

No: /2026/TTr-HĐQT

Hanoi, April 03, 2026

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**PROPOSAL*****Approval of the plan to increase charter capital in 2026 of VAB***

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**Attn: General meeting of Shareholders.**

- Pursuant to the Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024, and related guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019 and its implementing regulations; and Law No. 56/2024/QH15 dated November 19, 2024 on amendments to and supplements of a number of articles of the Law on Securities, the Law on Accounting, the Law on Independent Audit, the Law on the State Budget, the Law on Management and Use of Public Assets, the Law on Tax Administration, the Law on Personal Income Tax, the Law on National Reserves, and the Law on Handling of Administrative Violations.
- Pursuant to the Law on Enterprises No. 59/2020/QH14 and implementing documents;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to Decree No. 245/2025/ND-CP dated September 11, 2025 on amendment to and supplements of a number of articles of Decree No. 155/2020/ND-CP;
- Pursuant to Circular No. 50/2025/TT-NHNN dated December 24, 2025 of the State Bank on regulations on applications and procedures for approval of changes in commercial banks and branches of foreign banks;
- Pursuant to the Charter of Vietnam Asia Commercial Joint Stock Bank;
- Based on the actual operational needs of Vietnam Asia Commercial Joint Stock Bank (VAB).

In order to improve financial capacity and operational capacity for the purpose of business development and meeting VAB's operational safety indicators; The Board of Directors of Vietnam Asia Commercial Joint Stock Bank (“BOD”) respectfully submits to the General Meeting of Shareholders for consideration and approval of the plan to increase charter capital in 2026, specifically as follows:

**I. PLAN TO INCREASE CHARTER CAPITAL****1. Increased charter capital**

8,163,606,720,000 VND (*eight trillion, one hundred sixty-three billion, six hundred six million, seven hundred twenty thousand dong*).

- Current charter capital:

In which, the total number of common shares is: 816,360,720 (*eight hundred sixteen million, three hundred sixty thousand, seven hundred twenty*)

shares, the number of preferred shares is: 0 (zero), the number of treasury shares is: 0 (zero).

- Total value of shares expected to be issued at par value 4,524,541,010,000 VND (four trillion, five hundred twenty-four billion, five hundred forty-one million, ten thousand dong).  
Approximately 12,688,147,730,000 VND (twelve trillion, six hundred eighty-eight billion, one hundred forty-seven million, seven hundred thirty thousand dong).
- Charter capital after increase

## **2. Form and method of issuance**

- Issuing shares to increase charter capital from owner's equity: total expected increase in share value (at par value): 1,224,541,010,000 (One trillion, two hundred twenty-four billion, five hundred forty-one million, ten thousand dong), equivalent to a release ratio of 15%.

- Employee stock ownership plan: 200,000,000,000 VND (Two hundred billion dong).

- Issuing shares for sale to existing shareholders (at par value): 3,100,000,000,000 dong (Three trillion, one hundred billion dong).

(Detailed content is presented in the Charter capital increase plan for 2026 attached to this proposal).

**3. Issuance time:** The specific time will be decided by the Board of Directors, expected in 2026 or until VAB completes the procedures as prescribed by law.

**4. Completion timeline for charter capital increase:** within 12 months from the date of approved by the SBV of the charter capital increase of VAB.

**5. List of shareholders holding more than 5% of shares under current charter capital and expected charter capital after capital increase;** (Details according to the Charter capital increase plan for 2026 attached to this proposal).

## **6. Registration and listing of shares**

Registration of additional shares at Vietnam Securities Depository and clearing Corporation ("VSDC") and the shares will be listed on Ho Chi Minh City Stock Exchange (HOSE).

**7. Capital use plan and expected business plan after increasing charter capital.** (Detailed information is presented in the Charter capital increase plan for 2026 attached to this proposal).

## **II. MATTERS SUBMITTED TO THE GENERAL MEETING OF SHAREHOLDERS FOR CONSIDERATION AND APPROVAL**

Based on the above, the Board of Directors respectfully submits to the General Meeting of Shareholders:

1. Approving the plan to increase charter capital in 2026 with the expected maximum charter capital after completing the charter capital increase in 2026 being: 12,688,147,730,000 VND (*twelve trillion, six hundred eighty-eight billion, one hundred forty-seven million, seven hundred thirty thousand dong*).

This plan replaces the unimplemented contents relating to the charter capital increase under the plan approved in Resolution No. 02/2025/NQ-ĐHĐCĐ of the Annual General Meeting of Shareholders 2025 of Vietnam Asia Commercial Joint Stock Bank dated April 26, 2025.

2. Approval for updating the charter capital increase contents under the capital increase plan attached to this proposal in the VAB's License and Charter, based on the actual results of the charter capital increase after approval by the competent authorities and in accordance with the implementation timeline.

