



Hanoi, April 27th 2024

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

Business Registration Certificate No.: 0100150619
(issued the 28th on 03/01/2024)

RESOLUTION
2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS
BANK FOR INVESTMENT AND DEVELOPMENT OF VIETNAM JSC.

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Pursuant tot the Law on Credit Institutions No. 47/2010/QH12 approved by the National Assembly of the Socialist Republic of Vietnam on 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 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 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 Charter on organization and operation of Joint Stock Commercial Bank for Investment and Development of Vietnam;

Pursuant to the Minutes of 2024 Annual General Meeting of Shareholders of Joint Stock Commercial Bank for Investment and Development of Vietnam dated 27/4/2024.

RESOLVE:

Article 1: Approving the Report on business performance in 2023; business plan in 2024 (according to documents reported at the AGM) with the following main contents:

1. Business performance in 2023:

- ✓ Total asset: VND2,258,060 billion;
- ✓ Fund mobilization: VND2,095,520 billion;
- ✓ Outstanding loans and investments: VND2,191,362 billion;
- ✓ NPL rate: 1.12%;

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✓ Consolidated profit before tax: VN27,589 billion.

2. Business plan in 2024 with some key targets as follows:

✓ Outstanding loans: Operating according to the limit assigned by the State Bank, increased by 14.04%;

✓ Funds mobilization: Operating in accordance with capital use, ensuring liquidity safety and efficiency;

✓ Profit before tax: According to approval by Competent State agencies;

✓ NPL (according to Circular No. 11/2021/TT-NHNN): $\leq 1.4\%$.

Official business plan targets will be updated based on approval from competent State agencies and will be announced according to regulations.

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

- To adjust the 2024 Business plan based on the real situation and request of the competent state agencies;

- To direct the implementation of the 2024 Business plan approved by the Annual General Meeting of Shareholders and other adjustments (if any).

3. Approving the primary solutions to implement 2024 business plan (according to documents reported at the AGM)

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

Article 2: Approving the Report of the Board of Directors's performance in 2023 and key tasks in 2024 (according to documents reported at the AGM).

Article 3: Approving the Report of the Supervisory Board's performance in 2023 and key tasks in 2024 (according to documents reported at the AGM).

Article 4: Approving the 2023 Audited consolidated financial statements, the plan for profit distribution in 2022, 2023 and the Plan for temporarily setting up funds in 2024 (as contents in the AGM Proposal):

1. Some achieved key targets of 2023 (according to the 2023 audited consolidated financial statements accordance with VAS) were as follows:

✓ Total assets as of 31/12/2023 reached VND2,300,868,728 million

✓ Equity as of 31/12/2023 reached VND122,866,889 million

In which: Charter capital reached VND57,004,359 million

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- ✓ Profit before tax for the fiscal year 2023 reached VND27,588,904 million
- ✓ Profit after tax for the fiscal year 2023 reached VND21,977,141 million
- ✓ Owner's net profit for the fiscal year 2023 reached VND21,504,918 million.

The Annual General Meeting of Shareholders authorized the Board of Directors: To adjust data on 2023 Audited consolidated financial statements at the request of inspection, auditing agencies and state management agencies (if any).

2. Approving the adjustment of the plan for setting up funds, profit distribution and dividend payment from remaining profit in 2022 with some key targets as follows:

- ✓ Profit after corporate income tax: VND17,990,097 million;
- ✓ Setting up Charter capital supplementary reserve fund: VND899,505 million;
- ✓ Setting up Financial provision fund: VND1,799,010 million;
- ✓ Setting up Bonus and welfare fund: VND2,768,505 million;
- ✓ Remaining profit after funds appropriation: VND12,523,077 million;
- ✓ Profit arising from assessment of foreign currency spot and term balance differences: VND409,728 million;
- ✓ Remaining profit before dividend payment: VND12,113,349 million;
- ✓ Stock dividend: VND11,970,915 million;
- ✓ Dividend payout ratio: 21%/year;
- ✓ Remaining profit: VND142,434 million.

3. Approving the plan to set up fund, distribute profit and pay dividends from the remaining profit in 2023:

- ✓ Profit after corporate income tax: VND21,374,934 million;
- ✓ Setting up Charter capital supplementary reserve fund: VND1,068,747 million;
- ✓ Setting up Financial provision fund: VND2,137,493 million;
- ✓ Setting up Bonus and welfare fund: VND2,677,305 million;
- ✓ Remaining profit after funds appropriation: VND15,491,389 million;
- ✓ Profit arising from assessment of foreign currency spot and term balance differences: 0;
- ✓ Remaining profit before dividend payment: VND15,491,389 million;

- ✓ Stock dividend (implemented according to approval of competent state agencies): VND12,347,000 million;
- ✓ Remaining profit: VND3,144,389 million.

