

No. : .../2025/TTQT-NHNA

Ho Chi Minh City, March ... 2025

PROPOSAL
ON THE APPROVAL OF THE PLAN FOR PRIVATE PLACEMENT OF
CONVERTIBLE BONDS**To: THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

- Pursuant to the Law on Credit Institutions No. 32/2024/QH15 dated January 18th, 2024 and the implementing, amending and supplementing documents;
- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17th, 2020 and the implementing, amending and supplementing documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26th, 2019 and the implementing, amending and supplementing documents;
- Pursuant to the Charter of Nam A Commercial Joint Stock Bank.

The Board of Directors (BOD) of Nam A Commercial Joint Stock Bank (Nam A Bank) respectfully submits to the 2025 Annual General Meeting of Shareholders (AGM) for approval the Plan for the Private Placement of Convertible Bonds with the following key points:

I. NEED FOR PRIVATE PLACEMENT OF CONVERTIBLE BONDS.

1. To increase the scale of operating capital and supplement medium- and long-term capital for credit activities at Nam A Bank.
2. To implement Nam A Bank's charter capital increase plan by converting convertible bonds into common shares in accordance with the Placement Plan.

II. PLAN FOR THE PRIVATE PLACEMENT OF CONVERTIBLE BONDS.**Details of the private placement of convertible bonds.**

The Plan for the Private Placement of Convertible Bonds (Placement Plan) will have some main contents as follows:

- | | |
|-----------------------|---|
| a. Type of bonds | Convertible bonds, without warrants and unsecured. |
| b. Bond term | Up to 5 (five) years from the issuance date. The AGM delegates and authorizes the Board of Directors (BOD) to determine the specific bond term. |
| c. Bond interest rate | Fixed and/or floating interest rate, depending on market conditions at the time of issuance. The AGM delegates and authorizes the BOD to decide based on market conditions at the time of issuance. |

- d. Currency for issuance and payment Vietnamese Dong (dong) and/or as per the regulations on issuance currency in foreign markets (if issued in foreign markets).
- e. Issuance market Bonds will be offered in domestic or international markets. The AGM delegates and authorizes the BOD to select the issuance market.
- f. Total face value of bonds Up to 2,000,000,000,000 dong and/or an equivalent value in the currency and face value specified in foreign markets (if issued in foreign markets), issued in one or multiple tranches. The AGM authorizes the BOD to decide the issuance value of each tranche.
- g. Issuance volume Up to 20,000 convertible bonds with face value in VND and/or up to the volume regulated in foreign markets, converted from the issuance value (if issued in foreign markets).
- h. Issuance method Private placement through issuance agents and/or underwriting agents and/or direct sales to investors. The AGM delegates the BOD to decide on the issuance method in accordance with current legal regulations.
- i. Expected issuance timeline Expected in 2025 or 2026. The AGM delegates and authorizes the BOD to decide the issuance timing based on market conditions, subject to approval from competent authorities.
- j. Terms of bond conversion
- ❖ Conversion period: Not exceeding the bond term. The AGM delegates and authorizes the BOD to determine the conversion period, number of conversion phases, and specific timing for each phase.
 - ❖ Principles and conversion price: Conversion may be performed in one or multiple phases until all issued bonds are converted. The conversion price shall be determined by the BOD as authorized by the AGM, but not lower than the book value per share of Nam A Bank based on the consolidated Annual Financial Statements or the consolidated Semi-Annual Financial Statements audited or reviewed by the qualified auditors closest to the date of signing the Contract for the sale of the convertible bonds with the investors.

The AGM delegates and authorizes the BOD to determine the conversion rate, the conversion rate and/or the method of determining the specific conversion rate for each conversion phase when implementing the issuance, the anti-dilution conditions and other relevant provisions on the basis of the principle of no less than the book value guarantees as above.

- ❖ Adjustment of conversion price: The conversion price may be adjusted in case of share dilution events. The AGM delegates and authorizes the BOD to adjust the conversion price (if applicable) in accordance with market conditions and legal regulations before conversion.
- ❖ Conversion ratio: Determined as the bond face value divided by the conversion price determined at the time of conversion. The number of shares received after converting from convertible bonds will be rounded down to the nearest whole share. Fractional shares will be canceled, and Nam A Bank will not pay for fractional shares canceled.
- ❖ Investor requirements: Investors must comply with legal regulations on shareholding limits and maximum ownership ratios for foreign investors when converting convertible bonds.
- ❖ Conversion conditions: Conversion will only occur after the State Bank of Vietnam approves the increase in charter capital, as per its regulations and legal provisions.

k. Other terms and commitments As specified in the terms and conditions of the convertible bonds, based on current legal regulations. The AGM delegates the BOD to decide in compliance with legal regulations, including deposit procedures, early redemption terms, and rights to purchase new shares in case of additional issuance.

