

Can Tho, 21st April 2026

2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

PROPOSAL

REGARDING THE APPROVAL OF THE VIETBANK CHARTER CAPITAL INCREASE PLAN FOR 2026

To: The General Meeting of Shareholders

- Pursuant to the Law on Credit Institutions of 2024 and all amendments and supplemented documents;
- Pursuant to the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly on June 17, 2020; and all amendments and supplemented documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 adopted by the National Assembly on November 26, 2019; and all amendments and supplemented documents;
- Pursuant to Circular No. 50/2025/TT-NHNN dated December 24, 2025, regulating the procedures for approving certain changes for commercial banks and foreign bank branches;
- Pursuant to Circular No. 118/2020/TT-BTC dated December 31, 2020, issued by the Ministry of Finance, regarding guidelines for the public offering, securities issuance, share repurchase; and all amendments and supplemented documents;
- Pursuant to the Charter of Vietnam Thuong Tin Joint Stock Commercial Bank (Vietbank);
- Pursuant to the business plan for 2026 presented to the General Meeting of Shareholders for approval;

The Board of Directors respectfully presents the following matters for the approval of the General Meeting of Shareholders regarding the Capital Increase Plan for Vietbank in 2026, specifically:

I. THE NEED FOR CAPITAL INCREASE:

Increasing Vietbank's charter capital in 2026 is necessary and significant, aiming to enhance the bank's financial capacity, operational capabilities, and competitiveness in order to achieve Vietbank's strategic objectives. Specifically:

- Ensure strict compliance with safety standards in banking operations as stipulated by the State Bank of Vietnam, as well as enhance risk management capacity in banking operations.
- Enhance operational capacity by investing in and developing information technology systems oriented towards modern digital banking and bank card systems, in order to serve business operations, bank management, and the provision of new banking products and services.
- Enhancing the scalability and development of the Bank's operational network.
- Supplement capital for other profitable business activities of the bank.

II. CHARTER CAPITAL INCREASE PLAN:

1. Charter Capital Increase Amount:

- Charter capital as of December 31, 2025: **VND 10.768.973.840.000** (In words: Ten thousand seven hundred sixty-eight billion nine hundred seventy-three million eight hundred forty thousand VND) corresponding to 1.076.897.384 shares, of which:

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- ✓ Common shares: 1.076.897.384 shares;
- ✓ Treasury shares: 0 shares;
- Proposed charter capital increase: **VND 4.778.732.130.000** (*In words: Four thousand seven hundred seventy-eight billion seven hundred thirty-two million one hundred thirty thousand VND*), of which:
 - + **The first capital increase will be VND 1.076.897.380.000** (*In words: One thousand seventy-six billion eight hundred ninety-seven million three hundred eighty thousand VND*) through issuing shares from undistributed profits and Capital supplementary reserve fund (up to the end of 2025). The number of shares to be issued is **107.689.738** shares (**equivalent to 10%** of the total currently circulating shares). The new charter capital after the first increase will be **VND 11.845.871.220.000** (*In words: Eleven trillion eight hundred forty-five billion eight hundred seventy-one million two hundred twenty thousand VND*).
 - + **The second capital increase will be VND 2.961.467.800.000** (*In words: Two thousand nine hundred sixty-one billion four hundred sixty-seven million eight hundred thousand VND*) through issuing shares to existing shareholders (new capital contributors). The number of shares to be issued is **296.146.780** shares (**equivalent to a 25%** increase from the charter capital after the first increase). The new charter capital after the second increase will be **VND 14.807.339.020.000** (*In words: Fourteen trillion eight hundred and seven billion three hundred and thirty-nine million twenty thousand VND*).
 - + **The planned third increase in charter capital is 5%** of the total charter capital already increased in the second phase, corresponding to a maximum expected increase of **VND 740.366.950.000** (*In words: Seven hundred forty billion three hundred sixty-six million nine hundred fifty thousand VND*) through issuing shares under the Employee Stock Ownership Program 2026 (ESOP 2026 Program). Accordingly, the number of shares expected to be issued additionally is 74.036.695 shares. (*In words: Seventy-four million thirty-six thousand six hundred ninety-five shares*)
 - + **Total new charter capital expected after completion of the capital increase: VND 15.547.705.970.000** (*In words: Fifteen thousand five hundred forty-seven billion seven hundred five million nine hundred seventy thousand VND*).

2. Capital Increase Plans

2.1 First Capital Increase via Issuing Shares from Owners Equity:

- The charter capital is expected to increase by **VND 1.076.897.380.000** (*In words: One thousand seventy-six billion eight hundred ninety-seven million three hundred eighty thousand VND*) through issuing **107.689.738** shares (*In words: One hundred and seven million six hundred and eighty-nine thousand seven hundred and thirty-eight shares*) shares from equity capital (undistributed accumulated profits and the capital reserve fund until the end of 2025) (**corresponding to a 10%** increase in the total number of outstanding common shares).
- Issuance object: Existing shareholders are those whose names are included in the Vietbank shareholder list at the time of closing the shareholder list as stipulated by law.
- The number of shares to be issued: **107.689.738** shares (*In words: One hundred and seven million six hundred and eighty-nine thousand seven hundred and thirty-eight shares*), with a face value of 10,000 VND per share;
- Total face value of the issuance: **1.076.897.380.000 VND** (*In words: One thousand seventy-six billion eight hundred ninety-seven million three hundred eighty thousand VND*);
- The source to be used for increasing charter capital: from equity capital (undistributed accumulated profits and the capital reserve fund until the end of 2025), in accordance with regulations, of which:

