

No.: 462/2026/TTQT -NHNA

Ho Chi Minh City, March 20<sup>th</sup>, 2026

**PROPOSAL**  
**ON THE AMENDMENTS AND SUPPLEMENTS TO THE CHARTER OF**  
**NAM A COMMERCIAL JOINT STOCK BANK**

**To: THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

- Pursuant to the Law on Credit Institutions No. 32/2024/QH15 dated January 18<sup>th</sup>, 2024 and the implementing, amending and supplementing documents (Law on Credit Institutions);
- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17<sup>th</sup>, 2020 and the implementing, amending and supplementing documents (Law on Enterprises);
- Pursuant to Decree No. 135/2025/NĐ-CP dated June 12<sup>th</sup>, 2025 on the financial regime applicable to credit institutions, foreign bank branches, and the financial supervision and assessment of the investment efficiency of State capital at wholly State-owned credit institutions and credit institutions with State capital (Decree No. 135/2025/NĐ-CP);
- Pursuant to Circular No. 34/2024/TT-NHNN providing regulations on the reissuance of Licenses, and the supplementation of operational contents into the Licenses for the establishment and operation of commercial banks, foreign bank branches, and representative offices in Vietnam of foreign credit institutions and other foreign organizations conducting banking activities (Circular No. 34/2024/TT-NHNN);

The Board of Directors (BOD) of Nam A Commercial Joint Stock Bank (Nam A Bank) respectfully submits to the 2026 Annual General Meeting of Shareholders (AGM) for consideration and approval the amendments and supplements to the Charter of Nam A Bank with the following contents:

No.	Article/Clause to be amended	Current Charter Provision	Amended / Supplemented Provision	Basis / Reason for Amendment
1.	<b>Point c, Clause 1, Article 1 – Interpretation of Terms</b>	c. “Dividend” means an amount of net profit to pay for each Share in cash or using other assets from the remaining profits of Nam	c. “Dividend” means the amount of after-tax profit paid for each share in cash or other assets.	Adjusted pursuant to Clause 5, Article 4 of the Law on

No.	Article/Clause to be amended	Current Charter Provision	Amended / Supplemented Provision	Basis / Reason for Amendment
		A Bank after fulfilling financial obligations.		Enterprises as amended and supplemented.
2.	<b>Clause 3 Article 2. Name, form, head office, branches, transaction offices, representative offices, non-business units, wholly-owned foreign bank, and operating duration of Nam A Bank</b>	3. Registered head office of the Bank:  - Address: 201-203 Cach Mang Thang Tam, Ward 4, District 3, Ho Chi Minh City  - Telephone: (84.28) 3 929 6699  - Fax: (84.28) 3 929 6688  - Email: namabank@namabank.com.vn  - Website: www.namabank.com.vn	3. Registered head office of the Bank:  - Address: 201-203 Cach Mang Thang Tam, Ban Co Ward, Ho Chi Minh City.  - Telephone: (84.28) 3 929 6699  - Fax: (84.28) 3 929 6688  - Email: namabank@namabank.com.vn  - Website: www.namabank.com.vn	Revised to reflect the new administrative boundaries.
3.	<b>Clause 2 Article 13. Changes to Charter Capital</b>	2. Nam A Bank's Charter Capital may be increased from the following sources:  a. The Capital supplementary reserve fund; Surplus equity fund, residual earnings fund and other funds as provided in accordance with the provisions of Laws;  b. Public offering or private placement of shares;  c. Conversion of convertible bonds into ordinary shares;	2. The charter capital of Nam A Bank may be increased from the following sources:  a. The Capital supplementary reserve fund, the development investment fund, share premium, undistributed accumulated earnings, and other funds in accordance with the law;  b. Public offering of shares, private placement of shares;  c. Conversion of convertible bonds into ordinary shares;	Adjusted pursuant to Point b, Clause 1, Article 19 of Circular No. 34/2024/TT-NHNN.