III. PROPOSAL.

To facilitate and proactively implement procedures in compliance with legal regulations related to the private placement of convertible bonds, the BOD respectfully submits to the AGM the following proposals:

1. Approve the Plan for the Private Placement of Convertible Bonds attached to this Proposal.

2. Authorize the BOD to decide on all matters related to the convertible bond placement plan and the plan for issuing shares to convert the bonds, in accordance with legal regulations, including but not limited to the following:
 - Decide on specific issues assigned in the Placement Plan; determine (i) the conversion price and specific conversion ratio at the time of conversion, (ii) the specific terms and conditions of the bonds, including but not limited to matters/contents not specifically detailed in this Placement Plan;
 - Select and appoint organizations providing services related to the issuance, including but not limited to advisory organizations for bond offering documents, issuance agents, bond registration and custody organizations, underwriting organizations (if any), and credit rating agencies (if any);
 - Decide on the content of transaction contracts with investors, agreements, and documents in which Nam A Bank is a party to sign or issue in relation to the bond issuance (collectively referred to as “Transaction Documents”);
 - Develop a plan and detailed strategy for utilizing proceeds from the bond issuance;
 - If necessary, the BOD may change/adjust the Placement Plan and the plan for utilizing proceeds from the bond offering to ensure the highest benefits for Nam A Bank and its shareholders. Such changes/adjustments must be within the authority of the BOD and comply with relevant legal regulations;
 - Plan the allocation of resources and methods for paying bond interest and principal based on the actual situation of Nam A Bank at the time of issuance, as required by investors and competent state authorities (if applicable);
 - Sign, execute, and fulfill obligations, commitments, and agreements of Nam A Bank in the Transaction Documents;
 - Sign and/or deliver all documents and notices to be signed and/or delivered by Nam A Bank under the Transaction Documents;
 - Decide and execute all other necessary tasks in accordance with legal regulations, Nam A Bank’s Charter, and the Transaction Documents to complete the bond issuance under the Placement Plan, including appointing and authorizing individuals to sign related documents and opening bank accounts for bond issuance purposes;
 - Organize and carry out tasks related to the offering, registration, and custody of convertible bonds, including but not limited to the following: (i) deciding on the documents and materials submitted to the State Securities Commission, relevant state authorities, in compliance with legal regulations on offering, registration, and custody of bonds; (ii) liaising and providing explanations to competent authorities and other related entities regarding the registration documents and other matters related to the bond offering;
 - Actively identify and create a list of investors interested in purchasing bonds and select investors to participate in the bond offering;

- Execute other necessary tasks to successfully offer privately placed convertible bonds, register the bonds with the Registration Agent, and address any matters arising during the bond circulation period;
- Depending on specific circumstances, the BOD may authorize the Chief Executive Officer to carry out part or all of the above tasks.

The BOD will report the implementation results at the next Annual General Meeting of Shareholders.

Respectfully submitted./.

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN**

Recipient:

- Shareholders of Nam A Bank;
- BOD, BOS;
- Archived: Office of BOD

Tran Ngo Phuc Vu

No.: .../2025/TTQT-NHNA

Ho Chi Minh City, March ... 2025

PRIVATE PLACEMENT PLAN FOR CONVERTIBLE BONDS

(Attached to Proposal No. 422/2024/TTQT-NHNA regarding the approval of the private placement plan for convertible bonds by Nam A Commercial Joint Stock Bank)

To: THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**PART I - INTRODUCTION TO THE ISSUER:**

1. Full name of the issuer: Nam A Commercial Joint Stock Bank.
2. English name: Nam A Commercial Joint Stock Bank.
3. Abbreviated name: Nam A Bank.
4. Type of business: Joint-stock company (public company).
5. Head office address: 201 - 203 Cach Mang Thang Tam, Ward 4, District 3, Ho Chi Minh City.
6. Telephone: (028) 3929 6699. Fax: (028) 3929 6688.
7. Website: www.namabank.com.vn.
8. Charter capital: 13,725,505,530,000 dong (In words: Thirteen trillion, seven hundred twenty-five billion, five hundred five million, five hundred thirty thousand dong).
9. Stock code: NAB (listed on HOSE).
10. Enterprise registration certificate number: 0300872315 issued by the Ho Chi Minh City Department of Planning and Investment, first issued on September 01st, 1992, revised for the 45th time on August 3rd, 2023.
11. Establishment and operation license: License No. 18/GP-NHNN issued by the State Bank of Vietnam on April 13rd, 2023 (replacing License No. 0026/NH-GP issued on August 22nd, 1992); Decision No. 1506/QD-NHNN amending the charter capital in the Establishment and Operation License of Nam A Commercial Joint Stock Bank issued by the State Bank of Vietnam on August 09th, 2023.
12. Account for receiving bond purchase payments for this offering: VCB_CN HCM – VND – NDT, Account number: 0071001359575 at the Joint Stock Commercial Bank for Foreign Trade of Vietnam – Ho Chi Minh City Branch (or another account based on actual circumstances at the time of implementing the plan).
13. Main business activities:
 - Accepting demand deposits, term deposits, savings deposits, and other types of deposits;

- Providing credit in the following forms: loans, discounting, rediscounting of negotiable instruments and other valuable papers, bank guarantees, issuance of credit cards, domestic factoring;
- Opening payment accounts for customers; providing domestic payment services: issuing payment instruments, executing payment services for checks, payment orders, collection orders, collection mandates, letters of credit, bank cards, collection and payment services;
- Opening accounts: accounts at the State Bank of Vietnam, accounts at other credit institutions and foreign bank branches;
- Organizing internal payments, participating in the national interbank payment system;
- Cash management services, banking consulting, financial consulting, management services, safekeeping of assets, leasing safes and safe deposit boxes;
- Consulting on corporate finance, mergers, acquisitions, and investment;
- Bidding, purchasing, and selling treasury bills, negotiable instruments, government bonds, State Bank of Vietnam bills, and other valuable papers in the money market;
- Trading government bonds and corporate bonds;
- Providing currency brokerage services;
- Issuing certificates of deposit, promissory notes, treasury bills, and bonds to raise capital as per the Law on Credit Institutions, the Securities Law, Government regulations, and State Bank guidelines;
- Borrowing from the State Bank under refinancing mechanisms as regulated by the Law on the State Bank of Vietnam and related guidelines;
- Lending, borrowing, depositing, and receiving deposits from credit institutions, foreign bank branches, and financial institutions both domestically and internationally under the law;
- Contributing capital, purchasing shares as regulated by law and State Bank guidelines;
- Entrusting, receiving entrustment, and acting as agents in banking-related activities, insurance, and asset management under the law;
- Trading and providing foreign exchange services in the domestic and international markets within the scope of State Bank regulations;
- Trading and offering derivative products on exchange rates, interest rates, foreign exchange, currency, and other financial assets in domestic and international markets;
- Securities custody services;
- Gold bullion trading;
- Insurance agency services;
- Leasing unused portions of Nam A Bank's business premises;
- Debt trading;