3. At the same time, to facilitate the process of implementing the work quickly and effectively, the Board of Directors respectfully requests the General Meeting of Shareholders to authorize/assign the Board of Directors to revise/complete and/or approve the entire Charter Capital Increase Plan mentioned above (if necessary), in accordance with the practical needs of VAB's operations, in accordance with the provisions of law, ensuring the rights of shareholders, and at the same time submit it to the State management agencies for consideration, approval and implementation in accordance with the Resolution of the General Meeting of Shareholders and the provisions of law. Including but not limited to the following issues:

- (i) Authorize/assign the Board of Directors to amend, supplement and adjust the Charter Capital Increase Plan in accordance with actual implementation and requirements of competent state authorities; and to prepare, revise and provide explanations for dossiers and procedures related to the share issuance as required by the State Bank of Vietnam and other competent authorities.
- (ii) Authorize/assign the Board of Directors to determine the timing and sequence for implementing: share issuance from equity sources to existing shareholders; public offering of shares to existing shareholders; and share issuance under employee stock ownership programs, ensuring harmonization of shareholders' interests, optimization of capital mobilization, and compliance with the VAB's operational needs and applicable laws and regulations.
- (iii) Authorize/assign the Board of Directors to decide on the implementation of all relevant legal procedures and to determine appropriate measures to ensure that the share issuance complies with applicable laws and internal regulations, including but not limited to: issuance of shares from equity sources to existing shareholders; public offering of shares to existing shareholders; and share issuance to employees.

- (iv) Authorize/assign the Board of Directors to approve the list of employees participating in the program and the number of shares allocated to each participant in accordance with Appendix 01 – Principles for Share Allocation under the 2026 Charter Capital Increase Plan.
- (v) Authorize/assign the Board of Directors to adjust the allocation of proceeds from the share offering/issuance among the approved purposes or to change the use of proceeds in line with actual conditions and applicable laws; to develop detailed plans for the use of proceeds; to ensure alignment with the Bank’s business operations, efficient use of capital and protection of shareholders’ interests; and to report such adjustments to the General Meeting of Shareholders at the next meeting.
- (vi) Authorize/assign the Board of Directors to handle fractional shares and any unsubscribed shares arising from the charter capital increase, including but not limited to the right to redistribute such shares to other investors and determine an appropriate distribution price in accordance with applicable laws.
- (vii) Authorize/assign the Board of Directors to carry out procedures for obtaining approvals and registering the charter capital increase with the State Bank of Vietnam, the State Securities Commission and other competent authorities in accordance with applicable laws.
- (viii) Authorize/assign the Board of Directors to complete post-increase legal procedures; to amend the Bank’s charter capital in its License in accordance with applicable laws; and to update the Bank’s Charter following confirmation of the new charter capital by the State Bank of Vietnam and other competent authorities.
- (ix) Authorize/assign the Board of Directors to develop and approve plans to ensure compliance with foreign ownership limits applicable to the share issuance.
- (x) Authorize/assign the Board of Directors to carry out additional securities registration with the Vietnam Securities Depository and clearing Corporation (VSDC) and additional listing on the Ho Chi Minh Stock Exchange (HOSE) for all newly issued shares in accordance with securities laws.
- (xi) To proactively decide on other matters related to the above charter capital increase.

Respectfully submitted to the General Meeting of Shareholders for approval./.

**Recipients:**

- *Shareholders;*
- *Members of the BOD and SB;*
- *Office of the BOD (for record-keeping).*

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

**Phuong Thành Long**



Hanoi, April 03, 2026

## PLAN TO INCREASE CHARTER CAPITAL IN 2026

*(Attached with proposal No. /2026/TTr-HDQT)*

- Pursuant to the Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024, and related guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019 and its implementing regulations; and Law No. 56/2024/QH15 dated November 19, 2024 on amendments to and supplements of a number of articles of the Law on Securities, the Law on Accounting, the Law on Independent Audit, the Law on the State Budget, the Law on Management and Use of Public Assets, the Law on Tax Administration, the Law on Personal Income Tax, the Law on National Reserves, and the Law on Handling of Administrative Violations.
- Pursuant to the Law on Enterprises No. 59/2020/QH14 and implementing documents;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to Decree No. 245/2025/ND-CP dated September 11, 2025 on amendment to and supplements of a number of articles of Decree No. 155/2020/ND-CP;
- Pursuant to Circular No. 50/2025/TT-NHNN dated December 24, 2025 of the State Bank on regulations on applications and procedures for approval of changes in commercial banks and branches of foreign banks;
- Pursuant to the Charter of Vietnam Asia Commercial Joint Stock Bank;
- Based on the actual operational needs of Vietnam Asia Commercial Joint Stock Bank (VAB).

