

No: 02/NQ-MBS-DHĐCĐ

Hanoi, 16 December 2025

DRAFT OF RESOLUTION
THE 2025 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
MB SECURITIES JOINT STOCK COMPANY

GENERAL MEETING OF SHAREHOLDERS
MB SECURITIES JOINT STOCK COMPANY

- Pursuant to the Law on Enterprises No. 59/2020/QH14, the Law amending and supplementing a number of articles of the Law on Enterprises No. 03/2022/QH15; the Law on Securities No. 54/2019/QH14, the Law amending and supplementing a number of articles of the Law on Securities No. 56/2024/QH15; other relevant legal provisions and documents amending, supplementing and guiding the implementation;
- Pursuant to the Charter of MB Securities Joint Stock Company (MBS);
- Pursuant to the Minutes of the 2025 Extraordinary General Meeting of Shareholders (AGM) of MBS.

RESOLUTION:

Article 1. The General Meeting of Shareholders approved the full contents of Proposal No.45/TTr-MBS-HĐQT dated 21 November 2025 regarding “Continuation of implementing the ESOP and the Plan for additional share issuance to increase charter capital after the completion of the ESOP”, including some key contents as follows:

I. Report on the implementation of MBS’s 2025 charter capital increase plan through share issuance, as approved by the 2025 Annual General Meeting of Shareholders under Resolution No. 01/NQ-MBS-DHĐCĐ dated April 15, 2025:

No.	Issuance Plan	Number of Additional Shares Approved by the AGM under Resolution No. 01/NQ-MBS-DHĐCĐ (shares)	Implementation Status
1	Issuance of subscription rights to existing shareholders	68,737,557	Completed, with the actual number of additional shares issued: 68,733,953 shares
2	Issuance of shares to increase share capital from owners’ equity	17,184,389	Completed, with the actual number of additional shares issued: 17,179,853 shares
3	Issuance of shares under the Employee Stock Ownership Plan (ESOP)	8,592,194	In progress

The Board of Directors respectfully submits to the 2025 Extraordinary General Meeting of Shareholders for consideration and approval the continuation of the Employee Stock Ownership Plan (ESOP) share issuance, as approved under Resolution No. 01/NQ-MBS-ĐHĐCĐ dated April 15, 2025, and the approval of the specific eligibility criteria for employees participating in the program as follows:

1. Information on the ESOP Shares:

- **Share name:** Shares of MB Securities Joint Stock Company (listed stock code: MBS)
- **Type of shares:** Common shares
- **Par value:** VND 10,000 per share
- **Number of shares to be issued:** 8,592,194 shares
- **Issuance price:** VND 10,000 per share
- **Total offering value:** VND 85,921,940,000

(Eighty-five billion, nine hundred twenty-one million, nine hundred forty thousand Vietnamese dong)

2. Eligibility Criteria and Allocation Principles for ESOP Shares

2.1. Eligibility Criteria and Classification of Recipient Groups:

- Members of the Board of Directors (BOD), Supervisory Board (SB), and Executive Board (EB);
- Level 1 Managers;
- Level 2 Managers;
- Specialized positions and Employees (collectively referred to as “Employees”) who have signed labor contracts and are currently working at MBS, meeting the required criteria/conditions and seniority as of September 30, 2025.

Allocation is based on seniority and performance results of the most recent 06 evaluation periods, categorized by group as follows:

Recipient Group	Seniority (X)	Performance Rating (PR)
Employees	$X \geq 2$ years	At least 01 period rated A or B, and no period rated D or E
Employees	$X \geq 3$ years	No period rated D or E
PCS, Relationship Manager Assistants at Branches	$X \geq 3$ years	Average monthly net revenue (from 01/01/2023 to 31/08/2025) \geq overall average revenue of the brokerage division

Other Employees (OEs) who do not meet the seniority requirement but are evaluated as part of the talent pool – with high labor productivity (LP) / work performance (WP), or considered critical/rare resources, such as: Dev, Data, Digital Marketing, outstanding/high-performing brokers, or employees contributing significant revenue.

Not applicable to:

- Employees who have submitted a resignation, have resigned at the time of compiling or announcing the list;
- Employees on long-term leave without pay or contract suspension of 03 months or more;
- Employees undergoing optimization processes;
- Employees currently under complaint, grievance, violation of company regulations, or

disciplinary investigation;

- Employees currently serving disciplinary actions.