No.	Key Indicators:	The balance according to the audited consolidated financial statements as of December 31, 2025	The balance according to the audited standalone financial statements as of December 31, 2025	The amount used to increase the charter capital.
1	Supplementary charter capital reserve fund	129.998.078.733	129.998.078.733	125.000.000.000
2	Accumulated undistributed profits	960.548.932.691	955.300.813.691	951.897.380.000
2.1	Profits are used to issue share to increase equity capital from owner's equity.	951.897.380.000	951.897.380.000	951.897.380.000
2.2	Retained profit	8.651.552.691	3.403.433.691	-
3	Other funds	548.311.157.320	548.311.157.320	-
3.1	Financial reserve fund	527.817.338.799	527.817.338.799	-
3.2	Reward fund	12.442.365.474	12.442.365.474	-
3.3	Welfare fund	8.051.453.047	8.051.453.047	-
The funds were used to increase the share capital from equity capital				1.076.897.380.000

- The new charter capital after the first capital increase: **VND 11.845.871.220.000** (*In words: Eleven trillion eight hundred forty-five billion eight hundred seventy-one million two hundred twenty thousand VND*).
- The list of shareholders and the percentage of shares held by shareholders with a stake of 5% or more in relation to the voting shares and the current and projected charter capital after the first capital increase – attached.
- The expected issuance period and expected completion time: from Q2 to Q3 2026. The specific timing will be decided by the Board of Directors based on compliance with the License/Approval of the competent State management agency, and after The State Securities Commission receives the stock issuance report documents as required and in accordance with market conditions.
- Transfer restriction period: No transfer restrictions.
- The plan for handling fractional shares:
 - ✓ The number of shares issued will be calculated in whole numbers, and decimal fractions will not be rounded up to one share.
 - ✓ The handling of any fractional shares (if any) will be decided by the Board of Directors.

2.2 The plan for the second capital increase through the issuance of shares to existing shareholders (new capital contributors):

- The projected increase in charter capital is **VND 2.961.467.800.000** (*In words: Two thousand nine hundred sixty-one billion four hundred sixty-seven million eight hundred thousand VND*) through the issuance of shares to existing shareholders (new capital contributors). The number of additional shares to be offered (issued) is 296,146,780 shares (corresponding to a 25% increase compared to the charter capital that was increased in the first instance as described in section 2.1).
- Offerees: Existing shareholders whose names appear on the shareholder register as of the record date, in accordance with applicable laws and regulations.
- The number of shares expected to be issued: **296.146.780 shares** (*In words: Two hundred ninety-six million one hundred forty-six thousand seven hundred eighty shares*), with a face value of VND 10,000 per share.
- Type of securities issued: common shares.
- Issue price: VND 10,000 per share.
- Total face value (value) of shares to be issued: **VND 2.961.467.800.000** (*In words: Two thousand nine hundred sixty-one billion four hundred sixty-seven million eight hundred thousand VND*).
- Number of issuance rounds: 01 round.
- The list of shareholders and the percentage of shares held by shareholders with a stake of 5% or more in relation to the voting shares and the current and projected charter capital after the second capital increase – attached.
- The expected issuance period and expected completion time: from Q3 to Q4 of 2026. The specific timing will be decided by the Board of Directors based on the approval/authorization from the competent regulatory authority and market conditions.
- Transfer restriction period: No transfer restrictions.
- The method for handling unsold shares (the number of shares that shareholders did not exercise their right to purchase in full, or only partially, or did not pay for within the specified time; fractional shares arising from rounding down when calculating the shares to be purchased by existing shareholders; the difference between the total number of shares authorized for issuance and the total number of shares actually issued with the exercise ratio (if any) is as follows:
 - ✓ Any remaining undistributed shares will be offered to other investors according to selection criteria approved by the Board of Directors at an offering price of VND 10,000 per share, the same as the offering price to existing shareholders; Any remaining undistributed shares offered to other investors as decided by the Board of Directors will be subject to a one-year transfer restriction from the date the issuance ends. The distribution of undistributed shares to other investors must comply with the conditions stipulated in the 2020 Enterprise Law, the 2019 Securities Law, Decree No. 155/2020/ND-CP (including amendments and supplements), and other relevant legal regulations; In case there are still remaining shares after the offering to other investors, the Board of Directors will decide to cancel the offering and issue a decision to end the issuance.

Or

- ✓ The Board of Directors decided to cancel and terminate the issuance.
- The method for handling fractional shares and stock certificate:
 - ✓ The number of shares offered (issued) is calculated as an integer; the decimal part will not be rounded to 1 share.
 - ✓ The handling of any resulting fractional shares (if any) will be decided by the Board of Directors.
- Plan for using capital raised from the issuance: The proceeds from the share issuance will be used to supplement working capital to increase the Bank's operating capital to meet business growth targets for 2026 and subsequent years, in accordance with the provisions of the Law on Credit Institutions.

2.3 The plan for the second capital increase through issuing shares under the Employee Stock Ownership Program in 2026 (ESOP 2026 Program):

