

No.: /NQ-DHDCD

Hanoi, ... day ... month 2024 year

DRAFT

**RESOLUTION**

**2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
BIDV SECURITIES JOINT STOCK COMPANY**

- Pursuant to Enterprise Law No. 59/2020/QH14 dated June 17, 2020 issued by the 14th National Assembly of the Socialist Republic of Vietnam;
- Pursuant to Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 29, 2019;
- Pursuant to the Charter of BIDV Securities Joint Stock Company (BSC);
- Pursuant to the Regulations on organizing the Annual General Meeting of Shareholders of BIDV Securities Joint Stock Company approved by the General Meeting of Shareholders on ... month ... 2024;
- Pursuant to the Minutes of the 2024 Annual General Meeting of Shareholders No. .../BB-DHDCD dated April 23, 2024 of BIDV Securities Joint Stock Company.

**RESOLUTION**

**Article 1. Approving the following reports:**

1. Report of the Board of Directors ("BOD") on: Summary of activities of the Board of Directors in 2023, orientation for activities in 2024.
2. Evaluation report of independent member of the Board of Directors in 2023.
3. Report of the Board of Supervisors on: Operational results in 2023 and operational orientation in 2024.
4. Report of the Board of Management on: Business results in 2023 and Business plan in 2024.

**Article 2. Approving the 2023 Business Results Report and 2024 Business Plan**

**1. Approving the 2023 Business Results Report**

No	Target	FY2023	2023 Plan	
			Value	% plan completion
1	Profit before tax (million VND)	509.048	565.000	90%
2	Stock brokerage market share	2,59%	Top 10 Hose	Not-Completed
3	Capital Adequacy Ratio	820%	>260%	Completed

## 2. Approving the 2024 Business Plan

No	Items	Unit	Plan 2024
1	Profit before tax	Billions dong	550
2	Available capital ratio	%	≥260

The General Meeting of Shareholders authorizes the Board of Directors to actively review, evaluate and adjust the 2024 business plan in accordance with market conditions (growth and/or market liquidity size) if necessary and make information disclosure in accordance with the provisions of law.

### Article 3. Approving the audited financial statements 2023, Profit distribution plan in 2023 and profit distribution plan in 2024

#### 1. 2023 Audited Financial Statements:

In particular, some main contents are as follows:

*Unit: VND*

No	Contents in financial statements in 2023	Amount
1	Total assets	8.326.378.957.897
2	Equity	4.684.415.112.510
	<i>In which: Charter capital</i>	<i>2.027.831.270.000</i>
3	Profit before tax	509.047.661.064
4	Profit after tax	408.259.606.627

#### 2. 2023 profit distribution plan:

*Unit: VND*

No	Contents	Formulas/notes	Distribution profits 2023
1	Undistributed profits	(1)	600.143.931.493
1.1	<i>- 2023 profit</i>		<i>408.259.606.627</i>
1.2	<i>- Remaining profits in previous years</i>		<i>191.884.324.866</i>
2	Return on appropriations of funds	(2)= (1)	600.143.931.493
3	Appropriation of funds	(3)=(3.1)	30.805.000.000
3.1	<i>Welfare bonus fund</i>	<i>(3.1)</i>	<i>30.805.000.000</i>
3.2	<i>Appropriation ratio (comparison to Undistributed profit)</i>	<i>(3.2) = (3.1)/(1)</i>	<i>5.13%</i>
4	Remuneration of the non-specialized Board of Directors, Board of Supervisors		216.000.000

5	<b>Undistributed after-tax profit after appropriation and remuneration</b>	<b>(5)=(2)-(3)-(4)</b>	<b>569.122.931.493</b>
6	(*) Dividend payouts	(6)= (6.1)*(6.2)	202.783.127.000
6.1	- Charter capital at 31/12/2023		2.027.831.270.000
6.2	- Stock dividend payout ratio (in shares)		10%
7	<b>(**) Total remaining profit</b>	<b>(7)=(5) - (6)</b>	<b>366.339.804.493</b>

**Note:** As of December 31, 2023, BSC's estimated tax liability as well as tax interest have not been finalized by local tax authorities. In case the tax amount on the audited financial statements is changed according to the decision of the tax authority, the profit left on the above data table may be adjusted accordingly.

(\*) (\*\*) This metric may be updated according to the number of BSI shares outstanding at the closing date of the dividend payment.