The Annual General Meeting of Shareholders authorized the Board of Directors:

- To implement 2023 profit distribution according to the official opinion of the State Bank, ensuring not to exceed the maximum ratios 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.

4. Approving the plan to temporarily set up and use funds in 2024:

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

The temporary setting up and using of funds must be consistent with BIDV's business results during the year and comply with the maximum amount of appropriation 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 2024 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 2024 (as contents in the AGM Proposal) as follows:

1. The budget, remuneration of the Board of Directors and the Supervisory Board in 2024:

- The remuneration for the Board of Directors and the Supervisory Board in 2024 is maximum at 0.26% of consolidated profit after tax in 2024;
- Approval of operating budget of the BOD and Supervisory Board in 2024 (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 2024

Approving the plan to set up and use the bonus fund for managers at a maximum amount 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

appropriation will be implemented according to the approval of the AGM for the profit distribution plan in 2024 of BIDV.

Article 6: Approving the Charter capital increase plan in 2024 (as contents in the AGM Proposal):

a. Expected increase in charter capital

- Charter capital as at 31/12/2023: VND57,004,359,000,000.
- Expected increase in charter capital: VND13,619,876,470,000, of which:
 - + Increasing capital from dividend payment in 2022 in shares: VND11,970,915,390,000;
 - + Increasing capital from issuing additional shares to investors in the form of private placement: VND1,648,961,080,000;
- Expected charter capital after issuance: VND70,624,235,470,000 (increase 23.9% compared to charter capital at 31/12/2023).

b. 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: 1,361,987,647 shares, of which:
 - + Dividend shares issuance in 2022: 1,197,091,539 shares.
 - + Additional share issuing through the form of private placement: 164,896,108 shares.

c. Source of funds used to increase charter capital

- From the remaining profit in 2022 after funds appropriation: VND11,970,915,390,000.
- From additional share issuing in the form of private placement (expected ~ 2.89% of charter capital at 31/12/2023): VND1,648,961,080,000.

d. Expected issuances

(i) Dividend shares issuance in 2022

- Share type: common shares;
- Par value: VND10,000/share;
- Expected number of shares to be issued: 1,197,091,539 shares;
- Expected value of issuance (at par value): VND11,970,915,390,000;
- Issuing rate: Expected 21% of outstanding shares as of 31/12/2023.
- Issuance subjects: Existing shareholders whose name in the shareholder list of BIDV at the time of closing the right to receive share dividends according to the plan approved by the AGM and in accordance with the law.

- Implementation time: Expected in 2024-2025, the AGM authorized the BOD to decide the specific issuance time after receiving the approval of competent state agencies.

(ii) Additional share issuing to investors through the form of private placement:

- Share type: common shares;

- Par value: VND10,000/share;

- Expected number of shares to be offered: 164,896,108 shares;

- Expected value of offering (at par value): VND1,648,961,080,000;

- Expected charter capital increase: VND1,648,961,080,000;

- Offering rate: Expected ~ 2.89% of outstanding shares as of 31/12/2023. The AGM authorized the BOD to adjust the number and percentage of shares to be offered on the basis of official approval of the competent authorities.

- Offering subjects: Offering to investors who meet the criteria of being professional securities investors and being domestic and foreign institutional investors with financial potential, which may include one or several existing shareholders of BIDV. The AGM authorized the BOD to specifically decide on professional securities investors that meet the above requirements.

- Number of investors: Less than 100 investors and guaranteed to meet the maximum ownership ratio of foreign investors at the time of issuance according to the law.

- Number of shares offered to investors: The AGM authorized and assigned the BOD to decide the specific number of shares offered to each investor according to approval of the competent state agency.

- Principles for determining the offering price: According to the market price principle, on the basis of approval of the competent state agency and ensuring compliance with current regulations.

- Transfer restrictions: The number of shares offered for private placement will be restricted for transfer for 03 years for strategic investors and 01 year for professional securities investors from the date of completion of the offering, except in the case of transfer between professional securities investors or implementation according to legally effective Court judgments or decisions, Arbitration decisions or inheritance according to provisions of the law.

- Offering purpose: Increasing financial capacity in general and capital capacity in particular to serve business activities and risk management.

- Implementation time: Expected in 2024-2025, the AGM authorized the BOD to decide the specific offering time after receiving the approval of competent state agencies.

- Plan to ensure the share offering meets the foreign ownership ratio: The AGM authorized the BOD to decide on the plan to ensure the share offering meets the foreign ownership ratio.

In addition to the above quantity, BIDV continues to contact and offer according to the approved plan and content, develop the plan and submit to the SBV for approval.