- The planned third increase in charter capital is 5% of the total charter capital that was increased in the second round (at section 2.2), corresponding to a maximum expected increase of **VND 740.366.950.000** (*In words: Seven hundred forty billion three hundred sixty-six million nine hundred fifty thousand VND*) through issuing shares under the Employee Stock Ownership Program 2026 (ESOP 2026 Program). Accordingly, the number of shares expected to be issued additionally is **74.036.695** shares (*In words: Seventy-four million thirty-six thousand six hundred ninety-five shares*).
- In the event that the number of outstanding shares at the time of issuance differs from the projected number (due to the impact of the share issuance to increase equity capital from equity sources and the results of the additional share offering to the public), the number of additional shares to be issued will be determined as 5% of the total number of outstanding shares at the time of issuance. The Board of Directors shall use this principle to calculate and decide on the specific number of shares to be issued.
- Issuance objects: Employees who have signed official employment contracts with the Bank or its subsidiaries at the time of compiling the list, meet the criteria for participation in the 2026 ESOP program, and have been approved by the Board of Directors in the list of participants in the 2026 ESOP program.
- Eligibility criteria for employees to participate in the ESOP program in 2026 and the principles for determining the number of shares to distributed to each employee: detail as per Appendix 01 (Regulations on the issuance of shares under the Vietbank Employee Stock Ownership Program in 2026 – “ESOP Regulations”) attached.
- Type of securities issued: common shares.
- Issue price: VND 10,000 per share.
- Number of issuance rounds: 01 round
- Plan to ensure compliance with regulations on foreign ownership ratios:
 - + The maximum foreign ownership ratio is 30% as stipulated by law;
 - + The total shareholding of foreign investors as of March 31, 2026 is 0,0198%, and is expected to reach 0,0188% after the third capital increase.
- Transfer of purchase rights: The rights to purchase is not transferable.

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- Transfer restrictions: According to the regulations on the issuance shares under the Vietbank Employee Stock Ownership Program in 2026 – “ESOP Regulations”) attached.
- The method for handling unsold shares due to employees not registering to purchase, registering but not paying, or paying insufficient funds, shares exceeding 5% of the outstanding shares, or other cases:
 - + The General Meeting of Shareholders authorizes the Board of Directors to have full authority to decide and redistribute shares to other employees according to the initially selected list at the same issuance price. The number of redistributed shares will be subject to a transfer restriction for 01 (one) year from the date of completion of the issuance.
 - + If the Board of Directors does not distribute all of these shares, the remaining unissued shares will be canceled, and the Board of Directors will decide to terminate the issuance.
- Estimated release date and estimated completion date: Expected quarter 4 2026 to quarter 1 2027. The specific timing will be decided by the Board of Directors based on compliance with the License/Approval from the competent State management agency and after the State Securities Commission receives the stock issuance report documents as required and in accordance with market conditions.

3. Plan for the use of raised capital

The entire proposed increase in charter capital of **VND 4.778.732.130.000** is expected to be used for investments in fixed assets, information technology systems, supplementing business capital, developing and expanding the Bank's operational network, ensuring compliance with safety ratios in operations, and generating profits for the Bank's business activities.

III. PROJECTED FINANCIAL INDICATORS AFTER ISSUANCE

For the planned increase in charter capital and the use of the additional capital as outlined above, Vietbank anticipates the following key business targets for 2026 as follows:

Unit: Billion VND, %

No.	Key Indicators:	2025 Actual	2025 Plan	
			Key indicators	Growth %
1	Charter Capital	10.769	15.548	44%
2	Total Assets	196.771	230.000	17%
3	Profit before tax	1.532	2.100	37%
4	Return on equity (ROE)	11,45%	≥ 13,5%	
5	Return on assets (ROA)	0,67%	0,80%	0.13%
6	Other safety ratios	Compliance with regulations of the State Bank of Vietnam (SBV).	Ensure compliance with the regulations of the State Bank of Vietnam (SBV).	

IV. RECOMMENDATIONS:

Board of Directors respectfully submits to the General Meeting of Shareholders for approval:

1. Approving the new charter capital level based on the successful implementation of the proposed plans.

2. The Board of Directors is hereby authorized to make all decisions regarding the implementation of the 2026 Capital Increase Plan in accordance with the law and ensuring the interests of the Bank's shareholders, including but not limited to the following matters:
- 2.1 Necessary legal procedures, including amendments and updates to the plan, to be submitted to the relevant regulatory authorities for review and approval, based on principles that align with the operational realities of Vietbank, comply with legal regulations, and ensure shareholder interests;
 - 2.2 The timing of the share issuance, including when to stop the share issuance, in accordance with practical conditions and the guidance of the relevant regulatory authorities;
 - 2.3 Handling of fractional shares;
 - 2.4 Amending and supplementing the capital utilization plan to ensure compliance with legal regulations, align with business realities, and generate positive outcomes for Vietbank;
 - 2.5 Carrying out the necessary legal procedures to amend and supplement the business license, the charter, and other legal documents related to updating Vietbank's new charter capital.
 - 2.6 Develop a detailed capital utilization plan for each purpose, prioritizing it; adjust and supplement the plan to suit the actual situation and legal requirements; develop a public offering plan that meets regulations on foreign ownership ratios; and develop a plan for handling unsold shares (including investor criteria, ensuring offering conditions, offering price, etc.) for each capital increase as outlined in this Proposal.
 - 2.7 Identify cases for share buybacks and plans for selling the repurchased shares; and issuance plans that comply with regulations on foreign ownership ratios for the ESOP 2026 Program.
 - 2.8 Authorize/delegate to the Board of Directors and agree to allow the Board of Directors to further delegate/delegate to the Chairman of the Board of Directors and/or the General Director the full authority to decide and carry out the necessary tasks and procedures to complete the issuance of shares under the ESOP 2026 Program, including:
 - Decision on the implementation timeline for the ESOP Program 2026;
 - Decide on the details of implementing the Regulations on the issuance of shares under the ESOP Program 2026 and any amendments or additions to the Regulations (if any), based on compliance with the law and Vietbank regulations, and report back to the General Meeting of Shareholders at the nearest meeting;
 - Handling any unsold issued shares (if any);
 - Decide on all matters related to the 2026 ESOP Program and adjust any changes to the 2026 ESOP Program (if any) to ensure compliance with legal regulations. Carry out the necessary tasks/procedures for the issuance of shares in accordance with the Company's Charter and legal regulations to ensure the successful implementation of the 2026 ESOP Program;
 - Supplement or amend the issuance plan as required by the State Securities Commission and/or for the purpose of complying with legal regulations.
 - 2.9 Other matters in accordance with the provisions of law.