No.	Article/Clause to be amended	Current Charter Provision	Amended / Supplemented Provision	Basis / Reason for Amendment
		<p>d. Capital provided by owners and capital contributors;</p> <p>e. Other sources in accordance with the provisions of Laws.</p>	<p>d. Capital provided by owners and capital contributors, and additional capital contributed by new capital-contributing members;</p> <p>e. Other sources as prescribed by law.</p>	
4.	<b>Article 14 – Operating Capital of Nam A Bank</b>	<p>1. Equity capital:</p> <p>a. Charter capital;</p> <p>b. Differences due to asset revaluation and exchange rate differences as prescribed by Laws;</p> <p>c. Surplus equity;</p> <p>d. The capital supplementary reserve funds, professional development investment funds, financial contingency funds;</p> <p>e. Undistributed profits;</p> <p>f. Other capital legally owned by credit institutions and foreign bank branches.</p> <p>2. Mobilized capital:</p> <p>a. Capital mobilized from deposits of organizations and individuals;</p> <p>b. Capital received for investment trust;</p> <p>c. Loans from domestic and foreign credit and financial institutions;</p> <p>d. Loan capital from State Bank;</p>	<p>1. Equity capital:</p> <p>a. Charter capital;</p> <p>b. Differences due to asset revaluation and exchange rate differences</p> <p>c. Surplus equity;</p> <p>d. The capital supplementary reserve funds, financial contingency funds, development investment funds;</p> <p>e. Undistributed accumulated profits and unhandled accumulated losses;</p> <p>f. Other capital legally owned by Nam A Bank.</p> <p>2. Mobilized capital:</p> <p>a. Capital mobilized from deposits and capital mobilized through issuance of certificates of deposit and bonds;</p> <p>b. Capital received for investment trust;</p> <p>c. Loans from credit institutions, financial institutions, and other organizations and</p>	Adjusted pursuant to Article 4 of Decree No. 135/2025/NĐ-CP

No.	Article/Clause to be amended	Current Charter Provision	Amended / Supplemented Provision	Basis / Reason for Amendment
		<p>e. Issuance of valuable papers.</p> <p>3. Other capital in accordance with the provisions of Laws.</p>	<p>individuals domestically and internationally;</p> <p>d. Loan capital from State Bank pursuant to applicable laws.</p> <p>3. Other capital in accordance with the provisions of Laws.</p>	
5.	<p><b>End of Clause 4, Article 22 – Rights of Shareholders</b></p>	<p>The request to convene a meeting of the General Meeting of Shareholders must be made in writing and must included the following content: full name, mailing addresses, nationalities, and legal document numbers of individual shareholders; name, business registration numbers or legal document numbers, headquarters addresses for institutional shareholders; quantities of shares and time of shares registration date of each shareholder, total quantity of shares of the group and their holdings of Nam A Bank; the basis and reasons for the request to convene the General Meeting of Shareholders; the signatures of the relevant shareholders or the request document must be prepared in multiple copies, with each copy containing the signature of at least one relevant shareholder.</p> <p>Accompanying the request to convene the</p>	<p>The request to convene a meeting of the General Meeting of Shareholders must be made in writing and must included the following content: full name, mailing addresses, nationalities, and legal document numbers of individual shareholders; name, business registration numbers or legal document numbers, headquarters addresses for institutional shareholders; quantities of shares and time of shares registration date of each shareholder, total quantity of shares of the group and their holdings of Nam A Bank; the basis and reasons for the request to convene the General Meeting of Shareholders; the signatures of the relevant shareholders or the request document must be prepared in multiple copies, with each copy containing the signature of at least one relevant shareholder.</p> <p>Accompanying the request to convene the meeting</p>	<p>Addition to clarify the accountability of shareholders/s hareholder groups when requesting to convene the General Meeting of Shareholders.</p>