2.2. Principles for Determining the Number of Allocated Shares

- The total number of ESOP shares will be allocated according to recipient groups, and the allocated shares for each group will be fully distributed among all eligible individuals within that group.
- The formula for determining the number of shares allocated to each employee is as follows:

Number of Shares Allocated to an Individual = Standard Group Shares (K0) × Position Coefficient (K1) × Job Coefficient (K2) × Seniority Coefficient (K3) × Performance Coefficient (K4) × Attraction/Retention Coefficient (K5)

Where:

- The coefficients (K) only apply within each recipient group.
- Individual coefficient is calculated as: $(K_1 \times K_2 \times K_3 \times K_4 \times K_5)$.
- Standard group shares (K0): Determined as the total share pool of the group divided by the sum of individual coefficients of all eligible members in the group.
- Position coefficient (K1): Evaluates the employee's job position.
- Job nature coefficient (K2): Measures the complexity and significance of each position within the group, as assessed by the Company's Management Board.
- Seniority coefficient (K3): Reflects the employee's seniority, calculated as of September 30, 2025.
- Performance coefficient (K4): Based on the work performance of the 6 most recent evaluation periods (average rating coefficient of the 6 periods). For PCS and Relationship Manager Assistants: determined according to Top Net Revenue 20 – 50 – >50.
- Attraction/Retention coefficient (K5): Reflects the market scarcity of each position, required expertise, and job performance, as assessed by the Company's Management Board.
- For Brokerage Department Heads: The number of allocated shares is based on the share quota according to Top Average Monthly Net Revenue (calculated from 01/01/2023 to 31/08/2025).

Details of allocation criteria and coefficients are provided in Appendices 02 – 07 attached to Proposal No.45/TTr-MBS-HDQT dated 21 November 2025 regarding "Continuation of implementing the ESOP and the Plan for additional share issuance to increase charter capital after the completion of the ESOP".

2.3. Number of shares allocated to each recipient: As detailed in Appendix 01 attached to Proposal No.45/TTr-MBS-HDQT dated 21 November 2025 regarding "Continuation of implementing the ESOP and the Plan for additional share issuance to increase charter capital after the completion of the ESOP".

3. Amendments and supplements to certain provisions of the Employee Stock Ownership Plan (ESOP) share issuance, as approved under Resolution No. 01/NQ-MBS-DHDCD dated April 15, 2025, are as follows:

3.1. Transfer Restrictions on ESOP Shares:

Shares issued under the Employee Stock Ownership Plan (ESOP) are subject to transfer restrictions from the date of completion of the issuance. The schedule for lifting the transfer restrictions is as follows:

- End of Year 3: 50% of the shares become freely transferable;
- End of Year 5: 100% of the shares become freely transferable.

In cases where the number of freely transferable shares at the end of Year 3 results in a fractional share, the number of shares allowed for transfer at the end of Year 3 will be rounded down to the nearest whole number, and the fractional portion will be added to the number of shares becoming freely transferable at the end of Year 5, in accordance with applicable law.

3.2. Authorization of the General Meeting of Shareholders:

The General Meeting of Shareholders authorizes the Board of Directors of MBS to approve and implement the plan for the Company to repurchase shares from employees and the plan to resell the repurchased shares, ensuring full compliance with applicable laws and regulations.

3.3. Other Provisions:

All other provisions of the Employee Stock Ownership Plan (ESOP) share issuance, as approved under Resolution No. 01/NQ-MBS-DHĐCĐ dated April 15, 2025, remain unchanged.

II. Plan for Additional Share Issuance to Increase Charter Capital after the Completion of the ESOP Share Issuance

1. Necessity of Capital Increase

The capital increase of MBS is necessary and of significant importance to enhance financial capacity, operational capability, and competitiveness of the Company, specifically as follows:

- Strengthening financial capacity to support business expansion, margin trading, financial investments, and other operational activities.
- Enhancing competitiveness and ensuring the availability of financial resources to implement the Company's business plans in line with its high growth targets.
- Improving financial capability to be ready to participate in new business areas that comply with legal regulations and align with MBS's development direction under the Group's overall strategic plan.

2. Plan for Additional Share Issuance to Increase Charter Capital after Completion of the ESOP

The Company will conduct a public offering of up to 333,659,490 additional shares, with a total par value of up to VND 3,336,594,900,000, to increase the charter capital (through a rights offering to existing shareholders).