### I. NECESSSITY OF INCREASING CHARTER CAPITAL

- To improve financial capacity, scale and quality of profitable assets, enhance asset investment and business investment capabilities, upgrade and modernize information technology systems to serve VAB's strategy of expanding operations.
- To strengthen competitiveness for sustainable development in the context of integration and opening up of the banking and financial sector, improving resilience to operational risks and increasingly meeting operational safety criteria.
- To expand and upgrade the network of branches and transaction offices; Invest in the bank's strategic projects.
- To expand lending activities in order to better meet the growing needs of customers.

### II. CHARTER CAPITAL INCREASE PLAN

#### 1. Expected increase in charter capital

Current charter capital	8,163,606,720,000 VND ( <i>eight trillion, one hundred sixty-three billion, six hundred six million, seven hundred twenty thousand dong</i> ).  In which, the total number of common shares is: 816,360,720 ( <i>eight hundred sixteen million, three hundred sixty thousand, seven hundred twenty</i> ) shares, the number of preferred shares is: 0 (zero), the number of treasury shares is: 0 (zero).
Increasing the Charter capital	4,524,541,010,000 VND ( <i>four trillion, five hundred twenty-four billion, five hundred forty-one million, ten thousand dong</i> ).
Charter capital after increase	Approximately 12,688,147,730,000 VND ( <i>twelve trillion, six hundred eighty-eight billion, one hundred forty-seven million, seven hundred thirty thousand dong</i> ).

## 2. Detailed Issuance plan.

### 2.1. *shares Issuance to increase charter capital from equity sources*

1	Issuer	Vietnam Asia Commercial Joint Stock Bank.
2	Stock name	Shares of Vietnam Asia Commercial Joint Stock Bank.
3	Stock code	VAB
4	Type of shares issued	Common stock, unrestricted transfer.
5	Par value	10,000 VND/share.
6	Number of shares expected to be issued	Maximum 122,454,101 shares.
7	Total value of shares expected to be issued at par value	Maximum 1,224,541,010,000 VND ( <i>One trillion, two hundred twenty-four billion, five hundred forty-one million, ten thousand dong</i> ).
8	Purpose of release	Increase charter capital from equity sources
9	Issuer	Existing shareholders of VAB on the record date to exercise rights.
10	Exercise ratio	The issuance ratio determined by dividing the number of shares proposed to be issued (as specified in Section 6) by the total number of outstanding shares at the time of registration for the issuance. At the time of submitted this proposal, the issuance ratio by 15%. Accordingly, shareholders who currently own 100 shares will receive an additional 15 new shares.

		Authorize the Board of Directors to determine the issuance ratio at the time of registration for the share issuance.
11	Odd shares handling plan	The number of additional shares issued when distributed to Shareholders will be rounded down to the nearest unit. Fractional shares arising due to rounding down (if any) will be canceled.
12	Source	Retails earnings and reserve funds to supplement charter capital (based on the results of the audited separate financial statements for the fiscal year 2025) in accordance with legal regulations
13	Estimated implementation time	The specific time will be decided by VAB's Board of Directors after approval by the State Bank of Vietnam and the State Securities Commission.
14	Estimated completion time	Within 12 months from the date VAB receives approval for the issuance plan from the SBV and the State Securities Commission.
15	Registration and listing of the additional shares to be issued	The additional shares to be issued will be centrally registered and deposited with the Vietnam Securities Depository and Clearing Corporation (VSDC) and additionally listed on the Ho Chi Minh City Stock Exchange (HOSE) in accordance with applicable regulations.

## 2.2. *Share Issuance under the Employee Stock Ownership Plan (ESOP)*

1	Issuer	Vietnam Asia Commercial Joint Stock Bank
2	Stock name	Shares of Vietnam Asia Commercial Joint Stock
3	Type of shares issued	Common stock
4	Par value	10,000 VND/share
5	Share issuance ratio	2.45%
6	Number of shares	20,000,000 shares
7	Total issued value	200,000,000,000 VND (two hundred trillion dong)
8	Estimated implementation time	The specific time will be decided by VAB's Board of Directors after approval by the State Bank of Vietnam and the State Securities Commission.
9	Estimated completion time	Within 12 months from the date of approval of the ESOP issuance plan by the State Bank and the State Securities Commission

10	Eligible for purchase under the ESOP program	VAB's employees and subsidiaries who meet the eligibility criteria at set out in Appendix 01 attached to this Plan.
11	Share Allocation under the ESOP	Authorize the Board of Directors to determine the number of shares to be allocated to each eligible participant in accordance with the provisions set out in Appendix 01 attached to this Plan.
12	Issue price	10,000 VND (ten thousand dong)/share
13	Transfer restrictions	The minimum transfer restriction period one (01) year from the end of issuance period.
14	Plan to handle undistributed shares	<ul style="list-style-type: none"> <li>- For the remaining ESOP shares due to individuals refusing to buy all of them (buying only a part of the shares they are entitled to buy or not having a need to buy) or the odd number of shares due to rounding after calculating the distribution, the Board of Directors to reallocate such shares to eligible employees in accordance with the ESOP regulations to ensure full distribution of the total number of shares proposed to be issued.</li> <li>- In the event that there remain any undistributed shares after such reallocation, the General Meeting of Shareholders authorizes the Board of Directors to decide to close the issuance and cancel the remaining undistributed shares.</li> </ul>
15	Registration and listing of the additional shares to be issued	The additional shares to be issued will be centrally registered and deposited with the Vietnam Securities Depository and Clearing Corporation (VSDC) and additionally listed on the Ho Chi Minh City Stock Exchange (HOSE) in accordance with applicable regulations.