- E-wallet services;
- Offering derivative products on commodity prices;
- Investing in government bond futures contracts;
- Providing securities clearing and settlement services under the Securities Law; custody banking under securities regulations;
- Other activities (after approval from the State Bank of Vietnam).

PART II - PLAN FOR PRIVATE PLACEMENT OF CONVERTIBLE BONDS NAM A COMMERCIAL JOINT STOCK BANK

I. LEGAL BASIS FOR THE BOND ISSUANCE

1. Pursuant to the Law on Credit Institutions No. 32/2024/QH15 dated January 18th, 2024 and the implementing, amending and supplementing documents;
2. Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17th, 2020 and the implementing, amending and supplementing documents;
3. Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26th, 2019 and the implementing, amending and supplementing documents;
4. Pursuant to Decree No. 153/2020/ND-CP dated December 31st, 2020 on the offering and trading of privately placed corporate bonds in the domestic market and the offering of corporate bonds in international markets;
5. Pursuant to Decree No. 65/2022/ND-CP dated September 16th, 2022 amending and supplementing several articles of Decree No. 153/2020/ND-CP dated December 31st, 2020 on the offering and trading of privately placed corporate bonds in the domestic market and the offering of corporate bonds in international markets;
6. Pursuant to Decree No. 08/2023/ND-CP dated March 05th, 2023 amending, supplementing, and suspending the implementation of certain articles in decrees regulating the offering and trading of privately placed corporate bonds in the domestic market and the offering of corporate bonds in international markets;
7. Pursuant to Decree No. 155/2020/ND-CP dated December 31st, 2020 of the Government detailing the implementation of certain articles of the Law on Securities;
8. Pursuant to the Charter of Nam A Bank;
9. Other relevant legal documents.

II. PURPOSE OF ISSUANCE

1. To increase the scale of operational capital and supplement medium- and long-term capital sources to meet the credit demand of Nam A Bank.
2. To implement Nam A Bank's plan to increase charter capital by converting convertible bonds into common shares in accordance with the Placement Plan.

EXPLANATION OF COMPLIANCE WITH BOND OFFERING CONDITIONS

No.	Issuance Conditions	Compliance	Explanation
I	Conditions under Article 9 of Decree 153/2020/ND-CP		
1	The issuing enterprise is a joint-stock company.	Complied	Enterprise Registration Certificate No. 0300872315 issued by the Ho Chi Minh City Department of Planning and Investment, initially on September 01 st , 1992, and amended for the 45th time on August 03 rd , 2023.
2	The participants in the offering comply with Point b, Clause 1, Article 8 of Decree 153/2020/ND-CP, as amended in Clause 6, Article 1 of Decree 65/2022/ND-CP.	Complied	Commitment to comply with Articles 11 and 31 of the Law on Securities 2019 and Clause 6, Article 1 of Decree 65/2022/ND-CP.
3	Full payment of principal and interest on issued bonds or full settlement of due debts in the three consecutive years prior to the bond issuance.	Complied	The Issuer has fully paid the principal and interest of bonds issued and matured in the three consecutive years prior to this issuance. The Issuer has also fully settled all due debts during the same period. For outstanding bonds at the time of this issuance, the Issuer has fully paid the due interest. Principal obligations for these outstanding bonds have not yet arisen as of this issuance date.
4	Compliance with financial safety ratios and safety assurance ratios in activities as prescribed by specialized laws.	Complied	Nam A Bank complies with financial safety ratios and safety assurance ratios in operations as reported periodically to the State Bank of Vietnam (SBV).

5	Having an approved bond Placement Plan as per regulations.	Complied	The Placement Plan has been approved and accepted by the competent authority, namely the AGM.
6	Having audited financial statements for the preceding fiscal year, prepared by an eligible auditing organization as prescribed.	Complied	Separated and consolidated audited financial statements as of December 31 st , 2024.
7	The interval between private placements of convertible bonds must be at least six months from the completion date of the most recent offering.	Complied	Nam A Bank has not issued convertible bonds privately in the past six months.
8	The conversion of bonds into shares must comply with regulations on foreign investors ownership ratios as prescribed by law.	Complied	Nam A Bank commits to comply with regulations when issuing shares to convert convertible bonds.
II	Conditions Under Article 10 of Decree 153/2020/ND-CP, Amended in Clause 7, Article 1 of Decree 65/2022/ND-CP and Adjusted by Decree 08/2023/ND-CP		
1	The offering conditions specified in Article 9 of Decree 153/2020/ND-CP.	Complied	Fulfilled as detailed in Part I above.
2	Need for capital mobilization in multiple tranches consistent with the approved bond issuance purpose.	Complied	Nam A Bank requires multi-tranche capital mobilization, aligned with the approved issuance purpose, and this has been approved by the AGM.
3	Having a bond placement plan specifying the volume,	Complied	The multi-tranche placement plan, detailing specific volume, timing, and usage for each

	timing, and capital usage plan for each tranche.		tranche, has been approved by the AGM.
4	The distribution time for each tranche must not exceed 90 days from the date of pre-issuance information disclosure, and the total issuance time for all tranches must not exceed 12 months from the issuance date of the first tranche.	Complied	Nam A Bank commits to ensuring bond distribution complies with the specified timeline requirements.