The General Meeting of Shareholders authorize the Board of Directors to decide the time to finalize the list of shareholders to pay dividends, ensure compliance with legal regulations, the company's charter and approval of competent authorities.

### **3. Profit distribution plan in 2024:**

- **Payout ratio:** Expected 10%/ par value of shares.
- **Payment method:** By cash and/or by shares. Proposing General Meeting of Shareholders to authorize the Board of Directors to decide on payment method in accordance with the actual business results, ensuring the requirements of the Company's business activities and the interests of shareholders.
- **Implementation time:** The General Meeting of Shareholders authorizes the Board of Directors based on the actual situation to choose an appropriate time to make the dividend payment in 2024, the Board of Directors can decide to advance dividends into appropriate installments.

### **Article 4. Approving the Report on remuneration of the Board of Directors and Board of Supervisors 2023 and proposing remuneration of the Board of Directors and Board of Supervisors in 2024.**

#### **1. Report on the Implementation of Remuneration Payment for the Board of Directors and the Board of Supervisors of BSC in 2023**

##### 1.1. For specialized members:

- Mr. Chung Jae Hoon - Vice Chairman of the Board of Directors: Based on the Framework Agreement on Secondment concluded between BSC and Hana Securities Company (HSC) and the results of fulfilling KPIs, the income of the Vice Chairman of the Board of Directors in 2023 is **2,903,120,602 VND** (excluding Contractor's tax and

*Value Added Tax of Contractor as committed in the the Framework Agreement on Secondment).*

- Board Member Nguyen Thanh Huyen: Based on the approved unit price for settling salaries in 2023, the remuneration for specialized members of the Board of Directors is 2,366,362,200 Vietnamese dong (*Two billion, three hundred sixty-six million, three hundred sixty-two thousand, two hundred dong*).

1.2. For members of the Board of Directors and members of the Board of Supervisors operating under the dual role regime: **216,000,000 VND** (*Two hundred sixteen million dong*).

## **2. Remuneration plan of the Board of Directors and Board of Supervisors in 2024:**

2.1. For specialized members of the BOD:

+ Minimum level (not dependent on 2024 financial results): **1,974,797,087 VND**

+ Maximum level (*in case BSC achieves assigned Profit before tax targets and depends on individual KPIs*): **3,018,707,087 VND**.

+ In the event that BSC exceeds the assigned Profit before tax target (Profit before tax in 2024 > 550 billion), *the Board of Directors will decide on bonus levels exceeding KPIs for specialized members, but ensuring that the total remuneration for specialized members does not exceed 0.548% of Profit before tax.*

*\*Note: Ms. Nguyen Thanh Huyen - specialized member of the BOD is entitled to specialized remuneration from January 01, 2024, to the end of April 22, 2024.*

2.2. For non-specialized members of the BOD and Board of Supervisors:

+ Chairman of the Board of Directors : 10.000.000VND/month;

+ Member of the Board of Directors : 5.000.000VND/month;

+ Head of the Board of Supervisors : 5.000.000VND/month;

+ Member of the Board of Supervisors : 3.000.000VND/month.

*\* Note: Board members and BKS operating under the part-time regime nominated by Hana Securities (HSC) refuse to receive remuneration.*

## **3. Total remuneration for BOD and Board of Supervisors members in 2024:**

- **When Profit before tax < 440 billion (less than 80% of the assigned Actual profit target for 2024):** the maximum total remuneration is **2,232,160,723VND** (excluding approximately **200,000,000VND** for contractor tax, exchange rate reserve... to be paid according to actual expenses);

- **When 440 billion ≤ Profit before tax ≤ 550 billion:** the maximum total remuneration is **3,276,070,723VND** assuming the Company achieves the assigned Actual profit target and specialized personnel achieve 100% of their individual KPIs (excluding approximately **350,000,000VND** for contractor tax, exchange rate reserve... to be paid according to actual expenses);

- **When Profit before tax > 550 billion:** the Board of Directors will decide on additional remuneration for specialized BOD members, but ensuring that the total remuneration for specialized members does not exceed **0,548%** of the total Profit before tax.

\* Note: The remuneration mentioned above is before personal income tax and does not include any other bonuses (if any) as per BSC regulations.