**2.3. Issuance of shares for sale to existing shareholders:**

1	Stock name	Vietnam Asia Commercial Joint Stock Bank Stocks
2	Type of shares issued	Common stock
3	Stock code	VAB
4	Par value:	10,000 VND/share.
5	Number of shares expected to be issued	Maximum 310,000,000 shares
6	Total issued value	3,100,000,000,000 VND ( <i>three trillion, one hundred billion dong</i> )

7	Exercise ratio	<p>The issuance ratio determined by dividing the number of shares proposed to be issued (as specified in Section 5) by the total number of outstanding shares at the time of registration for the issuance. At the time of submitted this proposal, the issuance ratio by 37.97%. Accordingly, shareholders who currently own 100 shares will receive an additional 15 new shares.</p> <p>Authorize the Board of Directors to determine the issuance ratio at the time of registration for the share issuance.</p>
8	Eligible investors	Existing shareholders whose names are on the list on the last registration date of the List of Shareholders entitled to receive shares provided by the Vietnam Securities Depository and Clearing Corporation ("List")
9	Method issue	Public offering of shares to existing shareholders.
10	Issue price	10,000 VND /share.
11	Transfer of purchase rights	<p>Existing shareholders whose names are on the list at the shareholder record date have the right to transfer their stock purchase rights to others within the prescribed period and can only transfer once (<i>the transferee cannot transfer the purchase rights to a third party</i>).</p> <p>The transferor and transferee shall independently arrange payment and bear full responsibility for fulfilling obligations in accordance with the relevant regulations regarding the transfer.</p>
12	Method of rounding and handling fractional shares	<p>The number of shares each Shareholder receives upon issuance will be rounded down to the nearest unit. The odd number of shares (decimal parts) (if any) arising will be authorized by the Board of Directors to choose to distribute to other investors according to regulations.</p> <p>For example: Shareholder Nguyen Van A owns 100 shares, shareholder A will receive 100 rights to purchase, the number of new shares purchased corresponds to the number of rights to purchase calculated as follows:</p> <p>100: <math>100 \times 37.97 = 37.97</math> new shares. In this case, shareholder Nguyen Van A has the right to buy 37 new shares; 0.97 odd shares will be selected by the Board of Directors to distribute to other investors in accordance with regulations.</p>

<p>13</p>	<p>Handling of shares that shareholders do not register to buy, do not pay for, odd shares, shareholders share with ownership ratio exceeding the provisions of the Law on Credit Institutions:</p>	<p>‘- Shares not subscribed for or not paid for by existing shareholders, as well as fractional shares arising from rounding, shall be reallocated by the Board of Directors to other investors (including existing shareholders who wish to subscribe for additional shares) at a price not lower than the issue price offered to existing shareholders, in order to ensure full distribution of the total number of shares to be issued.</p> <p>‘- In respect of shares held by shareholders and their related persons exceeding the ownership limits as prescribed in Article 63 of the Law on Credit Institutions No. 32/2024/QH15, such excess shares shall be cancelled.</p> <p>‘-Criteria for selection of investors to be allocated fractional shares and unsubscribed shares:</p> <ul style="list-style-type: none"> <li>• ✓ Having strong financial capacity, as well as appropriate expertise and experience relevant to the Bank’s business activities;</li> <li>• ✓ Complying with ownership limits in accordance with the Law on Credit Institutions No. 32/2024/QH15;</li> <li>• ✓ Having experience in providing advisory and support to the Bank in terms of governance, market development, technical matters, technology, and business expansion;</li> <li>• ✓ Satisfying the requirements on capital contribution and investment in parent and subsidiary companies in accordance with Clause 2, Article 195 of the Enterprise Law 2020.</li> </ul> <p>- Investors subscribing for shares not taken up or not paid for by existing shareholders, as well as fractional shares, must comply with the provisions of Clause 3, Article 42 of Decree No. 155/2020/ND-CP dated 31 December 2020 detailing the implementation of certain articles of the Law on Securities.</p> <p>- Investors subscribing for shares not taken up or not paid for by existing shareholders, as well as fractional shares, must comply with the provisions of Clause 3, Article 42 of Decree No. 155/2020/ND-CP dated 31 December 2020</p>
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		detailing the implementation of certain articles of the Law on Securities.
14	Transfer restrictions	<p>- The number of shares purchased by existing shareholders under purchase rights or shares purchased by investors due to exercising purchase rights bought back from existing shareholders are freely transferable.</p> <p>- The odd shares redistributed by the Board of Directors to other investors will not be subject to transfer restrictions as prescribed in Clause 4, Article 42 of Decree 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Securities Law.</p> <p>- The number of shares that shareholders do not register to buy or do not pay for, and are redistributed by the Board of Directors to other investors, are restricted from transfer for 01 (one) year from the end date of the offering period according to the provisions of Clause 2, Article 42 of Decree 155/2020/ND-CP dated December 31, 2020 on detailing the implementation of a number of articles of the Securities Law.</p>
15	Estimated implementation time	The specific time will be decided by VAB's Board of Directors after approval by the State Bank of Vietnam and the State Securities Commission.
16	Registration and listing of the additional shares to be issued	The additional shares to be issued will be centrally registered and deposited with the Vietnam Securities Depository and Clearing Corporation (VSDC) and additionally listed on the Ho Chi Minh City Stock Exchange (HOSE) in accordance with applicable regulations.