III. TERMS AND CONDITIONS OF THE BONDS

1. Issuer: Nam A Commercial Joint Stock Bank.
2. Bond Name: Nam A Bank Convertible Bond.
3. Currency of Issuance and Payment: Vietnamese Dong (dong) and/or in compliance with currency regulations for issuance in foreign markets (if issued in foreign markets).
4. Type of Bond: Convertible bond, without warrants and unsecured.
5. Issuance Method: Private placement through issuance agents and/or underwriting agents and/or direct sales to investors. The AGM authorizes the BOD to determine and implement the issuance method in accordance with applicable laws.
6. Form of Bond: Registered bond.
7. Issuance Date: Expected in 2025, with the AGM delegating and authorizing the BOD to decide the issuance timing based on market conditions and approvals from competent authorities.
8. Maturity Date: Expected to be a maximum of five (5) years from the date of issuance completion.
9. Bond Term: Maximum five (5) years from the issuance date. The AGM delegates and authorizes the BOD to determine the specific bond term.
10. Par Value of the Bond: Minimum of 100,000,000 dong per bond and in multiples of 100,000,000 dong and/or in compliance with par value regulations in foreign markets (if issued in foreign markets).
11. Estimated Number of Convertible Bonds to Be Issued: Maximum of 20,000 convertible bonds with par value in VND and/or as per foreign market regulations converted from the issuance value (if issued in foreign markets).
12. Issuance Price: Convertible bonds will be issued at 100% of their par value.

13. Estimated Total Value of Convertible Bonds to Be Issued (Par Value): Maximum of 2,000,000,000,000 dong and/or an equivalent value in currency and par value regulations in foreign markets (if issued in foreign markets).
14. Coupon Rate: Fixed and/or floating interest rate, depending on market conditions at the time of issuance. The AGM delegates and authorizes the BOD to decide based on market conditions at the issuance time.
15. Issuance Phases and Plan:

Issuance Phase	Expected Number of Convertible Bonds	Expected Issuance Value (at face value, VND)	Expected Issuance Timing
Phase 1	10,000	1,000,000,000,000	From Quarter III - IV 2025
Phase 2	10,000	1,000,000,000,000	From Quarter IV 2025 to Quarter I 2026
Total	20,000	2,000,000,000,000	

In the event that the entire issuance of convertible bonds for each Phase is not sold as originally planned, the unsold quantity will be carried over to the next issuance phase.

The AGM authorizes the BOD to decide on the issuance timing, adjust the number of issuance phases, modify the number of bonds issued, and determine the issuance dates (if necessary) for each phase, based on the market demand and the disbursement situation of Nam A Bank, ensuring that the total number of bonds issued does not exceed the originally planned quantity.

16. Method of Payment for Principal and Interest: The interest on the bonds will be paid on the 12th (twelfth) month following the Issuance Date, from the Issuance Date until maturity or the Early Redemption Date as specified in the public disclosure of the issuance. The principal will be repaid in a single payment on the Maturity Date or Early Redemption Date, as specified in the public disclosure of the issuance.
17. Issuance Market: The bonds will be offered on either the domestic or international market. The AGM authorizes the BOD to select the issuance market.
18. Terms for Bond Conversion:
 - Conversion Period: The conversion period shall not exceed the bond's maturity. The AGM authorizes the BOD to decide the conversion period, the number of conversion phases, and the specific conversion dates for each phase.
 - Conversion Principles and Price: Conversion can be carried out once or multiple times, in accordance with the number of conversion phases, until all issued bonds are converted.

The conversion price is determined by the AGM, and the BOD is authorized to set this price, which shall not be lower than the book value per share of Nam A Bank based on the consolidated Annual Financial Statements or the consolidated Semi-Annual Financial Statements audited or reviewed by the qualified auditors closest to the date of signing the Contract for the sale of the convertible bonds with the investors.

- The AGM authorizes the BOD to decide the conversion price, conversion ratio, or method of determining the conversion price for each conversion phase during the issuance, including anti-dilution measures and any other related terms, ensuring that the price is not lower than the book value as specified above.
 - Conversion Price Adjustment: The conversion price will be adjusted in the event of share dilution. The AGM authorizes the BOD to adjust the conversion price (if any adjustments are necessary) in accordance with market conditions and in compliance with legal regulations before proceeding with the conversion.
 - Conversion Ratio: The conversion ratio is calculated as the face value of the bond divided by the conversion price determined at the time of conversion.
 - Number of Shares After Conversion: The number of shares received after converting from convertible bonds will be rounded down to the nearest whole share, and any fractional shares will be canceled. Nam A Bank is not required to pay any amount for the canceled fractional shares.
 - Investor Eligibility: Investors purchasing convertible bonds must comply with current legal regulations regarding capital contribution limits, share purchase limits, and the maximum ownership ratio for foreign investors when converting the convertible bonds.
 - Conversion Conditions: Bond conversion into shares can only occur after receiving approval from the State Bank of Vietnam for increasing the charter capital in accordance with the State Bank's regulations and applicable laws.
19. Cases, Conditions, Terms, and Commitments of the Issuing Entity Regarding Early Bond Redemption and Bond Conversion:
- Depending on the actual situation, the early redemption of bonds by Nam A Bank aims to restructure capital, reduce debt obligations, save costs, and minimize interest rate risk. The convertible bonds may be partially or fully redeemed, provided that after the redemption, the safety ratios and limits set by the State Bank of Vietnam are maintained and in accordance with legal requirements. Additionally, if an Investor exercises the right to convert bonds into shares, and the foreign ownership ratio at the time of conversion does not meet the requirements for conversion, the issuing organization will redeem the bonds.
 - Nam A Bank may redeem convertible bonds at any time before the maturity date. The redemption price, timing, and specific redemption conditions will be decided by the BOD, depending on market conditions and the specific provisions set forth in the terms and conditions of the convertible bonds.
 - Mandatory Redemption at Investor's Request:

