

No:...../2022/BB - DHDCD

Hanoi, April..... 2022

**DRAFT**

**Minutes**

**THE 2022 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF  
BAO VIET SECURITIES JOINT STOCK COMPANY**

At....., April....., 2022, at ..... – The 2022 Annual General Meeting of Shareholders of Bao Viet Securities Joint Stock Company (“AGM”) was launched.

The AGM heard Mr. Nguyen Xuan Hoa - Head of the Supervisory Board - Head of the Board of Inspection of Shareholders' Eligibility report the results of the inspection of the eligibility of shareholders attending the AGM.

Number of shareholders attended: ..... shareholders, of which:

- Directly attended: ..... shareholders.
- Attended through proxies: ..... shareholders.

Total number of shares attended: ..... shares, accounting for ..... % of shares with voting rights.

In addition to the aforementioned shareholders, there are also .../.... Members of the Board of Directors, .../.... Members of the Board of Supervisors and ...../..... Members of the Board of Directors, all attended the AGM; At the same time, there were representatives of Ernst & Young Vietnam Co., Ltd., the auditor of the Company's 2021 financial statements.

Pursuant to the Enterprise Law No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17<sup>th</sup>, 2020, the Charter and internal regulations on corporate governance of BVSC, the 2022 Annual General Meeting of Shareholders of Bao Viet Securities Joint Stock Company (“BVSC”) with the above participants were eligible to conduct the meeting.

1. The AGM heard the Organization Board announce the content of the Regulation on holding the 2022 Annual General Meeting of Shareholders (*details are attached*) and the AGM voted to approve it with the number of "Agree" votes accounted for .....%

2. The AGM also voted with the number of "Agree" votes accounted for .....%, to pass the Presidium to run the AGM, specifically.:

- Mr ..... - Chairman of the Board of Directors - President;
- Mr ..... - Member of the Board of Directors cum CEO - Member;
- Mr ..... - Member of the Board of Directors - Member.

3. The AGM also voted with the number of "Agree" votes accounted for .....%, to pass the Secretariat to fully record the entire happenings of the Meeting, specifically:

- Ms ..... - Company Secretary - Head of Department;
- Mr ..... - Company Secretary - Member;

4. The Presidium introduced the Vote Counting Committee. The AGM voted with the number of "Agree" votes accounted for .....% to pass the Vote Counting Committee, specifically:

- Mr/Ms ..... – Head of Committee;
- Mr/Ms ..... – Member;
- Mr/Ms ..... – Member;

5. The Presidium proposed the Agenda (details are attached) and the AGM voted to approve it with the number of "Agree" votes accounted for .....%.

**With haste and professionalism, the AGM strictly followed the approved Agenda; discussed, approved and resolved the following issues:**

6. The AGM heard Mr. .... - Chairman of the Board of Directors (“**BOD**”) of the Company presented the Report of the Board of Directors in 2021, orientation for 2022 (*report is attached*).

7. The AGM heard Mr. ....- BOD member cum. CEO reported on business performance in 2021 and business plan in 2022 (*Report is attached*).

8. The AGM heard Mr. .... – Head of the Supervisory Board (“**SB**”) of the Company presented the Report of the SB's activities at the 2022 AGM (*report is attached*).

9. The AGM heard Mr. .... – BOD member presented the following submissions: Submission of the Approval of the 2021 Audited Financial Statements (*submission is attached*); and Submission to the AGM to approve the Company's 2021-2025 Development Strategy (*submission is attached*).

10. The AGM heard Mr. ....– BOD member presented the following submissions: Submission to the AGM to approve the amendment of the Company's Charter (*submission is attached*); and Submission of the Report on 2021 Profit Distribution Solution and 2022 Profit Distribution Plan (*submission is attached*).

11. The AGM heard Mr. ....– BOD member presented the following submissions: Submission on the 2021 Remuneration of Board of Directors, Supervisory Board, Secretaries, and Board of Management and 2022 Remuneration plan (*submission is attached*); and Proposal to the AGM on Approval for the head office relocation (*submission is attached*).

12. Discussion: Shareholders raised inquiries and questioned the BOD about the business situation in 2021 and the Company's business plan in 2022, in particular issues. as follows:

- ....

- .....