#### 2.4. Information on equity in the audited financial statements for 2025:

Unit: VND

No.	Metrics	12/31/2025	12/31/2025	Amount used to increase charter capital
		Separate	Consolidated	
<b>I</b>	<b>Equity</b>	<b>10,068,142,063,850</b>	<b>10,155,027,138,318.0</b>	
<b>1</b>	<b>Capital</b>	<b>8,163,718,790,351</b>	<b>8,163,718,790,351.0</b>	
1.1	Charter capital	8,163,606,720,000	8,163,606,720,000.0	
1.2	Share capital surplus	98,600,000	98,600,000.0	
1.3	Other capital	13,470,351	13,470,351.0	
<b>2</b>	<b>Funds</b>	<b>882,045,999,549</b>	<b>893,233,968,141.0</b>	
2.1	Financial reserve fund	665,263,259,549	672,721,905,277	

No.	Metrics	12/31/2025	12/31/2025	Amount used to increase charter capital
		Separate	Consolidated	
2.2	<i>Charter capital supplementary reserve fund</i>	216,782,740,000	220,512,062,864	<b>202,163,736,050</b>
<b>3</b>	<b>Retained earnings</b>	<b>1,022,377,273,950</b>	<b>1,098,074,379,826</b>	<b>1,022,377,273,950</b>

Thus, the remaining capital that can be used to issue shares to increase VAB's charter capital is 1,224,541,010,000 VND (*One trillion, two hundred twenty-four billion, five hundred forty-one million, ten thousand dong* (based on the audited separate financial statements for the fiscal year 2025).

The undistributed after-tax profit (retain earning) and the charter capital reserve fund as presented in the audited financial statements for 2025 of VAB represent retained earnings after VAB has fulfilled its tax obligations and other financial obligations in accordance with applicable laws; has fully appropriated all funds of the Bank in compliance with regulations; and has covered prior losses in accordance with the law and the Charter of VAB. At the same time, immediately after the share issuance for the purpose of increasing charter capital, VAB will remain capable of fully settling all due debts and other property obligations. Accordingly, the share issuance for charter capital increase of VAB satisfies all conditions prescribed in Clause 2, Article 135 of the Enterprise Law 2020 and other relevant legal documents.

### **3. Purpose and use of proceeds from the charter capital increase**

- 3.1. Purpose of the Charter Capital Increase:** The charter capital increase is intended to supplement VAB's capital for its business operations. The additional capital will be allocated across VAB's business activities in a reasonable structure, ensuring efficient utilization of funds.
- 3.2. Plan for the Use of Proceeds from the Charter Capital Increase:** Total expected proceeds from the charter capital increase amount to VND 3,300,000,000,000 (three trillion three hundred billion dong), which will be used to supplement capital for VAB's business activities.

*Unit: VND*

No.	Purpose	Amount	Timeline
1	Supplementing capital for business in accordance with VAB's operating license, including: lending, purchase valuable papers (bonds and other valuable papers), investment in fixed assets, and other business activities of VAB.	3,300,000,000,000	During 2026 – 2027
<b>Total</b>		<b>3,300,000,000,000</b>	

*(\*) The General Meeting of Shareholders authorizes the Board of Directors to allocate the actual proceeds to specific purposes as appropriate.*

#### **4. Other principles**

4.1. VAB undertakes to notify organizations and individuals subscribing for shares of the rights and obligations of shareholders in accordance with the Law on Credit Institutions and other relevant laws, including but not limited to the following:

- Shareholders shall be responsible before the law for the legality of the capital used to purchase shares; shall not use funds financed by credit institutions or foreign bank branches, or funds raised from corporate bond issuances, to subscribe for shares; and shall not purchase shares in the name of other individuals or legal entities in any form, except for entrusted investment in accordance with applicable laws.
- Shareholders shall comply with regulations on ownership limits, foreign ownership limits, and major shareholder requirements in accordance with applicable laws.