- + If the issuing company violates laws related to the offering or trading of corporate bonds as per the decision of the competent authority, and the violation cannot be rectified, or the remedy is not approved by bondholders representing 65% or more of the total outstanding bonds of the same type, the investors has the right to request redemption.
- + If the issuing company violates the bond placement plan and the violation cannot be rectified, or the remedy is not approved by bondholders representing 65% or more of the total outstanding bonds of the same type, the investors has the right to request redemption.

20. Key financial indicators of the company for the last three consecutive years prior to the year of issuance and changes after issuance (if any), including:

Unit: Million VND

Indicator	31/12/2024	31/12/2023	31/12/2022
Equity Capital	19,228,533	15,241,792	12,649,780
<i>1. Capital of Credit Institutions</i>	13,725,604	10,580,866	10,036,613
<i>a. Charter Capital</i>	13,725,506	10,580,416	8,464,347
<i>b. Basic Construction and Equipment Purchase Capital</i>	10	10	10
<i>c. Share Premium</i>	63	415	1,572,231
<i>d. Other Capital</i>	25	25	25
<i>2. Funds</i>	2,174,392	1,447,731	1,051,414
<i>3. Undistributed Profit</i>	3,388,537	3,213,195	1,561,753
<i>4. Revaluation Difference of Assets</i>	-	-	-
<i>5. Exchange Rate Difference</i>	-	-	-
Total Liabilities	225,840,450	194,654,447	164,928,954
+ Bank Loans	1,481,021	1,204,707	1,064,988
+ Bond Issuance Debt	3,960,000	3,710,000	500,000
+ Other Liabilities	220,399,829	189,739,740	163,363,966
<i>Customer Deposits</i>	158,334,003	145,428,945	124,993,335

Indicator	31/12/2024	31/12/2023	31/12/2022
<i>Deposits and Loans from Other Credit Institutions</i>	39,196,315	24,021,674	21,344,036
<i>Issued Valuable Papers (excluding bonds)</i>	16,046,940	14,748,868	11,883,663
Debt-to-Asset Ratio	92.13%	92.74%	92.88%
Debt-to-Equity Ratio (times)	11.71%	12.77%	13.04%
Bond Debt-to-Equity Ratio	20.53%	24.34%	3.95%
Profit Before Tax	4,545,398	3,303,952	2,267,979
Profit After Tax	3,607,093	2,621,619	1,807,876
Return on Assets (ROA)	1.55%	1.29%	1.06%
Return on Equity (ROE)	20.61%	18.57%	15.02%

Some financial indicators expected to change after issuance:

Indicator (consolidated)	Change After Issuance (million dong)
Total Liabilities	227,840,850
+ Including Bond Issuance Debt	5,960,000
Debt-to-Asset Ratio	92.21%
Debt-to-Equity Ratio	11.83%
Bond Debt-to-Equity Ratio	30.94%
Other Indicators	No change

Note: The above data represents the projected changes after issuance based on the figures as of 31/12/2024, assuming all other indicators remain unchanged.

21. Capital Adequacy Indicators:

No.	Indicators	Change After Issuance (Expected)	31/12/2024	31/12/2023	31/12/2022	Limit of SBV
1	Minimum Capital Adequacy Ratio (CAR, %)	12.66%	12.66%	11.16%	8.92%	≥ 8%

2	Liquidity Ratio (%)					
2.1	Cash Reserve Ratio		23.42%	20.38%	16.37%	≥ 10%
2.2	Liquidity Ratio within 30 Days (VND)		87.83%	87.74%	91.93%	≥ 50%
2.3	Liquidity Ratio within 30 Days for USD and Other Foreign Currencies		282.65%	254.73%	None	≥ 10%
3	Short-Term Funding Used for Medium and Long-Term Loans (%)	21.09%	22.33%	19.93%	23.65%	≤ 34%
4	Loan-to-Deposit Ratio (%)	76.28%	76.98%	75.05%	74.70%	≤ 80% ≤ 85% (from 2020)
5	Foreign Currency and Gold Position as a Percentage of Equity (%)					
5.1	Positive Foreign Currency Position as a Percentage of Equity		0.19%	0.09%	2.77%	≤ 18%
5.2	Negative Foreign Currency Position as a		4%	1.11%	0	≥ -18%

	Percentage of Equity					
5.3	Gold Position at the End of the Day as a Percentage of Equity		0%	0.01%	0.01%	≤ 1%
6	Government Bonds and Government-Guaranteed Bonds as a Percentage of Average Total Liabilities		5.4%	7.47%	9.52%	≤ 27%

Note: The above data represents the projected changes after issuance based on the figures as of December 31st, 2024, assuming all other indicators remain unchanged.