3. During the implementation of the above tasks, the Board of Directors has the authority to decide on matters within the scope of the tasks authorized; to execute and/or direct and assign Vietbank's units to carry out necessary tasks in compliance with legal regulations; to finalize, complete, and sign related documents, papers, and materials; to liaise with relevant regulatory authorities and stakeholders; and to perform any other necessary work and procedures to implement the assigned tasks, in accordance with legal requirements.

Respectfully reported and submitted to the General Meeting of Shareholders.

Sincerely./.

On behalf of the Board of Directors

Chairman



DUONG NHAT NGUYEN

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REGULATION

ISSUANCE OF SHARES UNDER THE EMPLOYEE STOCK OPTION PROGRAM OF VIETNAM THUONG TIN COMMERCIAL JOINT STOCK BANK IN 2026

(Attachment: Proposal on the Approval of Vietbank's Charter Capital Increase Plan for 2026)

Chapter I

GENERAL PROVISIONS

Article 1. Subjects and Scope of Application

1. This Regulation applies to the issuance of shares under the Employee Stock Option Plan of Vietnam Thuong Tin Commercial Joint Stock Bank (Vietbank) in 2026.
2. This Regulation applies to all employees of Vietbank and all employees of its subsidiary (One-member limited liability company Debt Management and Asset Exploitation Viet Nam Thuong Tin Bank).

Article 2. Definitions and Abbreviations

In this Regulation, the following terms and abbreviations shall have the meanings set forth below:

1. **SSC:** State Securities Commission of Vietnam.
2. **CI:** Credit institution.
3. **Vietbank:** Vietnam Thuong Tin Commercial Joint Stock Bank.
4. **GMS:** General Meeting of Shareholders.
5. **BOD:** Board of Directors.
6. **ESOP 2026 Program:** Employee Stock Ownership Plan – issuance of shares under the employee stock option plan of Vietnam Thuong Tin Commercial Joint Stock Bank in 2026.
7. **Share(s):** Securities certifying the legal rights and interests of the holder to a portion of the charter capital of the issuing organization.
8. **ESOP shares:** Shares issued under the ESOP Program.
9. **AMC:** One-member limited liability company Debt Management and Asset Exploitation Viet Nam Thuong Tin Bank.
10. **Employees/Staff:** Employees of Vietbank and AMC.
11. **Trade Union:** Vietbank Trade Union.
12. **ESOP Participant:** Employees who satisfy the eligibility criteria of the ESOP Program.
13. **Subscription closing date:** The date on which the collection of payment for ESOP shares from employees is completed as decided by the Board of Directors.



14. **Submission:** Submission to the General Meeting of Shareholders for the approval of the Vietbank charter capital increase plan for 2026

Article 3. Objectives of the ESOP 2026 Program

1. To recognize and appropriately reward employees with outstanding performance;
2. To align employees' interests with Vietbank's business performance;
3. Attracting and retaining employees.

Article 4. ESOP Executive Committee

1. The ESOP Executive Committee shall consist of the following members:
 - Chairman of the Board of Directors, Chairman of the Human Resources Committee: Head of the Committee
 - Chief Executive Officer/Acting Chief Executive Officer: Member
 - Chief Accountant: Member
 - Chairperson of the Executive Committee of the Trade Union: Member
 - Deputy Chief Executive Officer in charge of Human Resources / Head of Human Resources Division: Member
 - Chief of the Board of Directors Office: Member
 - Director / Deputy Director in charge of the Human Resources Center: Secretary
2. Duties and powers of the ESOP Executive Committee:
 - To implement the ESOP in accordance with the issuance plan approved by the General Meeting of Shareholders and in compliance with this Regulation.
 - To prepare and submit to the Board of Directors for approval: (i) the list of eligible employees participating in the ESOP, together with the number of shares allocated to each employee based on the eligible criteria, standards, and allocation principles approved by the General Meeting of Shareholders; (ii) updates, amendments, and adjustments to the list of ESOP participants, including termination of ESOP membership; (iii) other matters related to the ESOP in accordance with regulations.
3. The ESOP Executive Committee shall take effect from the date this Regulation comes into force and shall automatically terminate upon completion of its duties as stated in Clause 2 of this Article.

Chapter II

CONTENT OF THE ESOP PROGRAM

Article 5. Information on ESOP Shares

1. Issuing organization: Vietnam Thuong Tin Commercial Joint Stock Bank.
2. Stock name: Shares of Vietnam Thuong Tin Commercial Joint Stock Bank.
3. Stock code: VBB.

4. Type of shares: Ordinary shares.
5. Par value: VND 10,000 per share.
6. Expected number of shares to be issued: 5% of the charter capital after the second capital increase as approved in the Proposal, corresponding to a maximum expected issuance of 74,036,695 shares (In words: Seventy-four million thirty-six thousand six hundred and ninety-five shares).
7. Total par value of the expected share issuance: 5% of the charter capital after the second capital increase as approved in the Proposal, corresponding to a maximum expected increase of VND 740,366,950,000 (In words: Seven hundred forty billion three hundred sixty-six million nine hundred fifty thousand Vietnamese dong).

In the event that, at the time of issuance, the number of outstanding shares differs from the above estimate (due to the results of share issuance for capital increase from equity and/or additional public offerings), the number of newly issued shares shall be determined as 5% of the actual total number of outstanding shares at the time of issuance. The Board of Directors shall be authorized to base on this principle to calculate and decide the specific number of shares to be issued. Issue price: equal to par value (VND 10,000 per share).

8. Form of issuance: issuance of shares under the ESOP Program.
9. Expected issuance period: from the fourth quarter of 2026 to the first quarter of 2027. The specific timing shall be decided by the Board of Directors in accordance with the License/Approval of the competent State authority and market conditions.