## Article 5. Approving the plan to issue shares to pay dividend and increase the Company's charter capital

### 1. Plan to issue shares to pay dividend and increase the Company's charter capital

Issuing entity	:	BIDV Securities Joint Stock Company (BSC)
Stock name	:	Share of BIDV Securities Joint Stock Company
Stock type	:	Common share
Par value shares	:	10,000 VND/share
Current charter capital	:	2.027.831.270.000 VND
Number of shares issued	:	202.783.127 shares
Number of outstanding shares	:	202.783.127 shares
Number of shares expected to be issued to pay dividend	:	Maximum 20,278,312 shares (equivalent to 10% of outstanding shares). Rights exercise rate: 10% <i>Note: The actual number of shares issued may change due to the handling of fractional shares and depends on the actual number of outstanding shares of the Company at the final date of registration.</i>
Total value of shares issued at par value	:	Maximum 202,783,120,000 VND (In words: Two hundred and two billion seven hundred eighty three million one hundred and twenty VND)
Expected charter capital after issuance		2,230,614,390,000 VND
Purpose of issuance	:	Increasing charter capital for the Company's business development needs
Funding source for implementation	:	From retained earnings as stated in the Company Audited Financial Statements in 2023
Subject receiving shares	:	Existing shareholders of the Company are on the list of shareholders compiled by Vietnam Securities Depository and Clearing Corporation (VSDC) at the last registration date to exercise the right to receive shares.
Rights exercise rate	:	10:1 (on the final date of registration to finalize the list of shareholders exercising rights, shareholders owning 10 shares will receive 1 newly issued share according to the method of issuing shares to pay dividends)
Principles for rounding and handling fractional shares	:	The number of additional shares issued will be rounded down to the unit, the decimal fraction (if any) will be canceled.  <i>For example: Shareholder A owns 111 shares on the last registration date to finalize the list of shareholders exercising rights. With the exercise ratio of 100:10, shareholder A will receive <math>111/100 \times 10 = 11.1</math> shares. According to the rounding principle mentioned above,</i>

		<i>shareholder A will receive 11 new shares by issuing shares to pay dividends. The odd number of shares of 0.1 shares will be cancelled.</i>
Expected release time	:	Expected in 2024 or another time according to the decision of the Board of Directors
Register and list additional shares to be issued	:	All additional shares issued will be registered as additional securities with the Vietnam Securities Depository and Clearing Corporation and registered for additional listing with the Ho Chi Minh City Stock Exchange after the end of the issuance in accordance with regulations.

## 2. Implementation

2.1. Assign/Authorize the Board of Directors of the Company to perform, including but not limited to, the following tasks:

- Decide on the detailed contents of the Share Issuance Plan to pay dividend and choose an issuance time appropriate to the actual situation.
- Decide on amendments, adjustments, and detailed explanations of the content of the Stock Issuance Plan at the request of the competent state agency (if necessary).
- Decide and carry out necessary tasks and procedures during the share issuance process, including: (i) amending/supplementing the Company's operating license at the State Securities Commission; (ii) register to change the Company's Business Registration Certificate; (iii) register additional shares of the Company at the Vietnam Securities Depository and Clearing Corporation; (iv) register for additional listing of the Company's shares at the Ho Chi Minh City Stock Exchange ; (v) change the Charter Capital, amend/add provisions regulating the Charter Capital level and other relevant provisions in the Company's Charter in accordance with the new Charter Capital level after the issuance; and (vi) other procedures according to current legal regulations.
- Decide and carry out all other necessary procedures at the request of the competent state agency to complete the issuance of shares to pay dividends according to the approved plan in accordance with the law and the Company's Charter.

2.2. The Board of Directors can delegate authority to the Chairman of the Board of Directors or the General Director Company to perform one or more of the above mentioned tasks.

**Article 6. Approving the dismissal and Election of Personnel to join the Board of Directors for the Term 2021-2026.**

1. Dismissal of Members of the Board of Directors for the term 2021-2026 for Ms. Nguyen Thanh Huyen;

2. Election to replace the Board of Directors for the term 2021-2026 is Mr/Mrs....

**Article 7. Enforcement Terms**

1. This resolution is made in 02 (two) originals, has been voted by the 2024 Annual General Meeting of Shareholders to approve the full text at the General Meeting and takes effect from April 23, 2024.

2. Members of the Board of Directors, Board of Supervisors and General Director are responsible for implementing this Resolution and organizing the implementation in accordance with the provisions of law and the Charter of BIDV Securities Joint Stock Company.

**ON BEHALF OF GENERAL  
MEETING OF SHAREHOLDERS  
CHAIRMAN**

**Ngo Van Dzung**