

No: 01/NQ/DHDCD/2024

HCMC, April 13th, 2024

DRAFT RESOLUTION
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2024
MOBILE WORLD INVESTMENT CORPORATION

- Pursuant to Law on Enterprise 2020 No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020;
- According to the Charter of Mobile World Investment Corporation (the “Company”) as amended, supplemented from time to time; and
- Pursuant to the meeting minutes of Annual General Meeting Of Shareholders 2024 No 01/BBH/DHDCD/2024, dated April 13th, 2024 and contents stated in Proposal Letter No. 01_2024/TT/DHDCD/MWG of the Board of Directors dated March 19th, 2024 (“Proposal Letter”)

DECISIONS OF
ANNUAL GENERAL MEETING OF SHAREHOLDERS

ARTICLE 1. Approve the Report of the Board of Directors in 2023 and the implementation of the resolution of the Annual General Meeting of Shareholders in 2023, no. 01_2023/NQDHDCD/TGDD on April 08th, 2023 as in the Proposal Letter.

ARTICLE 2. Approve the audited financial statement of 2023 (attached).

ARTICLE 3. Approve the business plan and directions in 2024 as given in the Proposal Letter.

ARTICLE 4. Approval for cash dividend from retained earnings

The General Meeting of Shareholders approves the cash dividend policy from the retained earnings for existing shareholders as follows:

- 4.1 Type of shares : Common shares (not applicable for treasury shares)
- 4.2 Par value : VND 10,000/share
- 4.3 Payment ratio : 5% on par value (VND 500/share)
- 4.4 Beneficiaries : All existing shareholders on the record date in the shareholder list of VSDC are eligible for dividend payments.
- 4.5 Payment method : Cash payment
- 4.6 Expected payment : In 2024
- 4.7 The General Meeting of Shareholders authorizes the Board of Directors to execute the

following activities:

- 4.7.1 Entirely decide on specific payment time;
- 4.7.2 Decide, modify the detailed dividend payment plan, and select the appropriate time for preparing the related documents;
- 4.7.3 Perform all necessary procedures to complete the issuance plan and comply with current laws and regulations.

ARTICLE 5. Approve the Employee Stock Option Plan for executive board and key management personnel of Mobile World Investment Corporation and its subsidiaries based on business results of 2024 (ESOP 2024)

5.1 The General Meeting of Shareholders approves the plan of issuing Employee Stock Option Plan for the Executive Board and Key Management Personnel of MWG and its subsidiaries in 2024 (“ESOP 2024”) as follows:

5.1.1 Issuance Plan:

- a) Maximum **2.0%** (two percent) of total outstanding shares at the time of issuance. The issuance rate will be determined as follows:

% completion of Net Profit After Tax target of 2024	% ESOP (No more than 2% in any case)
< 110%	0%
$\geq 110\%$	<i>Starting with an ESOP issuance rate of 1.0% if realizing the 110% NPAT target, every 1% of NPAT exceeding the 110% target increases the ESOP issuance rate by 0.05%</i>

Example:

- *If the actual NPAT 2024 = 109% * NPAT target < 110%*
→ *ESOP issuance rate = 0%*
- *If the actual NPAT 2024 = 120% * NPAT target*
→ *ESOP issuance rate = 1% + 10*0,05% = 1,5%*
- *If the actual NPAT 2024 = 140% * NPAT target*
→ *ESOP issuance rate = 1% + 30*0,05% = 2,5% > 2%, maximum 2%*

- b) The ESOP issuance rate mentioned above will be reduced to 80% if the average share price performance of MWG in 2024 is not at least 10% higher than the average performance of VN-Index in 2024 compared to 2023.

Of which:

- ***The average share price performance of MWG in 2024 compared to 2023*** will be calculated by taking the average closing price of all trading sessions in 2024 divided by the average closing price of all trading sessions in 2023;

- ***The average performance of the VN-Index in 2024 compared to 2023*** will be calculated by taking the average closing value of the VN-Index for all trading sessions in 2024 divided by the average closing value of the VN-Index for all trading sessions in 2023.

5.1.2 Total ESOP shares = Issuance rate x Total number of outstanding shares at the time of issuance. The total ESOP shares to be issued will not exceed 29,250,000 shares (this number is estimated based on the current total outstanding shares).

5.1.3 Par value: VND 10,000/share.

5.1.4 Offer price for ESOP share: VND 10,000/share

5.1.5 The targets of issuance are key managers who successfully achieve their assigned performance indicators (KPIs) and make important contributions to the Company's realization of the 2024 targets, as per the Board of Directors' decision.

5.1.6 Type of shares: common shares with lock-up limitation

5.1.7 Issuance time: in 2025

5.1.8 Other regulations:

- a. The number of shares to be issued under this Article will have a lock-up period of 2 years from the date of issuance. After each year, 50% of the issued shares will become unlocked. This means that 50% of the issued shares will be unlocked after the first year, and the remaining 50% will become unlocked after the second year.
- b. If employees terminate labor contracts with the Company for any reason or the Board of Directors decides to withdraw the issued ESOP shares because the employees violate the Company's regulations, the Company will purchase the employees' shares, which are locked at the par value.
- c. The Company will carry out this purchase of shares unless the Board of Directors decides not to purchase a part or all of the shares that are still in the lock-up period of that specific staff.
- d. If an employee dies while his/her labor contract is still valid, the employee's locked shares shall be automatically unlocked, and the employee's legal heirs will inherit the unlocked shares in accordance with the applicable laws.