Specifically, the plan for the additional public offering to increase charter capital (via a rights offering to existing shareholders) is as follows:

i. Issuer:	MB Securities Joint Stock Company
ii. Share name:	MB Securities Joint Stock Company share
iii. Type of shares:	Common share
iv. Par value per share:	10,000 VND (Ten thousand Vietnam Dong)/share
v. Charter Capital and Number of Shares at the Time of Approval of the	

Issuance Plan:	
<ul style="list-style-type: none"> Charter capital at the time of approval of the issuance plan: 	VND 6,587,267,870,000
<ul style="list-style-type: none"> Number of shares already issued at the time of approval of the issuance plan 	658,726,787 shares
<ul style="list-style-type: none"> Number of outstanding shares at the time of approval of the issuance plan 	658,696,746 shares
<ul style="list-style-type: none"> Number of treasury shares at the time of approval of the issuance plan 	30,041 shares
vi. Charter Capital and Number of Shares Immediately Before the Planned Issuance (<i>Assuming that all shares in the ESOP issuance have been fully allocated</i>)	
<ul style="list-style-type: none"> Charter capital immediately before the planned issuance 	VND 6,673,189,810,000
<ul style="list-style-type: none"> Number of shares already issued immediately before the planned issuance 	667,318,981 shares
<ul style="list-style-type: none"> Number of outstanding 	667,288,940 shares

shares immediately before the planned issuance	
<ul style="list-style-type: none"> Number of treasury shares immediately before the planned issuance 	30,041 shares
vii. Planned Number of Additional Shares to Be Offered:	<p>Maximum of 333,659,490 common shares</p> <p>The number of additional shares to be offered to existing shareholders will be based on the offering ratio relative to the Company's issued shares and rounded down to the nearest whole number.</p> <p>The General Meeting of Shareholders authorizes the Board of Directors to determine the specific number of shares to be offered based on the offering ratio and the actual number of issued shares of the Company at the time the offering plan is implemented.</p>
viii. Total Offering Value (at par value) (estimated):	Maximum of VND 3,336,594,900,000 (Three trillion, three hundred thirty-six billion, five hundred ninety-four million, nine hundred thousand VND)
ix. Offerering targets:	<p>Existing shareholders according to the shareholder list finalized as of the record date will be allocated subscription rights for the additional shares issued provided by the Vietnam Securities Depository and Clearing Corporation.</p> <p>Treasury shares are not entitled to exercise subscription rights to buy additional shares issued to existing shareholders.</p>
x. Form of Offering:	Public offering of additional shares to increase charter capital (in the form of a rights offering to existing shareholders)
xi. Planned Offering Ratio (Number of shares to be offered / Number of shares issued immediately before the offering):	50%
xii. Subscription Ratio at the Time of Offering	2:1 (At the record date for exercising the rights, a shareholder holding 1 share will receive 1 right, and a shareholder holding 2 rights can subscribe for 1 new share)
xiii. Rounding	For any fractional shares (if any) that arise when shareholders

	principle:		exercise their rights, in order to ensure that the number of shares issued does not exceed the number offered, the number of shares that shareholders are entitled to purchase will be rounded down to the nearest whole unit.
xiv.	Conditions of transfer restriction:		The additional shares issued to existing shareholders are freely transferable.
xv.	Transfer of subscription rights:		Existing shareholders listed on the record date for the shareholder list and allocated subscription rights have the right to transfer their subscription rights to other eligible parties within the prescribed period. Each subscription right can be transferred only once, and the transferee may not transfer it to a third party. The transferor and transferee will mutually agree on the transfer price and payment terms.
xvi.	Principles for Determining the Offering Price for Existing Shareholders:		For the shares of the Company offered to existing shareholders, due to the preferential nature of the allocation and based on the stock market situation, capital requirements, market value, and book value of the shares, as well as an analysis of price dilution, the Company has determined the offering price for existing shareholders to be VND 10,000 per share.
xvii.	Issuance price:		10,000 VND (ten thousand VND) per share
xviii.	Estimated amount to be raised		Maximum VND 3,336,594,900,000 (Three trillion, three hundred thirty-six billion, five hundred ninety-four million, nine hundred thousand Vietnamese dong)
xix.	Expected offering period:		After the completion of the ESOP issuance. It is expected to take place in 2026, after receiving the Public Offering Registration Certificate from the State Securities Commission.
xx.	Method of handling the remaining undistributed shares:		<ul style="list-style-type: none"> The Company will not distribute the difference between the number of shares registered for offering and the actual number of shares allocated for subscription rights ($= 50\% \times \text{the number of outstanding shares}$). The remaining undistributed shares include: <ol style="list-style-type: none"> Shares remaining due to shareholders not exercising their subscription rights; Fractional shares arising from rounding down when calculating the number of shares each existing shareholder can purchase. <p>For these remaining undistributed shares, the General Meeting of Shareholders authorizes the Board of Directors to decide to offer them to Military Commercial Joint Stock Bank and/or other investors at the offering price of VND 10,000 per share, which is the same as the offering price for existing shareholders. The General Meeting of Shareholders approves the criteria for</p>

