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DRAFT

No. :/2026/TTQT -NHNA

Ho Chi Minh City, 2026

PROPOSAL
ON THE INCREASE OF CHARTER CAPITAL IN 2026

To: THE 2026 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) respectfully reports to the 2026 Annual General Meeting of Shareholders (AGM) on the implementation results of the charter capital increase under the 2025 Charter Capital Increase Plan and the 2026 Charter Capital Increase Plan as follows:

I. Report on the implementation result of the 2025 Charter Capital Increase Plan.

The 2025 Annual General Meeting of Shareholders approved the 2025 Charter Capital Increase Plan with an additional VND 4,281,376,380,000, raising the charter capital from VND 13,725,505,530,000 to VND 18,006,881,910,000. Accordingly, the BOD respectfully reports to the General Meeting of Shareholders the results of the implementation of the 2025 charter capital increase, as follows:

- **Increase of charter capital through issuance of shares to increase share capital from equity capital:** Nam A Bank completed the issuance of 343,135,927 shares to increase share capital from equity capital, corresponding to an additional charter capital of VND 3,431,359,270,000, raising the charter capital from **VND 13,725,505,530,000** to **VND 17,156,864,800,000**. This charter capital amount has been confirmed in writing by the competent State authorities: (i) Official Dispatch No. 3746/UBCK-QLCB dated July 23, 2025 of the State Securities Commission of Vietnam regarding the document reporting the results of issuing shares under the Employee Stock Ownership Plan of Nam A Bank; (ii) Decision No. 2933/QĐ-NHNN dated August 06, 2025 issued by the State Bank of Vietnam on the amendment of charter capital stated in the Establishment and Operation License of Nam A Bank.
- **Increase of charter capital through issuance of shares under the Employee Stock Ownership Plan:** Due to updates and adjustments in policies and legal regulations

affecting issuance conditions, the BOD prudently reviewed and decided not to implement the ESOP issuance as initially planned.

II. The 2026 Charter Capital Increase Plan.

To strengthen financial capacity and meet the business development requirements for 2026, the BOD respectfully submits to the 2026 AGM for consideration and approval the policy on increasing the charter capital in 2026 with the following contents::

- Approval of the 2026 Charter Capital Increase Plan with a maximum additional charter capital of **VND 5,431,372,960,000**, raising the charter capital from **VND 17,156,864,800,000** to **VND 22,588,237,760,000**, including:
 - + Increase of charter capital through issuance of shares to increase share capital from equity capital: maximum **VND 3,431,372,960,000**, corresponding to 343,137,296 shares.
 - + Increase of charter capital through issuance of shares under the 2026 Employee Stock Ownership Plan (ESOP): maximum **VND 1,000,000,000,000**, corresponding to 100,000,000 shares.
 - + Increase of charter capital through private placement in 2026: maximum **VND 1,000,000,000,000**, corresponding to 100,000,000 shares.

The BOD respectfully submits to the 2026 AGM to authorize the BOD to organize the implementation of the charter capital increase contents according to the 2026 Charter Capital Increase Plan attached to this Proposal and proactively adjust and change related contents in accordance with legal regulations; at the same time, carry out procedures to submit to the competent State Agencies for approval of the charter capital increase according to regulations and report to the next AGM.

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

Recipients:

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

Tran Ngo Phuc Vu

Ho Chi Minh City, 2026

THE 2026 CHARTER CAPITAL INCREASE PLAN

(Attached to Proposal No. /2026/TTQT-NHNA on the increase of charter capital in 2026 of Nam A Commercial Joint Stock Bank)

Based on the operational plan and capital requirements for 2026, the Board of Directors (BOD) has formulated the 2026 Proposal to increase charter capital of Nam A Commercial Joint Stock Bank (Nam A Bank), as follows:

I. NECESSITY OF ISSUING SHARES TO INCREASE CHARTER CAPITAL

1. The charter capital increase aims to strengthen financial capacity to meet business development requirements and enhance risk management capability toward sustainable development; supplement medium- and long-term capital sources and increase resources for investment in infrastructure, technology and digital transformation, ...
2. Implement the ESOP program to improve compensation mechanisms, align employees' interests with the Bank's performance, and retain high-quality personnel.

II. CHARTER CAPITAL INCREASE PLAN IN 2026

1. Current charter capital of Nam A Bank:

The current charter capital of Nam A Bank is **VND 17,156,864,800,000**, corresponding to 1,715,686,480 shares. All outstanding shares are ordinary shares (no preference shares and no treasury shares), including:

- + Ordinary shares: 1,715,686,480 shares
- + Preference shares: 0.
- + Treasury shares: 0.

2. Expected additional charter capital and charter capital after increase:

- Total expected increase: maximum **VND 5,431,372,960,000**, corresponding to 543,137,296 shares, including:
 - + Issuance from equity capital: maximum **VND 3,431,372,960,000**, corresponding to 343,137,296 shares;
 - + Issuance under 2026 ESOP: maximum **VND 1,000,000,000,000**, corresponding to 100,000,000 shares;
 - + Private placement: maximum **VND 1,000,000,000,000**, corresponding to 100,000,000 shares.
- Charter capital after increase: **VND 22,588,237,760,000**, corresponding to

2,258,823,776 shares.