Article 6. Eligibility and Selection Criteria for Participation in the ESOP Program

The eligible participants for purchasing shares under the ESOP Program are Vietnamese employees who meet the following criteria:

1. Having been officially employed for at least one (01) year up to the time of preparing the list of employees participating in the ESOP Program;
2. Having a performance rating of "Needs Improvement" or higher for the year 2025;
3. Not falling under any of the following cases:
 - Having submitted a resignation letter and awaiting approval, or having been proposed in writing by the managing unit for termination of the employment contract;
 - Having taken unpaid leave for a continuous period of six (06) months or more within one (01) year up to the time of preparing the ESOP participant list;
 - Having had their employment contract suspended, or being temporarily suspended from work/duties/position by a competent authority decision, or being absent from work without a valid reason;
 - Being under disciplinary consideration based on a written request from a competent authority, or having a disciplinary council established, or currently under disciplinary action, or having been subject to disciplinary measures of warning or higher within one (01) year up to the time of preparing the ESOP participant list.

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- Cases assessed as non-compliant with the Bank's internal regulations; cases involving operational errors, compliance breaches, etc., as identified through inspections and controls conducted by Internal Audit, Internal Control and/or competent regulatory authorities; and cases subject to warnings or reprimands by management. The Board of Directors shall determine the specific cases.

Article 7. Principles for determining the number of shares allocated to each employee

1. Total number of shares allocated to each position group:

Group	Position	Total number of shares allocated
1	Chief Executive Officer (CEO)	60% of the total number of shares to be issued
	Deputy Chief Executive Officer	
	Senior Manager – group 2	
	Senior Manager – group 1	
	Middle Manager – group 2	
	Middle Manager – group 1	
2	Unit Manager	40% of the total number of shares to be issued
	Professional Staff – group 2	
	Professional Staff – group 1	

2. The number of shares allocated to each employee shall be determined according to the following formula:

$$\text{Number of shares allocated to each employee} = \frac{\text{Allocation factor} \times \text{Total number of shares allocated to the employee group}}{\text{Total allocation factors of the employee group}}$$

3. The allocation factor for each employee shall be determined based on: (1) Job position group; (2) Individual performance rating in 2025; and (3) Years of service.

Allocation factor = (a₁) * (b₁) * (c₁). Where:

- Position factor (a₁): based on the job title at the time of finalizing the list of employees participating in the ESOP

No.	Position	Position factor (a ₁)
1	Chief Executive Officer (CEO)	14.0
2	Deputy Chief Executive Officer	10.0
3	Senior Manager – group 2	7.0
4	Senior Manager – group 1	5.0
5	Middle Manager – group 2	4.0
6	Middle Manager – group 1	3.0
7	Unit Manager	2.5
8	Professional Staff – group 2	1.5
9	Professional Staff – group 1	1.0

- Individual rating factor (b₁): based on the employee's performance rating in 2025; in cases where the 2025 rating is not yet available, it shall be based on the performance results for the first six months of 2026:

2025 Individual Performance Rating	Needs Improvement	Completed	Good Performance	Excellent Performance
Factor (b ₁)	0,8	1	1,05	1,1

- Seniority factor (including probationary and apprenticeship periods) as of the time of finalizing the list of employees participating in the ESOP (c₁):

Years of service (N)	01 ≤ N < 05	05 ≤ N < 10	10 ≤ N < 15	15 ≤ N
Factor (c ₁)	1,00	1,05	1,10	1,15

4. Rounding principle: The number of shares allocated to each employee shall be determined according to the formula specified in Clause 1 of this Article and shall be rounded down to the nearest whole share.
5. Foreign ownership limit compliance plan: The Board of Directors is authorized to approve measures to ensure compliance with applicable laws and Vietbank's internal regulations regarding the maximum foreign ownership ratio.

Article 8. Rights upon Participation in the ESOP Program

Employees participating in the ESOP Program shall have the following rights:

1. To purchase shares in accordance with the selection criteria set out in this Regulation;
2. To have full discretion to purchase or refuse to purchase all or part of the shares allocated under the ESOP Program;
3. To enjoy all rights and obligations of ordinary shareholders in accordance with applicable laws, except for the transfer restrictions specified in Clause 2, Article 10 of this Regulation.

Article 9. Share Allocation

1. The ESOP Executive Committee shall assess employees in accordance with Article 6 of this Regulation to select eligible employees for participation in the ESOP Program.
2. The ESOP Executive Committee shall prepare the list of selected employees and the number of shares eligible for purchase by ESOP participants in accordance with Article 7 of this Regulation, based on the criteria, standards, and allocation principles approved by the General Meeting of Shareholders, and submit it to the Board of Directors for approval.
3. Vietbank shall allocate shares to ESOP participants within the prescribed timeline after receiving written approval from the State Securities Commission of Vietnam regarding the receipt of complete issuance documentation for Vietbank's employee share issuance program.

Article 10. Transfer Restrictions

1. Transfer of ESOP share purchase rights: Eligible employees under the ESOP Program shall not be allowed to transfer their share purchase rights.
2. Shares issued under the ESOP 2026 Program shall be subject to a 100% transfer restriction in the first year from the completion date of the issuance. From the second year onwards, shareholders may transfer up to 30% of their ESOP shares in the second year, up to 30% in the third year, and up to 40% in the fourth year. Exceptions apply to cases where shares are repurchased in accordance with the ESOP issuance regulations and to additional shares arising from dividends paid on ESOP shares.

