Bac A Commercial Joint Stock Bank, Regulations on the organization and operation of the Board of Directors.

‎‎Article 9. Approve on the amendment and supplementation of the Regulations on the organization and operation of the Supervisory Board.

‎‎Article 10. Approve on the listing of Bac A Commercial Joint Stock Bank’s Bonds, second issuance (expected to have 6 tranches starting from 2024), on the Hanoi Stock Exchange after the completion of the offerings.

‎‎Article 11. Approve the number of members of the Board of Directors and the Supervisory Board, and the list of personnel elected as members of the Board of Directors and the Supervisory Board for the term 2024-2029.

1. The number of members of the Board of Directors for the term 2024-2029 is 5, including 1 independent member;
2. The number of Supervisory Board’s members for the term 2024-2029 is 3, including 2 executive members;
3. The list of personnel elected as members of the Board of Directors and the Supervisory Board for the term 2024-2029:

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| No. | Full name | Position |
| I | List of members of the Board of Directors |
| 1 | Tran Thi Thoang | Member of the Board of Directors |
| 2 | Thai Huong | Member of the Board of Directors |
| 3 | Vo Van Quang | Member of the Board of Directors |
| 4 | Dang Thai Nguyen | Member of the Board of Directors |
| 5 | Hoang Hong Hanh | Independent member of the Board of Directors |
| II | List of members of the Supervisory Board |
| 1 | Pham Hong Cong | Executive member of the Supervisory Board |
| 2 | Tran Thi Khanh Chi | Executive member of the Supervisory Board |
| 3 | Nguyen Thanh Thuy | Non-executive member of the Supervisory Board |

‎‎Article 12. This General Mandate was approved at the Annual General Meeting of Shareholders 2024 and takes effect from the date of its signing.

The members of the Board of Directors, the Supervisory Board, the Board of Management, and all shareholders of Bac A Commercial Joint Stock Bank are responsible for implementing this General Mandate in accordance with their functions, duties, and authorities, and in compliance with the current laws and the Articles of Bac A Commercial Joint Stock Bank./.