4.2. VAB shall comply with its internal regulations and all relevant legal provisions in the process of implementing the 2026 Charter Capital Increase Plan after it has been approved by the General Meeting of Shareholders.

#### **5. List of shareholders holding 5% or more of voting shares and charter capital at the time of approval and expected after the capital increase: *Details in attached Appendix 02.***

The information and figures presented in sections 5 of the 2026 Charter capital increase plan are provisionally calculated according to information provided by the Vietnam Securities Depository and Clearing Corporation (VSDC) at the time of closing the list of shareholders entitled to attend the 2025 Annual General Meeting of Shareholders and VAB will update accurately at the time VAB officially implements the 2026 capital increase plan after being approved by the General Meeting of Shareholders and receiving the list information from VSDC.

#### **6. VAB's management and monitoring capabilities.**

a. The increase in charter capital requires VAB's governance, management and supervision to be raised to a new level. The members of the Board of Directors and the Supervisory Board are all prestigious, qualified, experienced in banking management and have a lot of enthusiasm, contributing to the development of the bank. VAB always ensures the number of Board members and strictly controls the Bank's operations to comply with the provisions of law and the industry. The Board of Directors works on a permanent basis. With a unified governance and management mechanism, regular and effective coordination between the activities of the Board of Directors and the Executive Board in operating business activities is an important factor helping VAB develop quickly and firmly.

b. VAB has established a Risk Management Committee under the Board of Directors to supervise all risk management activities in all areas of the bank's operations. At the same time, it advises the Board of Directors on policies and measures to overcome and prevent risks, improving the effectiveness of the Bank's management and administration. VAB's ALCO Committee manages operational, liquidity, interest rate, and investment risks.

c. The Board of Supervisors operates independently, assisted by an internal audit department. The Internal Audit Department inspects and monitors the operations of each functional department/business unit and has made recommendations and given opinions to the Executive Board to promptly take corrective and remedial measures in banking operations.

d. The members of the Board of Directors and the Board of Supervisors are competent, united, conscious of complying with the law and always responsible for properly performing their duties and powers in the management and operation of VAB.

e. VAB's Executive Board consists of people with capacity and experience in the banking and finance industry, operating the implementation of the business plan in a centralized manner and proposing appropriate and timely directives. In addition, the Risk Management Division analyzes, evaluates and makes recommendations for the bank's risk control in each business activity.

f. Currently, VAB's information technology system has been equipped with Core Banking software, continuously upgraded and completed to meet the maximum application of information technology in banking operations.

## APPENDIX 01: PRINCIPLES FOR ESOP SHARE ALLOCATION

(Attached to the charter capital increase plan in proposal No. .../2026/TTr-HĐQT dated April 03, 2026 of the Board of Directors of Viet A Commercial Joint Stock Bank)

### I. Eligible Participants

#### 1. Eligible Participants

Employees of VAB with Vietnamese nationality, including Members of the Board of Directors, Supervisory Board, and employees working at Viet A Bank and its subsidiaries, except:

- Individuals restricted from purchasing VAB shares by law;
- Employees who have submitted resignation, unilaterally terminated labor contracts, are under disciplinary action or pending disciplinary review at the time of ESOP implementation;
- Employees on unpaid leave for 6 months or more as of the issuance date of the ESOP Policy.
- Employees whose labor contracts are suspended (except suspension for compulsory military service), or who are absent from work without valid reason from the ESOP implementation start date.

#### 2. Eligibility criteria for Participation

Group	Title	Eligibility criteria for Participation
<b>Group 1</b>	<ul style="list-style-type: none"> <li>- Chairman of the Board;</li> <li>- Members of the Board of Directors;</li> <li>- Chief Executive Officer.</li> </ul>	
<b>Group 2</b>	<ul style="list-style-type: none"> <li>- Deputy CEOs, Advisors, Members of BOD Committees, other Executive Level 2 positions (DH2);</li> <li>- Chief Accountant, Division Directors/ Deputy Directors, Chief of BOD Office, Executive Level 1 positions (DH1);</li> <li>- Branch Directors and equivalent positions.</li> </ul>	Has a 2025 performance rating of “Completed (B1)” or higher (except for managerial staff who have not met the minimum tenure required for performance evaluation, to whom this condition shall not apply).
<b>Group 3</b>	<ul style="list-style-type: none"> <li>- Head of the Supervisory Board, Members of the Supervisory Board;</li> <li>- Head of Internal Audit;</li> <li>- Deputy Chief Officers (Deputy Heads of Divisions), Deputy Chief of the Board of Directors Office, and other titles equivalent to Management - Level 3 (QL3)</li> </ul>	Has a 2025 performance rating of “Completed (B1)” or higher (except for managerial staff who have not met the minimum tenure required for performance evaluation, to whom this condition shall not apply).