Article 11. Handling of Unsold Shares and Fractional Shares

1. In case employees refuse to purchase or do not purchase all allocated shares, or in case employees no longer meet eligibility criteria from the time the Board of Directors approves the ESOP 2026 participant list until the time the State Securities Commission confirms receipt of complete issuance documents, the Board of Directors shall have full discretion to allocate such shares and fractional shares (resulting from rounding down under the allocation formula) to other eligible employees.
2. The offering price and transfer restrictions of such shares shall be the same as those applicable to ESOP shares offered to employees under the ESOP 2026 Program.
3. In case the Board of Directors does not fully allocate such shares, the unissued shares shall be cancelled and the issuance shall be completed.

Article 12. Repurchase of ESOP Shares

1. Cases of share repurchase:
 - a. During the restricted transfer period, an employee shall be terminated from ESOP participation and all of his/her shares shall be repurchased (the ESOP participant shall be required to sell back all shares) if any of the following cases occurs:
 - Violation of laws, internal labor regulations, or Vietbank's regulations, and Vietbank has issued a disciplinary decision;
 - Termination of employment with Vietbank for any reason (including expiry of labor contract without renewal), except for:
 - + Internal transfer or reassignment decided by Vietbank;
 - + Retirement in accordance with applicable laws;
 - + Accident, illness, or loss of working capacity;
 - + Death of the ESOP participant (all rights and obligations shall be inherited in accordance with law).
2. Depending on each specific case as stipulated in Point a, Clause 1 of this Article, the Board of Directors shall decide whether to terminate or not terminate the ESOP participant's status, and whether to repurchase or not repurchase part or all of the ESOP shares held by such participant.
3. Repurchase price: Equal to the issue price.
4. Handling of repurchased shares:

Vietbank or the Trade Union shall repurchase shares in accordance with Clause 1 of this Article and handle as follows:

- If repurchased by Vietbank: procedures shall comply with Clause 6, Article 36 of the Securities Law 2019. Repurchased shares that are still under transfer restriction shall no longer be restricted; Vietbank may resell such shares in accordance with applicable laws.
- If repurchased by the Trade Union: Vietbank shall transfer ownership of ESOP shares to the Trade Union. The Trade Union may reallocate such shares to other employees who are ESOP participants, subject to continued application of existing restrictions.
- The resale of repurchased shares shall be conducted in accordance with applicable securities laws at each point in time.

Article 13. Obligations of Employees Participating in the ESOP Program

Employees participating in the ESOP Program shall comply with obligations of ordinary shareholders and shareholding limits under Articles 62 and 63 of the Law on Credit Institutions 2024 and other relevant laws, including but not limited to:

1. Capital source compliance obligations:
 - To be legally responsible for the legitimacy of capital sources used for purchasing ESOP shares;
 - Not to use credit granted by credit institutions or corporate bond proceeds to purchase ESOP shares;
 - Not to purchase shares under nominee arrangements, except where permitted by law.
2. Shareholding limit compliance obligations:
 - To comply with shareholding limits under the Law on Credit Institutions 2024;
 - To comply with regulations on major shareholders and related persons.
3. Other obligations:
 - To fully pay for committed shares within the timeline prescribed by Vietbank;
 - Not to withdraw contributed capital in any form that reduces Vietbank's charter capital, except as provided by law;
 - To comply with Vietbank's Charter and internal regulations;
 - To implement resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;
 - To be personally liable for any unlawful acts conducted in the name of Vietbank for self-interest or third-party benefit;
 - To maintain confidentiality of information provided by Vietbank;
 - To fulfill disclosure obligations in accordance with law (if applicable);
 - To pay applicable taxes and fees;
 - To independently assess information and make decisions at their own discretion.



Article 14. Procedures for Share Registration and Payment

Employees shall complete share subscription and payment procedures in accordance with the notice issued by the Board of Directors after Vietbank receives confirmation from the State Securities Commission of Vietnam regarding complete issuance documentation.

Chief

Chapter III
TERMS OF IMPLEMENTATION

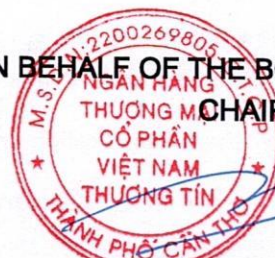
Article 15. Responsibilities

1. Human Resources Center:
 - To prepare and propose the list of employees participating in the ESOP in accordance with the allocation principles.
 - To be responsible for monitoring and updating relevant units on the list of employees falling under the cases specified in Clause 1, Article 12 of this Regulation.
 - To communicate the objectives and significance of the program and address employee inquiries related to the program.
2. Board of Directors Office:
 - To carry out legal procedures with competent authorities in relation to the issuance of ESOP shares.
 - To support employees in share subscription and transfer under the ESOP program.
3. Employees:
 - To fully understand and comply with the provisions of this Regulation.
 - To complete the declaration and registration for ESOP share purchase and provide written commitments to comply with all obligations stipulated in this Regulation.
 - To recognize the ESOP program as a goodwill initiative and positive support from Vietbank aimed at rewarding employees' contributions and commitment. Accordingly, each employee is encouraged to further strive for personal development, improve work performance, and actively contribute to the sustainable growth and development of Vietbank.

Article 16. Implementation

1. This Regulation shall take effect from the date of approval by the 2026 Annual General Meeting of Shareholders.
2. Any reference to legal provisions shall include amendments, supplements, or replacements thereof. In case any provision of this Regulation becomes invalid due to changes in law, the remaining provisions shall remain in full force and effect.
3. Where legal provisions are amended, supplemented, or newly issued after the effective date of this Regulation and differ from this Regulation, such legal provisions shall prevail until this Regulation is amended accordingly.
4. Any matters not covered in this Regulation shall be governed by relevant laws and Vietbank's internal regulations. 