		<p>selecting other investors to whom the remaining undistributed shares will be offered, and authorizes the Board of Directors to seek and select these investors, as follows:</p> <p>Criteria for selecting investors for the remaining undistributed shares:</p> <ul style="list-style-type: none"> • Domestic and foreign organizations or individuals who express interest, willingness, and have sufficient financial capacity to invest in MBS shares; • Investors capable of contributing to the development of MBS; • Investors whose business activities do not conflict with the interests of MBS. <p>The remaining undistributed shares, when offered to Military Commercial Joint Stock Bank and/or other investors as decided by the Board of Directors, will be subject to a one-year transfer restriction from the date the offering ends.</p> <p>The distribution of shares not fully subscribed to other investors must comply with the provisions of the 2020 Law on Enterprises, the 2019 Law on Securities, Decree No. 155/2020/ND-CP, and other relevant legal regulations, including but not limited to the following conditions:</p> <ul style="list-style-type: none"> • Compliance with Clause 2, Article 195 of the 2020 Law on Enterprises: “A subsidiary is not allowed to invest in or acquire shares of its parent company. Subsidiaries of the same parent company are not allowed to simultaneously contribute capital or purchase shares in each other to create cross-ownership.” • Ensuring the offering conditions specified in Article 42 of Decree No. 155/2020/ND-CP issued by the Government on 31/12/2020, detailing the implementation of certain provisions of the Law on Securities.
xxi.	Measure to ensure compliance with foreign ownership regulations:	The General Meeting of Shareholders authorizes the Board of Directors to approve a plan ensuring that the share issuance complies with regulations on the foreign ownership ratio.
xxii.	Depository and additional listing:	The additional issued shares will be registered with the Vietnam Securities Depository and Clearing Corporation and listed on the Stock Exchange in accordance with legal regulations.
xxiii.	Minimum successful offering ratio:	0%

xxiv. Capital Mobilization plan in case of unsuccessful offering:	The General Meeting of Shareholders authorizes the Board of Directors to extend the offering period to continue selling the remaining undistributed shares if necessary. In the event that the shares are not fully distributed as planned and the raised capital does not meet expectations, the Board of Directors will consider securing funding through bank loans or other appropriate solutions in compliance with legal regulations and the Company's internal policies to implement the planned initiatives.
xxv. Charter amendment:	Approval of the charter capital increase and amendment of the charter capital amount stipulated in the Company's Charter based on the actual issuance results.
xxvi. Amendment of the establishment and operation license, Business registration certificate:	Approval of the Establishment and Operation License and the Business Registration Certificate's amendment to reflect the new charter capital based on the actual issuance results.

3. Plan for Using Proceeds from the Issuance

The total proceeds from the offering are expected to be a maximum of VND 3,336,594,900,000 (Three trillion three hundred thirty-six billion five hundred ninety-four million nine hundred thousand dong). The Company will allocate these funds to strengthen resources for business activities, specifically as follows:

No	Plan for utilizing the proceeds from share issuance	Estimated Investment (VND)	Expected Utilization Period
1.	Additional capital for proprietary trading activities	1,000,000,000,000	From 2026, according to the company's plan
2.	Supplementing and providing capital for margin lending activities	2,336,594,900,000	From 2026, according to the company's plan
	Total	3,336,594,900,000	

In the event that the proceeds from the rights offering to existing shareholders are insufficient to cover all the purposes mentioned above, the priorities for the use of funds shall be as follows:

- Priority 1: Supplement capital for proprietary trading activities; then
- Priority 2: Supplement and provide capital for margin lending activities.