<b>Group</b>	<b>Title</b>	<b>Eligibility criteria for Participation</b>
	<ul style="list-style-type: none"> <li>- Department Heads at Head Office or equivalent positions, Deputy Head of Internal Audit, Chief Executive Officer of AMC or equivalent positions, and other positions equivalent to Management Level 2 (QL2);</li> <li>- Deputy Department Heads at Head Office, Deputy Branch Directors, Deputy Chief Executive Officer of AMC, and other positions equivalent to Management Level 1 (QL1);</li> <li>- Department Heads/Deputy Department Heads at branches, Heads of Sections at Head Office, Heads of Departments under Centers at Head Office, Department Heads/Deputy Department Heads at AMC or equivalent positions;</li> <li>- Employees classified as NextGen/Talent or performance evaluation rating of “Outstanding (A1)”.</li> </ul>	
<b>Group 4</b>	Remaining employees are eligible.	<ul style="list-style-type: none"> <li>- Having worked at VAB for 3 years or more;</li> <li>- Has a 2024 performance rating of “Completed (B1)” or higher.</li> </ul>

## II. Share Allocation Structure

### 1. Principles for grouping employees and share allocation ratio by group

The total number of ESOP shares shall be allocated in accordance with the following ratios:

<b>Group</b>	<b>Position</b>	<b>Eligibility criteria for Participation</b>	<b>Share Allocation Ratio</b>
<b>Group 1</b>	<ul style="list-style-type: none"> <li>- Chairman of the Board;</li> <li>- Members of the Board of Directors;</li> <li>- Chief Executive Officer.</li> </ul>		15% of the total number of shares allocated.

<b>Group</b>	<b>Position</b>	<b>Eligibility criteria for Participation</b>	<b>Share Allocation Ratio</b>
<b>Group 2</b>	<ul style="list-style-type: none"> <li>- Deputy CEOs, Advisors, Members of BOD Committees, other Executive Level 2 positions (DH2);</li> <li>- Chief Accountant, Division Directors/Deputy Directors, Chief of BOD Office, Executive Level 1 positions (DH1);</li> <li>- Branch Directors and equivalent positions.</li> </ul>	<p>Has a 2025 performance rating of “Completed (B1)” or higher (except for managerial staff who have not met the minimum tenure required for performance evaluation, to whom this condition shall not apply).</p>	<p>15% of the total number of shares allocated.</p>
<b>Group 3</b>	<ul style="list-style-type: none"> <li>- Head of the Supervisory Board, Members of the Supervisory Board;</li> <li>- Head of Internal Audit;</li> <li>- Deputy Chief Officers (Deputy Heads of Divisions), Deputy Chief of the Board of Directors Office, and other titles equivalent to Management - Level 3 (QL3);</li> <li>- Department Heads at Head Office or equivalent positions, Deputy Head of Internal Audit, Chief Executive Officer of AMC or equivalent positions, and other positions equivalent to Management Level 2 (QL2);</li> <li>- Deputy Department Heads at Head Office, Deputy Branch Directors, Deputy Chief Executive Officer of AMC, and other positions equivalent to Management Level 1 (QL1);</li> <li>- Department Heads/Deputy Department Heads at branches, Heads of Sections at Head Office, Heads of Departments under Centers at Head Office, Department Heads/Deputy Department Heads at AMC or equivalent positions;</li> <li>- Employees in the NextGen/Talent/ program in 2026; Employees with an</li> </ul>	<p>Has a 2025 performance rating of “Completed (B1)” or higher (except for managerial staff who have not met the minimum tenure required for performance evaluation, to whom this condition shall not apply).</p>	<p>45% of the total number of shares allocated.</p>

Group	Position	Eligibility criteria for Participation	Share Allocation Ratio
	Outstanding (A1) performance rating in 2025.		
<b>Group 4</b>	Remaining employees are eligible.	<ul style="list-style-type: none"> <li>- Having worked at VAB for 3 years or more;</li> <li>- Has a 2024 performance rating of “Completed (B1)” or higher.</li> </ul>	25% of the total number of shares allocated.
<b>Total</b>			<b>100%</b>

**2. Principles for Share Allocation by Group**

**a) Principles for determining the share allocation coefficient for employees**

The share allocation coefficient of each employee shall be determined based on the following:

Allocation coefficient	=	Title/grade coefficient	x	Key position coefficient	x	Tenure coefficient	x	Performance rating coefficient (if any)
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In which the position/grade coefficient, key position coefficient, tenure coefficient, and performance rating coefficient are specified in the attached Annex on the coefficient schedule.