13. After hearing the Reports and conducting discussions, the AGM voted publicly to approve the reports. Specific results are as follows:

16.1. *Approving the report on activities of the BOD in 2021 and operation orientation in 2022 (report is attached):*

Number of votes:

- Agree:..... VS, accounting for ....%
- Disagree: ..... VS, accounting for ....%
- No comments: ..... VS, accounting for ....%

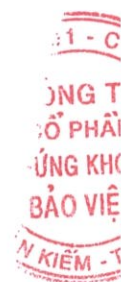
16.2. *Approving the 2021 business report and 2022 business plan (report is attached) with some basic financial indicators as follows:*

	Targets	2021 performance	2022 plan
1	TOTAL REVENUE		
	<i>Total realized revenue</i>		
2	TOTAL EXPENSES		
	<i>Implementation costs</i>		
3	PROFIT BEFORE CORPORATE INCOME TAX		
	<i>Realized profit before corporate income tax</i>		
4	PROFIT AFTER CORPORATE INCOME TAX		
	<i>Realized profit after corporate income tax</i>		

The AGM authorizes the BOD to adjust the business plan in case of unforeseen fluctuations in the stock market.

Number of votes:

- Agree:..... VS, accounting for ....%
- Disagree: ..... VS, accounting for ....%
- No comments: ..... VS, accounting for ....%



**16.3. Approving the Report on the Supervisory Board's activities at the 2022 AGM (report is attached):**

Number of votes:

- Agree:..... VS, accounting for ....%
- Disagree: ..... VS, accounting for ....%
- No comments: ..... VS, accounting for ....%

**16.4. Approving the audited financial statements for 2021 (submission is attached):**

Number of votes:

- Agree:..... VS, accounting for ....%
- Disagree: ..... VS, accounting for ....%
- No comments: ..... VS, accounting for ....%

**16.5. Approving the orientation of the Company's 2021-2025 Development Strategy (submission is attached):**

Number of votes:

- Agree:..... VS, accounting for ....%
- Disagree: ..... VS, accounting for ....%
- No comments: ..... VS, accounting for ....%

**16.6. Approving the 13th Amendment and Supplement to the Company's Charter (submission is attached):**

Number of votes:

- Agree:..... VS, accounting for ....%
- Disagree: ..... VS, accounting for ....%
- No comments: ..... VS, accounting for ....%

**16.7. Approving the 2021 profit distribution solution and the 2022 profit distribution plan (submission is attached):**

➤ **2021 profit distribution solution:**

- Deducting for a reserve fund to supplement charter capital: VND .....
- Deduction for the financial and professional risks reserve fund: VND .....
- 2021 dividends: VND .....
- Deducting for the Bonus and Welfare Fund: ..... đồng.
- Bonus for the Board of Management: ..... % profit after tax (“PAT”) is allowed for distribution, corresponding to VND .....

- Remaining profit: VND .....

➤ **2022 profit distribution plan:**

- Dividends: Dividend payout ratio.....

- Deducting for the Bonus and Welfare Fund:..... % of *realized PAT*.

- Bonuses for the administrators (*BOD, Supervisory Board, Company Secretaries, Board of Management*): ..... % of *PAT* realized in FY2022 with the condition: “*The Company fulfills 100% of the after-tax profit objective in 2022*”.

- Remaining profit: Remaining **PAT** after making allocations to funds and paying dividends and bonuses as mentioned above.

Number of votes:

- Agree:..... VS, accounting for ....%

- Disagree: ..... VS, accounting for ....%

- No comments: ..... VS, accounting for ....%

**16.8. Approving the Submission on the Remuneration for the BOD, Supervisory Board, Secretariat and Board of Management in 2021 and 2022 Remuneration Plan (submission is attached).**

2022 Remuneration plan for the Board of Directors, Supervisory Board, Secretariat and Board of Management:

- BOD chairperson : VND ..... million/person/month.

- BOD members : ..... million/person/month.

- Head of SB : ..... million/person/month.

- SB members : ..... million/person/month.

- Secretariat/Board of Management : ..... million/person/month.

The aforementioned remunerations apply to the titles of members of the BOD, SB, Secretariat and Board of Management working on a part-time basis. For cases where members of the BOD, SB, Secretariat and Board of Management work on a full-time basis, based on current regulations of law, the Company does not pay remuneration, instead pays salary from the Salary Fund according to the approval of the BOD.

Number of votes:

- Agree:..... VS, accounting for ....%

- Disagree: ..... VS, accounting for ....%

- No comments: ..... VS, accounting for ....%

**16.9. Thông qua thay đổi Trụ sở chính của Công ty (Tờ trình đính kèm):**



Number of votes:

- Agree: ..... VS, accounting for ....%
- Disagree: ..... VS, accounting for ....%
- No comments: ..... VS, accounting for ....%

Minutes of the meeting consists of .....(.....) pages, prepared and approved in full at the 2022 Annual General Meeting of Shareholders of Bao Viet Securities Joint Stock Company at ..... on the same day, with the "Agree" voting shares accounting for ...% of the total number of voting shares attending and participating in voting at the meeting./.

**BOARD OF DIRECTORS**

**CHAIRPERSON**

.....

**MEMBER**

**MEMBER**

.....

.....

**SECRETARIAT**

**HEAD OF SECRETARIAT**

**MEMBER**

.....

.....