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



DUONG NHAT NGUYEN

Handwritten signature

Vietnam Thuong Tin Commercial Joint Stock Bank

Share capital: VND 10.768.973.840.000 VND.

Voting share capital: VND 10.768.973.840.000.

Total number of shares: 1.076.897.384 shares.

Par value: VND 10.000.

LIST OF SHAREHOLDERS AND SHARE OWNERSHIP RATIOS OF SHAREHOLDERS HOLDING 5% OR MORE OF THE VOTING SHARE CAPITAL AND CHARTER CAPITAL PRIOR TO THE CAPITAL INCREASE (AS AT MARCH 31, 2026)

No.	Shareholder name	Name of related person of the shareholder	Nationality (including shareholders, legal representatives of institutional shareholders, and shareholders' related persons)	Registered office address of the institutional shareholder	Business registration number of the shareholder and its related institutional persons	Identity card/Citizen identity card/Passport number, date of issue, and place of issue (or personal identification number) of Vietnamese nationals (including shareholders, legal representatives of institutional shareholders, and	Passport for foreign individuals (including shareholders, legal representatives of institutional shareholders, and related persons of shareholders who are foreign nationals)	Legal representative (in case the shareholder/related person is an organization)	ID card/Citizen identity card/Passport number, date of issue, place of issue, or personal identification number of the legal representative (in case the shareholder/related person is an organization)	Relationship between the shareholder and the related person	Shareholding of the shareholder and related persons in the Reporting credit institution	
											Number of shares	Percentage (%) of total shares
1	2	3	4	5	6	7	8	9	10	11	12	13
Shareholders holding 5% or more of the voting share capital and charter capital prior to the capital increase												
1	None											

Can Tho, 21. April 2026
 LEGAL REPRESENTATIVE
 CHAIRMAN OF THE BOARD OF DIRECTORS
 THƯƠNG MẠI
 CỔ PHẦN
 VIỆT NAM
 THƯƠNG TÍN
 THANH PHỐ CẦN THƠ
 DUONG NHAT NGUYEN

Chay

Vietnam Thuong Tin Commercial Joint Stock Bank

Share capital: VND 11.845.871.220.000.

Voting share capital: VND 11.845.871.220.000.

Total number of shares: 1.184.587.122 shares.

Par value: VND 10.000.

LIST OF SHAREHOLDERS AND THEIR OWNERSHIP PERCENTAGES OF SHARES HELD BY SHAREHOLDERS OWNING 5% OR MORE OF THE VOTING SHARE CAPITAL AND CHARTER CAPITAL AFTER THE FIRST CAPITAL INCREASE

No.	Shareholder name	Name of related person of the shareholder	Nationality (including shareholders, legal representatives of institutional shareholders, and shareholders' related persons)	Registered office address of the institutional shareholder	Business registration number of the shareholder and its related institutional persons	Identity card/Citizen identity card/Passport number, date of issue, and place of issue (or personal identification number) of Vietnamese nationals (including shareholders, legal representatives of institutional	Passport for foreign individuals (including shareholders, legal representatives of institutional shareholders, and related persons of shareholders who are foreign	Legal representative (in case the shareholder/related person is an organization)	ID card/Citizen identity card/Passport number, date of issue, place of issue, or personal identification number of the legal representative (in case the shareholder/relat	Relationship between the shareholder and the related person	Shareholding of the shareholder and related persons in the Reporting credit institution	
											Number of shares	Percentage (%) of total shares
1	2	3	4	5	6	7	8	9	10	11	12	13
Shareholders holding 5% or more of the voting share capital and charter capital prior to the capital increase												
1	None											

Can Tho, 21. April 2026
 LEGAL REPRESENTATIVE
 CHAIRMAN OF THE BOARD OF DIRECTORS

 DUONG NHAT NGUYEN

Uae

Vietnam Thuong Tin Commercial Joint Stock Bank

Share capital: VND 11.845.871.220.000.

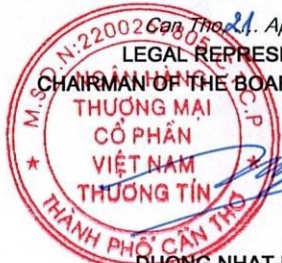
Voting share capital: VND 11.845.871.220.000.

Total number of shares: 1.184.587.122 shares.

Par value: VND 10.000.

LIST OF SHAREHOLDERS AND SHAREHOLDING PERCENTAGES OF SHAREHOLDERS HOLDING 5% OR MORE OF THE VOTING SHARE CAPITAL AND CHARTER CAPITAL PRIOR TO THE CAPITAL INCREASE

No.	Shareholder name	Name of related person of the shareholder	Nationality (including shareholders, legal representatives of institutional shareholders, and shareholders' related persons)	Registered office address of the institutional shareholder	Business registration number of the shareholder and its related institutional persons	Identity card/Citizen identity card/Passport number, date of issue, and place of issue (or personal identification number) of Vietnamese nationals (including shareholders, legal representatives of institutional shareholders, and	Passport for foreign individuals (including shareholders, legal representatives of institutional shareholders, and related persons of shareholders who are foreign nationals)	Legal representative (in case the shareholder/related person is an organization)	ID card/Citizen identity card/Passport number, date of issue, place of issue, or personal identification number of the legal representative (in case the shareholder/related person is an organization)	Relationship between the shareholder and the related person	Shareholding of the shareholder and related persons in the Reporting credit institution	
											Number of shares	Percentage (%) of total shares
1	2	3	4	5	6	7	8	9	10	11	12	13
Shareholders holding 5% or more of the voting share capital and charter capital prior to the capital increase												
1	None											


 21 April 2026
 LEGAL REPRESENTATIVE
 CHAIRMAN OF THE BOARD OF DIRECTORS
 THƯƠNG MẠI
 CỔ PHẦN
 VIỆT NAM
 THƯƠNG TÍN
 THÀNH PHỐ CẦN THƠ
 DUONG NHAT NGUYEN

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Vietnam Thuong Tin Commercial Joint Stock Bank

Share capital: VND 14.807.339.020.000.