22. Payment status of interest, principal on issued bonds, and maturing debts (excluding bond debts) for the last three consecutive years before the bond offering: Nam A Bank ensures full compliance with its obligations, with no overdue debts arising.
23. Report on the issuance and use of capital for outstanding bonds, payment of interest and principal on issued bonds in the last three consecutive years before the bond offering:

Unit: Million VND

Indicator	Year 2024	Year 2023	Year 2022
Opening balance	3,710,000	500,000	700,000
Total bond issuance during the year	2,960,000	3,410,000	300,000
Interest and principal on bonds paid			
- <i>Interest on bonds paid</i>	244,482	62,707	44,600
- <i>Principal on bonds paid</i>	2,710,000	200,000	500,000
Outstanding bond debt (at the end of the year)	3,960,000	3,710,000	500,000

Use of bond capital	Supplementing capital for loans, adding mandatory reserves at the State Bank in case the capital raised from bond issuance is temporarily idle due to disbursement progress	Supplementing capital for loans, adding mandatory reserves at the State Bank in case the capital raised from bond issuance is temporarily idle due to disbursement progress	Increasing the operational capital size of Nam A Bank and meeting loan demand for Nam A Bank during each period
Plan for interest/principal bond payments	Payment in accordance with the terms and conditions of the bonds as stated in the information disclosure at the time of bond purchase	Payment in accordance with the terms and conditions of the bonds as stated in the information disclosure at the time of bond purchase	Payment in accordance with the terms and conditions of the bonds as stated in the information disclosure at the time of bond purchase
Legal violations related to the issuance of corporate bonds in the last three consecutive years before the bond offering	None	None	None

24. Assessment of the financial situation and the ability to settle due debts of the enterprise, and the ability to repay the bonds expected to be issued: Nam A Bank ensures its financial capacity and the ability to settle due debts according to the plan, honoring commitments to investors, and complying with legal regulations.
25. Auditor's opinion on the financial statements or review opinion on the financial statements: Based on the audited financial statements (separate and consolidated) for 2024 performed by the auditing firm chosen by Nam A Bank, the audit opinion on the financial statements is an unqualified opinion.
26. Method of bond issuance: The bonds will be issued privately through the issuance agent and/or underwriters and/or directly to investors.
27. Targeted bond offer recipients: The targeted bond purchasers are professional securities investors and strategic investors, with the number of strategic investors not exceeding 100. Additionally, they must comply with current legal regulations on capital

- contribution, share purchase limits, and maximum foreign ownership percentage when converting convertible bonds.
28. Issuer's commitment to public information disclosure: Nam A Bank commits to disclosing information about the convertible bond issuance in accordance with the law and takes legal responsibility for the content and accuracy of the disclosed information.
 29. Terms of bond registration and custody according to regulations: The privately issued convertible bonds will be registered and deposited with the Vietnam Securities Depository and Clearing Corporation in accordance with current regulations.
 30. Terms of bond transactions according to regulations:
 - The privately issued convertible bonds will be registered for trading at the Stock Exchange according to current regulations.
 - The transaction and transfer of privately issued convertible bonds are restricted for a minimum of 03 years for strategic investors and a minimum of 01 year for professional securities investors from the completion of the issuance, except for transfers between professional securities investors or in accordance with a valid court ruling, arbitration decision, or legal inheritance.
 31. Rights and Responsibilities of Bond Investors:
 - a. Rights of Bond Investors
 - Bondholders will be provided with full information by Nam A Bank in accordance with the regulations in Decree 153, Decree 65, and any amendments or supplements (if any). They have the right to access the bond issuance documents upon request.
 - Bondholders are entitled to receive full and timely payment of principal and interest when due, as specified in the issuance terms.
 - Bondholders may transfer, gift, inherit, discount, or use the bonds as collateral in civil and commercial relationships in accordance with the law.
 - They are allowed to pledge the bonds at other credit institutions in accordance with the relevant provisions on loan security if the credit institution agrees.
 - They have the right to request Nam A Bank to repurchase the bonds before maturity, in accordance with Article 7, Clause 3 of Decree 153, as amended by Decree 65, and the repurchase terms and conditions specified in the Placement Plan.
 - Bondholders can request the bond seller to provide the full information disclosed by Nam A Bank in accordance with Decree 153 (amended by Decree 65 and Decree 08) when purchasing bonds on the secondary market.
 - Bond investors have voting rights on matters related to the Bonds at the Bondholders' Meeting or through written consultations. A resolution or decision is considered valid if approved by at least 65% of the total outstanding bonds of the same type.