No.	Article/Clause to be amended	Current Charter Provision	Amended / Supplemented Provision	Basis / Reason for Amendment
		meeting must be documents and evidence regarding the violations of the Board of Directors, the extent of the violations, or decisions that exceed its authorities.	must be documents and evidence regarding the violations of the Board of Directors, the extent of the violations, or decisions that exceed its authorities. Shareholders or groups of shareholders shall be fully responsible before the law for the accuracy and truthfulness of the documents and evidence provided to competent authorities, organizations, and individuals when making the request to convene the General Meeting of Shareholders.	
6.	<b>Clause 1, Article 27 – Right to Attend the General Meeting of Shareholders</b>	<p>1. The list of shareholders entitled to attend the General Meeting of Shareholders is based on the bank's Register of Shareholder.</p> <p>The list of shareholders entitled to attend the General Meeting of Shareholders must be established no more than 10 (ten) days before the date on which the invitation notice of the General Meeting of Shareholders is sent. Nam A Bank must publicly announce information regarding the establishment of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 (twenty) days</p>	<p>1. The list of shareholders entitled to attend the General Meeting of Shareholders is based on the bank's Register of Shareholder and the securities holder register .</p> <p>The list of shareholders entitled to attend the General Meeting of Shareholders must be established no more than 10 (ten) days before the date on which the invitation notice of the General Meeting of Shareholders is sent. Nam A Bank must publicly announce information regarding the establishment of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 (twenty) days</p>	Supplemented to comply with Clause 1, Article 141 of the amended and supplemented Law on Enterprises.

No.	Article/Clause to be amended	Current Charter Provision	Amended / Supplemented Provision	Basis / Reason for Amendment
		before the final registration date.	before the final registration date.	
7.	<b>Clause 9, Article 46 – Composition and Term of the Board of Directors</b>	9. An individual can only be elected as an independent member of the Board of Directors of Nam A Bank for a maximum of two (02) consecutive terms.	This provision is removed.	Adjusted to comply with the standards and conditions applicable to independent members of the Board of Directors as prescribed in Point đ, Clause 2, Article 41 of the Law on Credit Institutions..
8.	<b>Clause 3, Article 69 – Financial Regime</b>	Not yet provided.	3. The General Meeting of Shareholders assigns and authorizes the Board of Directors to promulgate the Financial Regulation of Nam A Bank in accordance with applicable laws from time to time.	Supplemented to comply with Clause 1, Article 37 of Decree No. 135/2025/NĐ-CP.
9.	<b>Clause 2, Article 70 – Distribution of profits and Funds</b>	2. Annually, Nam A Bank allocates from after-tax profits to establish and maintain the following funds:  a. The Capital supplementary reserve fund is set aside annually at the rate of 10% of after-tax profits. The maximum level of this fund must not exceed the charter capital of Nam A Bank;	2. Annually, Nam A Bank allocates from after-tax profits to establish and maintain the following funds:  a. The Capital supplementary reserve fund is set aside annually at the rate of 10% of after-tax profits. The maximum level of this fund must not exceed the charter capital of Nam A Bank;	Supplemented pursuant to Clause 4, Article 27 of Decree No. 135/2025/NĐ-CP.

No.	Article/Clause to be amended	Current Charter Provision	Amended / Supplemented Provision	Basis / Reason for Amendment
		b. Financial contingency fund; c. Development investment fund; d. Reward fund; e. Welfare fund; f. Other reserve funds in accordance with the provisions of Laws.	b. Financial contingency fund; c. Development investment fund; d. Managers' Bonus Fund; e. Reward fund; f. Welfare fund; g. Other reserve funds in accordance with the provisions of Laws.	
10.	<b>Clause 2, Article 75 – Seal of Nam A Bank</b>	2. The Board of Directors decides on the class, quantity, form and content of the seal of Nam A Bank, branches and transaction offices of Nam A Bank.	2. The Board of Directors decides on the class, quantity, form and content of the seal of Nam A Bank, branches, transaction offices and representative offices of Nam A Bank.	Supplemented to align with the organizational structure of Nam A Bank.

The BOD respectfully reports to and submits to the AGM for consideration and approval the amendments and supplements to the Charter of Nam A Bank, and concurrently authorizes the BOD to carry out the necessary procedures and execute relevant documents to complete the amendments and supplements to the Charter of Nam A Bank and to report to the competent State authorities in accordance with applicable regulations.

Respectfully submitted./.

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

**Recipients:**

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

*(signed)*

**Tran Ngo Phuc Vu**