The General Meeting of Shareholders authorizes the Board of Directors to adjust the allocation of proceeds from the offering for the approved capital use purposes and/or change the purposes of using the proceeds from the offering to suit the actual situation, ensuring compliance with the law and reporting to the nearest General Meeting of Shareholders on any adjustments related to this

capital use plan.

To ensure flexibility, efficient use of funds, and safeguard the interests of both shareholders and the Company, the Company may deposit the funds in banks and/or purchase bank certificates of deposit during the period before the capital is used for the approved purposes.

In the event that, upon the end of the rights offering period to existing shareholders, the Company does not sell all registered shares or the proceeds from the offering are insufficient as expected, depending on the actual situation, the General Meeting of Shareholders authorizes the Board of Directors to implement the following measures:

- Request an extension of the offering period to continue selling all remaining shares, ensuring compliance with the law;
- Additionally, if the expected capital is not fully raised from the offering, the Company may use other sources of funds, such as bank loans and/or other solutions in accordance with the law and the Company's internal regulations, to implement the planned projects.

III. AUTHORIZATION FOR THE BOARD OF DIRECTORS TO IMPLEMENT

The General Meeting of Shareholders authorizes and assigns the Board of Directors to carry out the following tasks:

- Decide on and approve detailed matters to implement the issuance plans that have been approved by the General Meeting of Shareholders as mentioned above and/or amend one or more contents of the issuance plans as necessary to ensure compliance with the law and the Company's Charter, so that the issuance is successfully executed;
- Approve and issue the regulations for the Employee Stock Option Program (ESOP), decide on the list of employees eligible to participate, determine the number of shares allocated to each individual, and the implementation timeline in accordance with the standards and criteria approved by the General Meeting of Shareholders and in compliance with the law;
- Approve and decide on the plan for the Company to repurchase shares from employees and the plan to sell such repurchased shares, ensuring compliance with legal regulations;
- Select an appropriate time to offer additional shares to the public after the completion of the ESOP issuance and after the State Securities Commission grants the Certificate of Registration for the public offering, ensuring compliance with the law and MBS regulations;
- Decide on the record date for shareholders to exercise their rights to purchase additional shares and carry out the procedures for closing the shareholder list as prescribed; decide on the method for handling remaining undistributed shares: establish criteria, select and negotiate with investors, and determine the selling price for the remaining shares to other parties in accordance with the issuance plan and legal regulations;
- Approve the plan to ensure that the share issuance complies with foreign ownership limits;
- Decide on and approve the procedures to amend and supplement the Company's Charter to reflect the increased charter capital resulting from the actual results of the share issuance and issue the Charter reflecting the new charter capital;
- Decide on and approve the implementation of the necessary legal procedures to adjust/change the Establishment and Operation License and the Enterprise Registration Certificate according to the new charter capital after completing the issuance rounds;
- Decide on and approve the tasks and documentation necessary to register additional securities with the Vietnam Securities Depository and Clearing Corporation and to register additional listing of newly issued shares on the Stock Exchange in accordance with legal regulations;

- Adjust the allocation of proceeds from the rights offering to existing shareholders and from the Employee Stock Option Program for the approved capital use purposes and/or change the use of proceeds from the offering to suit the actual situation, ensuring compliance with the law and reporting to the nearest General Meeting of Shareholders on adjustments related to the capital use plan;
- In carrying out the above tasks, the Board of Directors has the right to: (i) decide on matters within the scope of the assigned and authorized duties; (ii) implement and/or direct, assign, and delegate tasks to units or individuals within MBS: perform necessary actions as required by law; complete and sign relevant documents and papers; carry out necessary tasks and procedures to implement the assigned and authorized duties in accordance with the law.

Article 2. This Resolution takes effect from the date of signing. The Board of Directors, the Board of Management, relevant units and individuals are responsible for implementing this Resolution./.

Recipients:

- Shareholders;
- BOD, BOS, BOM;
- SSC, Stock Exchanges, VSDC;
- Archived in BOD's office.

**ON BEHALF OF GENERAL MEETING OF
SHAREHOLDERS
CHAIRMAN**

LE VIET HAI

Note: In the event of any discrepancies between the two language versions of this Document, the Vietnamese version shall prevail.