



TẬP ĐOÀN BẢO VIỆT

No: 744/TTr-HĐQT

Hanoi, 16th May, 2017

PROPOSAL

Re: Results of increasing chartered capital through Employee Stock Ownership Plan (ESOP)

To: Baoviet Holdings Annual General Meeting of Shareholders in 2017

- Pursuant to Law on Enterprise No 68/2014/QH13 dated 26th Nov 2014 and documents guidance on implementing law on enterprise;
- Pursuant to Law on securities No 70/2006/QH11 dated 29th June 2006; Law amending, supplementing a number of articles of law on securities dated 24th Nov 2010 and guiding the implementation of law on securities;
- Pursuant to Charter of Baoviet Holdings;
- Pursuant to the Development Strategy for the period 2016-2020 of Baoviet Holdings;
- Pursuant to Decree 15/NQ-CP dated 06th March 2014 of the Government on solutions for speeding up equitization and withdrawal of state capital from enterprises;
- Pursuant to Decree 162/2015/TT-BTC dated 26th October 2015 providing guidelines for public offer for sale of securities, offer for sale of shares for swap, issue of additional shares, redemption of shares, sale of treasury shares and public offer to acquire shares;
- Pursuant to Resolution No 03/NQ- ĐHĐCĐ-TĐBV dated 18th May 2016 issued in Annual general meeting (AGM) 2016 of Baoviet Holdings;
- Based on the process of implementing capital raising through ESOP at Baoviet Holdings,

BOD of BVH would like to report results of implementing ESOP in AGM as follows:

Pursuant to Resolution No 03/NQ-ĐHĐCĐ-TĐBV dated 18th May 2016 in AGM 2016, BOD provided concrete guidance to BVH to develop detailed ESOP.

However, Baoviet Holdings needs to complement and finalize ESOP, subject to requirements of governing authorities, the capital raising through ESOP has not conducted during 2016.

To improve strong motivation of employees, recognize their remarkable contributions under the context of highly competitiveness of retaining skilled labor and to meet capital demand for development of period 2016-2020, the BOD would like to propose to continue conducting ESOP with contents under Resolution No 03/NQ-DHDCD-TDBV dated 18th May 2016 issued in 2016 AGM for approval. The capital raising through ESOP will be implemented after approval of governing authorities.

BOD would like to submit to shareholders for consideration and approval.

Respectfully submitted./.

Achieves:

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

**ON BEHALF OF THE BOD
CHAIRMAN**

(signed and sealed)

Dao Dinh Thi