- The approval rate for decisions on terms and conditions after a successful issuance: subject to Nam A Bank's competent authority's approval and the consent of bondholders representing 65% or more of the total outstanding bonds of the same type.
 - Other rights as specified in the Bond Subscription Agreement and relevant legal provisions.
- b. Responsibilities of Bond Investors:
- To access the fully disclosed information from Nam A Bank; fully understand the Placement Plan, terms and conditions of the bonds, and other commitments by Nam A Bank before deciding to purchase and trade the bonds.
 - To understand the risks involved in investing in and trading bonds; to ensure compliance with regulations on investor eligibility and the trading of corporate bonds as stipulated in Decree 153, Decree 65, and relevant legal provisions.
 - To independently evaluate and take responsibility for their investment decisions, bearing all associated risks in bond investments and transactions. The State does not guarantee that Nam A Bank will fully and timely pay interest, principal, or other rights to bond investors.
 - Before purchasing bonds (both on the primary and secondary markets), the investors must sign a confirmation letter stating that they have complied with the aforementioned regulations and accept responsibility for their decision to purchase the bonds after signing this confirmation. The confirmation letter must follow the form provided in Appendix V issued with Decree 65 and must be stored in the bond offering file at the time of bond issuance or with the securities company where the investors conducts the bond transaction, in accordance with the law.
 - Bond transactions must comply with the provisions of Article 16 of Decree 153 (amended by Decree 65); investors are prohibited from selling or co-investing in bonds with non-professional securities investors in any form.
 - When selling bonds on the secondary market, investors must provide the full disclosure of information from Nam A Bank as specified in Decree 153 (amended by Decree 65) to the bond buyers.
 - Investors are responsible for fulfilling any tax obligations arising from taxable income related to their bond investment.
 - Additional responsibilities as specified in the Bond Subscription Agreement and relevant legal provisions.
32. Rights and Responsibilities of Nam A Bank:
- Nam A Bank has the right to use all the funds raised from the bond issuance for the stated purposes and to enjoy all other rights under the law and the Bond Documents.

- Nam A Bank will prepare (on the issuance date) a list of bondholders for the purpose of submitting the registration file and depositing the bonds with the Vietnam Securities Depository and Clearing Corporation in accordance with regulations.
 - Nam A Bank will make payments of principal, interest, and any other obligations related to the bonds (if any) to the Bondholders at each and all times that Nam A Bank is obligated to make these payments in accordance with the bond offering documents and legal requirements.
 - Nam A Bank commits to maintaining its legal status as a company operating under the laws of Vietnam, fully complying with the disclosure requirements, managing financial documents and accounting systems, fulfilling tax obligations, and conducting all transactions in accordance with the law and the bond offering documents.
 - Compliance with the legal regulations on bond issuance.
 - Nam A Bank is responsible for managing and using the funds raised from the bond issuance according to the approved Placement Plan and legal regulations.
 - Nam A Bank is legally responsible for the accuracy, truthfulness, and completeness of the bond offering documents and the disclosed information; it will implement the financial, accounting, statistical, and auditing management systems as required by law.
 - Nam A Bank is responsible for explaining to investors all information related to the Placement Plan, legal risks, investment risks, risks associated with the use of capital, the rights, benefits, and legal responsibilities of the issuer and the investors.
 - Other rights and obligations as specified in the Bond Subscription Agreement and relevant legal provisions.
33. Responsibilities and obligations of each organization or individual providing services related to the bond issuance: These responsibilities are specified in the service provision contracts related to each specific bond issuance.
34. Criteria for selecting strategic investors and list of strategic investors:
- Selection criteria: Investors with financial potential, technological expertise, and a commitment to collaborate with the company for at least 3 years; those who can support Nam A Bank in its business activities, have the ability to participate in and advise on corporate governance, and align with Nam A Bank's development needs.
 - Investor list: The BOD is authorized to select investors who meet these criteria, ensuring that the total number of investors does not exceed 100.
35. Plan for allocating funds and methods of paying interest and principal on bonds:
- Source allocation plan for paying interest and principal: Nam A Bank will use legal sources of funds such as accumulated interest from customer loans funded by the bonds, general operating capital, business income, and other legal sources to pay the principal and interest on bonds when due.

- Principal payment: Paid in full on the maturity date via bank transfer or cash. If the maturity date falls on a holiday, payment will be made on the next working day.
 - Interest payment: Paid annually via bank transfer or cash. The interest payment date will coincide with the bond issuance date. If the interest payment date falls on a holiday, payment will be made on the next working day.
36. Other commitments to bond investors: None
37. Other terms and conditions: The AGM authorizes the BOD to develop and decide on adjustments, amendments, or additions to the contents of this Placement Plan based on market analysis and notify bondholders, including but not limited to: terms for early bond repurchase, the right to purchase new shares for investors in case of additional issuance by the issuer, in compliance with legal regulations and to protect the interests of investors.

IV. PLAN FOR USING FUNDS RAISED FROM THE BOND ISSUANCE:

The total amount of funds raised from the offering is expected to be used as follows:

Round	Purpose of Fund Usage	Issue Value (at par value, dong)	Capital Usage Plan
1	Increase operational capital, supplement medium- to long-term funding for medium- to long-term credit needs.	1,000,000,000,000	From Quarter III - IV 2025
2	Increase operational capital, supplement medium- to long-term funding for medium- to long-term credit needs.	1,000,000,000,000	From Quarter IV 2025 to Quarter I 2026
Total		2,000,000,000,000	

In the event that the funds raised from the bond issuance are temporarily idle due to disbursement delays, they will be used by the Nam A Bank to supplement the mandatory reserves at the State Bank of Vietnam in accordance with regulations. The BOD will decide on the allocation and adjustment of the detailed fund usage plan based on the actual situation of Nam A Bank, ensuring compliance with legal requirements.

PART III - PLAN FOR ISSUANCE OF SHARES FOR CONVERSION OF CONVERTIBLE BONDS, INCREASE IN CHARTER CAPITAL

Plan for issuance of shares for conversion for Convertible Bondholders as outlined in Part II of this plan (hereinafter referred to as "Shares"):

1. Type of securities to be issued: Common shares
2. Issuance currency: Vietnamese Dong (dong)

3. Nominal value: 10,000 dong/share
4. Issuance timing: Within the conversion period and corresponding with the conversion schedule of each bond conversion as specified in Part II of this plan, and will increase charter capital according to the number of shares issued for conversion.