The Annual General Meeting of Shareholders authorized the Board of Directors:

- To adjust Charter capital raising plan of 2024, including shares issuance plans according to the approval of competent authorities (price, number of issued shares, subjects of issuance, time of issuance...); The plan to use capital after the issuance, the progress of using increased capital to effectively implement the increase in charter capital in accordance with practical needs of BIDV's business operations, Law provisions, BIDV's Charter and ensure the right of BIDV's shareholders;

- To decide the time to use the proceeds, adjust the amount used for each purpose in accordance with the situation of share offering and BIDV's operations in compliance with the provisions of clause 2 Article 9 of Decree 155/2020/ND-CP elaboration of some articles of the Law on Securities and reporting to the latest General Meeting of Shareholders;

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

- 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 provisions of the law, ensuring the general benefit of BIDV and shareholders;

- To implement necessary capital raising procedures in accordance with provision of the law, including procedures for seeking permission from competent authorities; procedures for changing business registration; changing Charter capital; procedures for registration, depository and listing of additional share to be issued and other procedures in accordance with current regulations;

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

- To decide other related contents to implement the 2024 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 (as contents submitted to the AGM):

1. Approving the full text of the Charter of the Joint Stock Commercial Bank for Investment and Development of Vietnam uploaded on BIDV's website (Investor Relations/AGM 2024 section);

2. AGM authorized the Board of Directors to continue reviewing, adjusting, amending and supplementing the contents of the Charter to ensure compliance with relevant laws and opinions of competent state agencies. The legal representative signs for promulgation of the Charter. The new Charter takes effect from July 01st 2024.

Article 8. Approving on the content of selecting an independent auditor to audit/review financial statements and internal control system for fiscal year 2025 (as contents in the AGM Proposal):

1. Approving the list of independent auditor that are companies on the list approved by the State Securities Commission to conduct audits for entities with public interests in the securities sector in 2024 (*according to the attached list of Proposal to the AGM on Selecting an independent auditor to audit/review financial statements and internal control system for fiscal year 2025*) and updated until the time of selection;

2. Authorizing the BOD to decide on the selection of an independent auditor listed in item (i) that also meets the conditions specified in Circular 39/2011/TT-NHNN dated 15/12/2011 of the State Bank of Vietnam on providing independent audit of credit institutions and foreign bank branches 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 2025 in accordance with current regulations.

Article 9. Approving the listing of BIDV public offering bonds (as contents in the AGM Proposal):

1. Approving the listing of bonds that are not convertible bonds, bonds with warrants issued by BIDV to the public in the period from the completion date of the Annual General Meeting of Shareholders in 2024 to the completion date of the Annual General Meeting of Shareholders in 2025 in accordance with the provisions of the Law on Securities and relevant legal documents;

2. Assigning BIDV 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 ensure compliance with the provisions of law.

Article 10. 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 (as contents submitted to the AGM):

1. Approving the draft Regulation on organization and operation of the BOD consolidated the amended and supplemented contents;
2. Authorizing the BOD to implement 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. Assigning the authorized person to sign for promulgation of the Regulation on organization and operation of the BOD consolidated 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 11. Approving the contents of the draft Internal regulation on governance of Joint Stock Commercial Bank for Investment and Development of Vietnam consolidated the amended and supplemented contents (as contents submitted to the AGM):

1. Approving amendments and supplements to the Internal regulation on governance of Joint Stock Commercial Bank for Investment and Development of Vietnam and the Draft Internal regulation on governance of Joint Stock Commercial Bank for Investment and Development of Vietnam consolidated the amended and supplemented contents;
2. Authorizing the Board of Directors to implement adjustments, amendments and supplements to the contents of the Regulation following the request of the State Bank of Vietnam (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 of Vietnam (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 12. Approving the content of the draft Regulation on organization and operation of the Supervisory Board of Joint Stock Commercial Bank for Investment and Development of Vietnam (as contents submitted to the AGM):

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

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

3. On the basis of the draft approved by the Annual General Meeting of Shareholders and adjusted by the Supervisory Board following the request of the State Bank of Vietnam (if any), the Authorized person signs for promulgation of the Regulation on organization and operation of the Supervisory Board as prescribed.

Article 13: Enforcement terms

1. This resolution has been unanimously approved in full by the AGM at Annual General Meeting of Shareholders in 2024 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 13;
- SBV (to report);
- SSC, VNX, HSX, HNX.
- BIDV's Website;
- Archive: BIDV Office, BOD Secretariat & Investor Relations, Legal, Planning, Financial, Internal Audit.

**ON BEHALF OF THE AGM
CHAIRMAN**

(Signed and sealed)

Phan Duc Tu