III. CHARTER CAPITAL INCREASE PLAN IN 2026

1. Forms of issuance

- Issuance of shares to increase share capital from equity capital.
- Issuance of shares under the Employee Stock Ownership Plan.
- Private placement of shares.

2. Issuance sequence:

Nam A Bank shall implement the issuance procedures in the following order:

- i. Issuance of shares to increase share capital from equity capital in 2026.
- ii. With respect to the issuance of shares under the 2026 Employee Stock Ownership Plan (ESOP) and the private placement of shares: the General Meeting of Shareholders authorizes the Board of Directors to consider implementing such issuances concurrently or in an appropriate sequence, depending on actual conditions at the time of issuance, in order to ensure the interests of the Bank's shareholders.

3. Issuance Plan:

- Share Name: Shares of Nam A Commercial Joint Stock Bank.
- Share Type: Ordinary shares.
- Currency of Issuance: Vietnamese Dong (VND).
- Par value: VND 10,000 /share.
- Total number of shares expected to be issued: 543,137,296 shares.
- Total par value: VND 5,431,372,960,000.
- The specific release sequence and plan are as follows:

❖ **Issuing shares to increase share capital from equity capital:**

- + Number of outstanding shares of Nam A Bank: 1,715,686,480 shares
- + Number of shares expected to be issued: 343,137,296 shares.
- + Total par value: VND 3,431,372,960,000.
- + Issuance rate: 20% (343,137,296 shares ÷ 1,715,686,480 shares).
- + Handling of fractional shares: additional shares issued to shareholders will be rounded down to the nearest whole unit. Fractional shares arising from rounding (if any) will be canceled.

For Example: On the record date, Shareholder A holds 189 shares. The number of shares to be received is 37.8 shares (= 189 × 20%). After rounding down, Shareholder A will receive 37 shares. The fractional share of 0,8 will be canceled.

- + Issuance subjects: existing shareholders listed on the record date will receive

additional shares as per the BOD's Resolution.

- + Issuance capital: from undistributed accumulated earnings and the reserve fund for supplementing charter capital, based on the audited financial statements of Nam A Bank for the year 2025, specifically as follows:

No.	Items	Figures as of 31/12/2025 according to Interim separate Audited Financial Statements (VND)	Figures as of 31/12/2025 according to Consolidated Audited Financial Statements (VND)	Amount utilized for charter capital increase (VND)
1	Capital supplementary reserve	850,475,627,177	859,979,038,222	111,300,000,000
2	Surplus equity	62,989,081	62,989,081	-
3	Retained earnings (after deducting other funds)	3,628,084,581,245	3,628,084,581,245	3,320,072,960,000
3.1	<i>Profit amount utilized for shares issuance to increase share capital from equity capital</i>	3,320,072,960,000	3,320,072,960,000	3,320,072,960,000
3.2	<i>Residual earnings</i>	308,011,621,245	308,011,621,245	-
4	Other Funds	1,706,733,667,517	1,725,740,489,603	-
4.1	<i>Financial reserve</i>	1,674,809,633,433	1,693,816,455,519	-
4.2	<i>Development investment fund</i>	15,938,718,910	15,938,718,910	-
4.3	<i>Science and training research fund</i>	15,985,315,174	15,985,315,174	-
Amount utilized for charter capital increase				3,431,372,960,000

- + Expected issuance time: in quarter 2/2026, upon obtaining approval from the SBV and the State Securities Commission (SSC).
- + Expected completion time: as prescribed in the Approval Document of the competent State Agency, expected in quarter 2 or quarter 3/2026.
- + Expected number of shares outstanding after completion of the issuance of shares to increase share capital from equity capital: **2,058,823,776 shares.**
- + List of shareholders holding 5% or more of voting shares and charter capital at the time of approval of the Charter Capital Increase Plan and as projected after completion of the issuance of shares to increase share capital from equity capital:

Details are provided in **Appendix 01** attached hereto.

- + List of investors expected to become major shareholders after completion of the issuance of shares to increase share capital from equity capital: None.
- + List of shareholders and their related persons holding 15% or more of charter capital at the current time and as projected after completion of the issuance of shares to increase share capital from equity capital: None.).

❖ **Issuing shares under the Employee Stock Ownership Plan of Nam A Bank:**

- + Number of shares expected to be issued: 100,000,000 shares.
- + Issuance ratio:
 - For charter capital after completion of the issuance of shares to increase share capital from equity capital: 4.857% (100,000,000 shares ÷ 2,058,823,776 shares).
 - For charter capital after completion of the private placement (in case Nam A Bank conducts the private placement first): 4.632% [100,000,000 shares ÷ (2,058,823,776 shares + 100,000,000 shares)].