Voting share capital: VND 14.807.339.020.000.

Total number of shares: 1.480.733.902 shares.

Par value: VND 10.000.

LIST OF SHAREHOLDERS AND SHAREHOLDING PERCENTAGES OF SHAREHOLDERS HOLDING 5% OR MORE OF THE VOTING SHARE CAPITAL AND CHARTER CAPITAL AFTER THE SECOND CAPITAL INCREASE

No.	Shareholder name	Name of related person of the shareholder	Nationality (including shareholders, legal representatives of institutional shareholders, and shareholders' related persons)	Registered office address of the institutional shareholder	Business registration number of the shareholder and its related institutional persons	Identity card/Citizen identity card/Passport number, date of issue, and place of issue (or personal identification number) of Vietnamese nationals (including shareholders, legal representatives of institutional shareholders, and related persons of shareholders who are foreign nationals)	Passport for foreign individuals (including shareholders, legal representatives of institutional shareholders, and related persons of shareholders who are foreign nationals)	Legal representative (in case the shareholder/related person is an organization)	ID card/Citizen identity card/Passport number, date of issue, place of issue, or personal identification number of the legal representative (in case the shareholder/related person is an individual)	Relationship between the shareholder and the related person	Shareholding of the shareholder and related persons in the Reporting credit institution	
											Number of shares	Percentage (%) of total shares
1	2	3	4	5	6	7	8	9	10	11	12	13
Shareholders holding 5% or more of the voting share capital and charter capital prior to the capital increase												
1	None											

Can Tho, 21 April 2026

LEGAL REPRESENTATIVE
CHAIRMAN OF THE BOARD OF DIRECTORS

DUONG NHAT NGUYEN

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Vietnam Thuong Tin Commercial Joint Stock Bank

Share capital: VND 14.807.339.020.000.

Voting share capital: VND 14.807.339.020.000.

Total number of shares: 1.480.733.902 shares

Par value: VND 10.000.

LIST OF SHAREHOLDERS AND SHAREHOLDING PERCENTAGES OF SHAREHOLDERS HOLDING 5% OR MORE OF THE VOTING SHARE CAPITAL AND CHARTER CAPITAL PRIOR TO THE CAPITAL INCREASE

No.	Shareholder name	Name of related person of the shareholder	Nationality (including shareholders, legal representatives of institutional shareholders, and shareholders' related persons)	Registered office address of the institutional shareholder	Business registration number of the shareholder and its related institutional persons	Identity card/Citizen identity card/Passport number, date of issue, and place of issue (or personal identification number) of Vietnamese nationals (including shareholders, legal representatives of institutional shareholders and	Passport for foreign individuals (including shareholders, legal representatives of institutional shareholders, and related persons of shareholders who are foreign nationals)	Legal representative (in case the shareholder/related person is an organization)	ID card/Citizen identity card/Passport number, date of issue, place of issue, or personal identification number of the legal representative (in case the shareholder/related person is an organization)	Relationship between the shareholder and the related person	Shareholding of the shareholder and related persons in the Reporting credit institution	
											Number of shares	Percentage (%) of total shares
1	2	3	4	5	6	7	8	9	10	11	12	13
Shareholders holding 5% or more of the voting share capital and charter capital prior to the capital increase												
1	None											

Cap. Tho. 21. April 2026
 LEGAL REPRESENTATIVE
 CHAIRMAN OF THE BOARD OF DIRECTORS
 THƯƠNG MẠI
 CỔ PHẦN
 VIỆT NAM
 THƯƠNG TÍN
 THANH PHỐ CẦN THƠ
 DUONG NHAT NGUYEN

Chay

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Vietnam Thuong Tin Commercial Joint Stock Bank

Share capital: VND 15.547.705.970.000.

Voting share capital: VND 15.547.705.970.000.

Total number of shares: 1.554.770.597 shares.

Par value: VND 10.000.

LIST OF SHAREHOLDERS AND SHAREHOLDING PERCENTAGES OF SHAREHOLDERS HOLDING 5% OR MORE OF THE VOTING SHARE CAPITAL AND CHARTER CAPITAL AFTER THE THIRD CAPITAL INCREASE

No.	Shareholder name	Name of related person of the shareholder	Nationality (including shareholders, legal representatives of institutional shareholders, and shareholders' related persons)	Registered office address of the institutional shareholder	Business registration number of the shareholder and its related institutional persons	Identity card/Citizen identity card/Passport number, date of issue, and place of issue (or personal identification number) of Vietnamese nationals (including shareholders, legal representatives of institutional shareholders, and related persons of	Passport for foreign individuals (including shareholders, legal representatives of institutional shareholders, and related persons of shareholders who are foreign nationals)	Legal representative (in case the shareholder/related person is an organization)	ID card/Citizen identity card/Passport number, date of issue, or personal identification number of the legal representative (in case the shareholder/related person is an organization)	Relationship between the shareholder and the related person	Shareholding of the shareholder and related persons in the Reporting credit institution	
											Number of shares	Percentage (%) of total shares
1	2	3	4	5	6	7	8	9	10	11	12	13
Shareholders holding 5% or more of the voting share capital and charter capital prior to the capital increase												
1	None											

Can Tho, 21 April 2026

LEGAL REPRESENTATIVE
CHAIRMAN OF THE BOARD OF DIRECTORS
CÔNG PHÁN VIỆT NAM THƯƠNG TÍN
THÀNH PHỐ CẦN THƠ
DUONG NHAT NGUYEN

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