5.2 The General Meeting of Shareholders authorizes the Board of Directors:

5.2.1 Entirely determine the list and number of employees participating in ESOP issuance.

5.2.2 Decide the actual number of shares to be issued based on the total number of outstanding shares at the time of issuance. The Board of Directors must ensure that the ESOP issuance rate complies with the regulations in this Article.

5.2.3 Prepare and modify the detailed issuance plan and select a specific time to conduct relevant activities to complete the issuance and comply with laws and regulations.

- 5.2.4 Carry out all necessary procedures for implementing, depositing, listing, and completing the plan in accordance with the law.

ARTICLE 6. Approval of reduction of charter capital due to repurchasing of shares from employee resignation.

According to clause 6, Article 36 of the Law on Securities, The General Meeting of Shareholders approves:

- 6.1 Conducting the procedure to reduce the Company's charter capital due to shares repurchased from employee resignation as treasury shares:
 - 6.1.1 The total treasury shares are repurchased until the current time (date of proposal letter): 1,132,539.
 - 6.1.2 Total current number of shares 1,463,376,716 (equivalent to current charter capital is VND 14,633,767,160,000).
 - 6.1.3 After excluding treasury shares, the company will conduct the procedures to reduce the charter capital recorded on the Business Registration Certificate from VND 14,633,767,160,000 to VND 14,622,441,770,000.
- 6.2 The General Meeting of Shareholders authorizes the Board of Directors to perform necessary procedures to reduce the charter capital and complete the revision of the Business Registration Certificate in accordance with the law.

ARTICLE 7. Approval of the share buyback plan

The General Meeting of Shareholders approves the repurchase plan of issued shares as follows:

- 7.1 Purpose: to reduce the charter capital, reduce the number of outstanding shares, and increase the ownership ratio for existing shareholders.
- 7.2 Implementation budget: maximum VND100 ("one hundred") billion
- 7.3 Fund source: undistributed retained earnings.
- 7.4 Expected implementation time: in 2024
- 7.5 Execution method: order matching.
- 7.6 Pricing principles: complying with the related provisions of law and applicable regulations of securities trading of the Ho Chi Minh City Stock Exchange.
- 7.7 Daily bid volume: complying with the related provisions of law and applicable regulations of securities trading of the Ho Chi Minh City Stock Exchange.
- 7.8 Price (price range): complying with the related provisions of law and applicable regulations of securities trading of the Ho Chi Minh City Stock Exchange.
- 7.9 The General Meeting of Shareholders authorizes the Board of Directors to execute the following activities:
 - 7.9.1 Entirely decide on (a) a detailed budget (not exceeding VND100 billion); (b) a specific number of repurchased shares according to the implementation budget; (c) a specific purchased price (price range); (d) a specific time of purchase and (e) other matters to

implement in detail the approved plan to buy back shares;

7.9.2 Prepare and modify the detailed share buyback plan and select a specific time to conduct relevant activities to complete the plan and comply with laws and regulations;

7.9.3 Carry out all necessary procedures and requirements for implementing, adjusting the deposited and listed shares, and completing the plan in accordance with the law.

ARTICLE 8. Approval of amendments to the Charter of Mobile World Investment Corporation

The General Meeting of Shareholders approves:

8.1 Amend the subclause 1, article 5 of the Charter of Mobile World Investment Corporation dated 15th May 2021 as a result of a reduced charter capital due to shares repurchased from employee resignation.

The new charter capital of the Company will be equal to the charter capital at the time of registration for capital reduction minus the value of treasury shares (1,132,539 shares equal to the value of VND 11,325,390,000).

8.2 Amend the subclause 1, article 5 of the Charter of Mobile World Investment Corporation dated 15th May 2021, as a result of reduced charter capital due to shares repurchased according to article 7 mentioned above after completing the share buyback.

The new charter capital of the Company will be equal to the charter capital at the time of registration for capital reduction minus the value of treasury shares determined after the buyback is complete.

8.3 The General Meeting of Shareholders authorizes the General Director and the Company's Legal Representative to issue the appendixes to the Charter after completing the reduction of charter capital and updating the Business Registration Certificate per the law.

ARTICLE 9. Approval the selection of an auditor for 2024 financial year

The General Meeting of Shareholders authorizes BOD to select one of the following companies to audit the 2024 financial statements of the Company and its subsidiaries:

- Ernst & Young Vietnam Limited
- KPMG Vietnam
- PricewaterhouseCoopers (Vietnam) Limited
- Deloitte Vietnam

ARTICLE 10. Approval of the remuneration and related parties' transactions with the members of BOD and Internal Audit committee in 2024.

The General Meeting of Shareholders approves the remuneration and related parties' transactions with the members of the Board of Directors and Audit Committee in 2024 to the General Meeting of Shareholders for approval as follows:

10.1. Total remuneration of non-executive Board members in 2024: VND 0.

10.2. Total remuneration of Audit Committee members in 2024: VND 0.

10.3. Approve the transaction with a member of the Board as a related party of the Company – Mr. Robert Alan Willett through an advisory contract with an expected value of VND 2,500,000,000.

ARTICLE 11. Empower BOD to perform the necessary procedures mentioned in this proposal letter in accordance with the Enterprise Law, the Company's Charter, and other relevant documents.

ARTICLE 12. This resolution shall be effective from April 13th, 2024. BOD, BOM and related individuals are responsible for implementing this resolution.

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN**

Nguyen Duc Tai

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