In cases where the bondholder's conversion results in ownership of 25% or more of the outstanding shares of the Issuing Organization, or in other cases requiring a public tender offer under the Securities Law or related amendments:

- The investors will not be permitted to convert and/or exercise purchase rights for the number of shares exceeding the allowable threshold; or
 - The Issuing Organization will seek shareholder approval via written consent for an exemption from the public tender offer for the investor.
5. Total shares to be issued: Equal to the number of convertible bonds held by the investors and eligible for conversion, multiplied by the number of shares granted for each bond converted.
 6. Total nominal value of shares issued: Dependent on the actual number of shares issued.
 7. Issuance targets: Convertible bondholders; subject to compliance with current legal regulations on investment limits, share purchases, and maximum foreign ownership percentages during bond conversions. Share conversion can only occur after approval from the State Bank of Vietnam for the capital increase according to legal requirements.
 8. Number of issuance rounds: Corresponding to the number of convertible bond conversion rounds outlined in Part II of this plan.
 9. Purpose of the issuance: To convert convertible bonds into common shares.
 10. Issuance price: Equivalent to the bond conversion price as defined in Section IV, Part II of this proposal.
 11. Foreign ownership ratio during conversion: The AGM authorizes the BOD to follow necessary procedures (if any) to ensure foreign ownership ratios comply with current legal regulations when issuing shares for bond conversion.
 12. Handling of fractional shares arising from conversion: The number of shares received after conversion will be rounded down to the nearest whole number, with any fractional shares being canceled. Nam A Bank will not be required to pay any amounts for canceled fractional shares.
 13. Transfer regulations: Shares issued for conversion will be freely transferable once the conversion and related procedures are completed. If the bond conversion occurs before the end of the transfer restriction period, the issued shares will be subject to the remaining transfer restrictions of the convertible bonds.
 14. Date for recognizing increased charter capital: The increased charter capital will be recognized on the date Nam A Bank receives the updated Business Registration Certificate from the Ho Chi Minh City Department of Planning and Investment reflecting the new charter capital amount.

15. Registration, custody, and listing of shares: All converted shares will be registered with the Vietnam Securities Depository and Clearing Corporation (VSDC) and will be eligible for trading on the Stock Exchange according to current regulations for shares of Nam A Bank.
16. Other provisions: The AGM authorizes the BOD to formulate and decide on other relevant matters.

PART IV - AUTHORIZATION TO THE BOD

The AGM delegates and authorizes the BOD to decide all matters related to the issuance of convertible bonds, the issuance of shares for conversion of convertible bonds, in accordance with legal regulations, including but not limited to the following:

1. Decide on specific issues delegated in the Placement Plan; determine (i) the conversion price and conversion ratio at the time of conversion, (ii) the specific terms and conditions of the bonds, including but not limited to all issues and matters not yet specified in this Placement Plan;
2. Select and appoint organizations to provide services related to the issuance, including but not limited to consultants for the bond issuance file, issuing agents, registration and depository organizations, underwriters (if any), and credit rating agencies (if any);
3. Decide on the content of contracts with investors, agreements, and documents in which Nam A Bank is a signing party or issues related to the bond issuance (collectively referred to as "Transaction Documents");
4. Develop detailed plans for the use of funds raised from the bond issuance;
5. If necessary, the BOD has the right to amend/adjust the Placement Plan and the use of proceeds from the bond sale to ensure the highest benefit for Nam A Bank and its shareholders. Any amendments/adjustments to the Placement Plan and the use of funds by the BOD must be within the BOD's authority and comply with relevant legal regulations;
6. Develop a plan for arranging sources and methods of paying interest and principal on bonds according to investor and relevant government authority requirements (if any), based on the actual situation of Nam A Bank at the time of issuance;
7. Sign and transfer Transaction Documents; implement the obligations, commitments, and agreements of Nam A Bank in the Transaction Documents;
8. Sign and/or transfer all documents, notices that will be signed and/or transferred by Nam A Bank in the Transaction Documents;
9. Decide and perform all necessary tasks in compliance with the law, the Charter of Nam A Bank, and the Transaction Documents to complete the bond issuance as outlined in the Placement Plan, including appointing and assigning individuals authorized to sign related documents and opening bank accounts for the bond issuance purpose;
10. Organize and carry out all tasks related to the convertible bond offering, registration, and depository, including but not limited to the following: (i) decide on documents and

files to be submitted to the State Securities Commission, relevant government agencies related to the offering, registration, and depository of bonds in compliance with legal regulations, (ii) work and provide explanations to the authorities and relevant units regarding the offering registration file and other related issues;

11. Actively seek, compile a list of investors interested in purchasing bonds, and select the investors to participate in the bond issuance/sale;
12. Perform necessary tasks to successfully complete the private offering of convertible bonds, bond registration at the registration agent, depository, and related issues during the bond's circulation period;
13. Depending on the specific case, the BOD may delegate part or all of the above tasks to the CEO for implementation.

Above is the content of the Plan for the Private Placement of Convertible Bonds and the plan for issuing shares for the conversion of convertible bonds. The BOD respectfully submits it to the AGM for approval.

Respectfully submitted.

**FOR BOARD OF DIRECTORS
CHAIRMAN**

Recipients:

- Shareholders of Nam A Bank;
- BOD, BOS;
- Archived: Office of BOD.

Tran Ngo Phuc Vu