**b) Principles for determination of the total number of shares allocated to employees** The number of shares allocated to each employee is calculated as follows:

The number of shares allocated to each employee (*)	=	Employee allocation coefficient (**)	x	(	Total shares allocated to the group (***)	/	(	Total allocation coefficient of the group	)
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In which:

- (\*) Allocated shares shall be rounded down to the nearest whole number.
- (\*\*) The allocation coefficient applicable to each employee is set out in II.2.a.
- (\*\*\*) The total number of shares allocated to each group is set out in II.1

## APPENDIX: COEFFICIENT SCHEDULE

### a) Title/grade coefficient

#### Title/grade coefficient for Group 1

No.	Title/Grade	Title coefficient
1	Chairman of the Board of Directors, Chief Executive Officer (CEO)	2.0
2	Vice Chairman of the Board of Directors, Member of the Board of Directors	1.0

### b) Title/grade coefficient for Group 2

No.	Title/Grade	Title coefficient
1	Deputy Chief Executive Officer (Deputy CEO), and other Executive Level 2 (DH2)	2.0
2	Other individuals	1.0

### c) Title/grade coefficient for Group 3

No.	Title/Grade	Title coefficient	Notes
1	Manager – Level 3 (QL3), Head of the Supervisory Board.	8.0	
2	Members of the Supervisory Board, Manager – Level 2 (QL2)	7.0	
3	Manager – Level 1 (QL1)	6.0	
4	Senior Professional (CV3) – Manager	5.0	
5	Senior Professional (CV3) – Professional	4.0	Employees in the NextGen/Talent/ program in 2026; Employees with an Outstanding (A1) performance rating in 2025.
6	Experienced Professional (CV2)	3.0	
7	Professional (CV1)	2.0	
8	Para-professional (NV2, NV3)	1.0	

### d) Title/grade coefficient for Group 4

No.	Grade	Grade coefficient
1	Senior Professional (CV3) – Professional	4.0
2	Experienced Professional (CV2)	3.0

3	Professional (CV1)	2.0
4	Para-professional (NV2, NV3)	1.0

### 3. Key position Coefficient

Position/Title	Group	Coefficient
Chief Retail Banking Officer (CRBO)	Group 2	1.5
Chief Corporate Banking Officer (CCBO)	Group 2	1.5
Deputy Chief Retail Banking Officer	Group 2	1.5
Chief Information Officer (CIO)	Group 2	1.5
Deputy Chief Information Officer (DeputyCIO)	Group 2	1.5
Deputy Chief Financial Officer (CFO)	Group 2	1.5

### 4. Tenure coefficient

No.	Tenure	Group 1,2,3	Group 4
1	Less than 1 year	1.0	Not applicable
2	From 2 years to less than 3 years	1.5	Not applicable
3	From 3 years to less than 5 years	2.0	1.0
4	From 5 years to less than 10 years	2.5	1.5
5	From 10 years to less than 15 years	3.0	2.0
6	15 years or more	3.5	2.5

### 5. Performance rating coefficient

The performance rating coefficient is uniformly applied to all groups, based on the 2025 performance results of each employee.

In the absence of a 2025 performance appraisal result, a coefficient of 1.0 shall apply.

No.	Performance rating	Performance rating coefficient
1	Outstanding - A1	1.5
2	Good - A2	1.3
3	Completed - B1	1.0
4	Needs Improvement - B2	0
5	Not Completed - C	0

## APPENDIX 02

### LIST OF SHAREHOLDERS HOLDING 5% OR MORE OF THE VOTING SHARE CAPITAL AND OF THE CHARTER CAPITAL AS AT THE TIME OF APPROVAL OF THE PLAN AND ON A PRO FORMA BASIS AFTER THE CAPITAL INCREASE

No.	Name	Head Office Address	Enterprise Registration Number; Legal Representative / ID No. / Date of Issue / Place of Issue	At the Time of Approval of the Capital Increase Plan		Pro Forma After the Capital Increase (*)	
				Ownership ratio to voting share capital (%)	Ownership ratio to charter capital (%)	Ownership ratio to voting share capital (%)	Ownership ratio to charter capital (%)
<b>I</b>	<b>Viet Phuong Investment Group Joint Stock Company</b>						
1	Viet Phuong Investment Group Joint Stock Company	6th Floor, Samsora Premier Building, 105 Chu Van An Street, Ha Dong Ward, Hanoi City	Enterprise Registration Number: 0100237852; Legal Representative: Phuong Minh Hue – Title: Chief Executive Officer – ID No.: 027171000250 – Date of Issue: July 10, 2021 – Place of Issue: Department of Administrative Management of Social Order (C06).	9,06%	9,06%	8,92%	8,92%
<b>II/</b>	<b>Related party</b>						
1	Phuong Hữu Việt			4,55%	4,55%	4,48%	4,48%
2	Lương Thị Linh			0,24%	0,24%	0,23%	0,23%
3	Nguyễn Thị Lan			0,28%	0,28%	0,28%	0,28%
4	Nguyễn Bá Phong			0,22%	0,22%	0,22%	0,22%

*(\*) The shareholding ratio of shareholders after the charter capital increase shall comply with the provisions of Article 63 of the Law on Credit Institutions.*