



TẬP ĐOÀN BẢO VIỆT

No.: 742 /Tr-HĐQT

Hà Nội, 16th May, 2017

PROPOSAL

Re: The approval of the Remuneration of the Board of Directors and the Supervisory Board in 2016 and the proposed budget plan in 2017

To: The 2017 Annual General Meeting of Shareholders of BaoViet Holdings

Pursuant to:

- *The current Charter of Baoviet Holdings;*
- *Resolution No. 01/2016/NQ-DHDCD-TDBV of Annual General Meeting of shareholders of BaoViet Holdings dated on May 18th, 2016;*
- *The Audited Financial Statement in 2015 and the Business Plan in 2016;*

Board of Directors (“BOD”) of BaoViet Holdings (“BVH”) respectfully propose to the Annual General Meeting of Shareholders (“AGM”) of BVH to approve the Remuneration settlement for the BOD and the Supervisory Board (“SB”) in 2016 as well as the remuneration budget in 2017 as follows:

1. Remuneration settlement for BOD and SB in 2016

According to Decision No.01/2016/NQ-DHDCD-TDBV dated on May 18th, 2016 of the AGM in 2016, the remuneration budget for the BOD and the SB are 0.15% and 0.04% of profit after taxes (“PAT”) respectively in 2016.

According to the audited financial statement of BVH in 2016 PAT of BVH in 201 reached 1,022 billion VND.

According to the Resolution of the AGM in 2016 and the financial statement in 2016, the budget for remuneration of the BOD and SB in 2016 are 1,532.6 millions VND and 408.7 millions VND respectively.

BOD would like to report the total actual remuneration settlement for the BOD and SB in 2016 as follows:

- Remuneration for BOD members is 1,532.5 million VND equal to 0.15% of PAT
- Remuneration for SB is 247.2 million VND equal to 0.02% of PAT.



2. The proposed remuneration budget for the BOD and SB in 2017

According to Circular No. 28/2016/TT-BLDTBXH dated on Sept. 1st 2016 of Ministry of Labour - Invalids and Social Affairs,

Pursuant to Business Plan of BVH in 2017,

Pursuant to the demand of management and supervisory activities to of BOD and Supervisory Board,

BOD propose to General Shareholders Meeting to approve the 2017 remuneration budget of BOD and the Supervisory Board as follows:

- The remuneration budget plan of the BOD and the SB is determined basing on the number of part-time members of the BOD and SB, working time and remuneration of the BOD and SB of the Holdings, in details:

+ Remuneration for the BOD: 20 million dong/member/month.

+ Remuneration for the SB: 10 million dong/member/month.

- The finalization of 2017 remuneration budget will be determined basing on the actual number of part-time members of the BOD and the SB in 2017 and the above remuneration must ensure the principle that the paid remuneration shall not exceed 20% the actual average salary of full-time managers in accordance with the provisions of current law.

BOD would like to propose to the AGM for approval of the actual settlement of remuneration for the BOD and SB in 2016 and the budget plan for 2017 as mentioned above.

Respectful submitted./.

Achieves:

- As above;
- BOD, SB;
- CEO;
- For filling: Admin, Secretary Dept.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**

(Signed and sealed)

Dao Dinh Thi