The issuance of shares under the 2026 ESOP, at the time of issuance, shall comply with Clause 2 Article 64 of Decree No. 155/2020/ND-CP dated December 31st, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities No. 54/2019/QH14 dated November 26th, 2019, which stipulates: “2. *The total number of shares issued under the program in each 12-month period must not exceed 5% of the company’s outstanding shares.*”

- + Total par value: VND 1,000,000,000,000.
- + Issuance price: At par value (VND 10,000/share).
- + Issuance subjects: Officers and employees of Nam A Bank and its subsidiaries (Employees).
- + Standards for employees eligible to participate in the 2026 ESOP Program and principles for determining the number of shares allocated to each employee: Details are provided in **Appendix 02** (Regulation on the issuance of shares under the employee stock ownership plan of Nam A Commercial Joint Stock Bank in 2026) attached hereto.
- + Transfer Restrictions: Shares issued under the ESOP Program are subject to transfer restrictions of 100% of the shares within 01 (one) year from the end date of issuance and 50% of the shares in the following year.
- + Issuance Purposes:
 - To reward employees with outstanding achievements.
 - To align employee benefits with Nam A Bank's performance.

- To attract and retain qualified employees for senior leadership positions.
- + Handling of undistributed shares: in the event that an employee declines to purchase or purchases fewer shares than the number of shares he/she is entitled to, or if between the time the BOD approves the list of employees eligible to participate in the 2026 ESOP Program and the time the SSC announces the receipt of complete issuance documentation, an employee no longer meets the eligibility criteria for participation in the 2026 ESOP Program, the BOD shall have full authority to allocate such shares to other employees who satisfy the eligibility criteria for purchasing ESOP shares in accordance with Article 6 of the attached ESOP Regulations. The offering price and transfer-restriction conditions applicable to these shares shall be the same as those applied to shares offered to employees under the 2026 ESOP Program. In the event the BOD is unable to fully allocate such shares, the remaining unissued shares shall be cancelled and the issuance shall be concluded.
- + Share buyback terms and resale of repurchased shares: Details are provided in **Appendix 02** attached hereto.
- + Expected issuance time: Quarter 2 or Quarter 3/2026, upon receipt of written approval from the SBV and the SSC.
- + Expected completion time: In accordance with the License/Approval Document of the competent State authorities, expected in Quarter 3 or Quarter 4/2026.
- + Information on ESOP issuances of Nam A Bank within the most recent 12 months: None.
- + List of shareholders holding 5% or more of voting shares and charter capital at the time of approval of the Charter Capital Increase Plan and as projected after completion of the 2026 ESOP issuance: Details are provided in **Appendix 01** attached hereto.
- + List of investors expected to become major shareholders after completion of the 2026 ESOP issuance: None.
- + List of shareholders and their related persons holding 15% or more of charter capital at the current time and as projected after completion of the 2026 ESOP issuance: None.
- ❖ **Private placement of shares:**
 - + Purpose of the private placement: To strengthen financial capacity and supplement capital for Nam A Bank's business operations.
 - + Expected number of shares to be offered: 100,000,000 shares.
 - + Issuance ratio:
 - Compared to charter capital after completion of the issuance of shares to increase share capital from equity capital: 4.857% (100,000,000 shares ÷

2,058,823,776 shares).

- Compared to charter capital after completion of the 2026 ESOP issuance (in case the ESOP issuance is conducted first): 4.632% [$100,000,000 \text{ shares} \div (2,058,823,776 \text{ shares} + 100,000,000 \text{ shares})$].
- + Expected par value: VND 1,000,000,000,000.
- + Pricing principle: The specific offering price shall be determined through direct negotiation with investors but shall not be lower than (i) par value and (ii) the book value per share of NAB at the most recent time (based on the latest quarterly consolidated financial statements immediately preceding the offering).
- + Investor selection criteria: Organizations and/or individuals in and/or outside Vietnam with financial capacity and meeting the criteria for professional securities investors in accordance with the Law on Securities.
- + Number of investors: Fewer than 100 investors.
- + Transfer restrictions: Shares offered through private placement shall be subject to a 100% transfer restriction within 01 (one) year from the end of the offering, except for transfers among professional securities investors or transfers pursuant to legally effective court judgments, arbitral awards, or inheritance in accordance with law.
- + Handling of undistributed shares: Any privately placed shares not fully subscribed (if any) may be further offered by the BOD to other eligible investors who meet the approved investor selection criteria at a price not lower than the offering price approved by the BOD, provided that the private placement remains within the originally approved scope and complies with shareholding limits under applicable laws.

If, upon expiry of the statutory distribution period, shares remain unsubscribed, such unsubscribed shares shall be cancelled and the BOD shall decide to close the offering.
- + Expected issuance time: Quarter 2 or Quarter 3/2026, upon receipt of written approval from the SBV and the SSC.
- + Expected completion time: In accordance with the License/Approval Document of the competent State authorities, expected in Quarter 3/2026 or Quarter 4/2026.
- + List of shareholders holding 5% or more of voting shares and charter capital at the time of approval of the Charter Capital Increase Plan and as projected after completion of the private placement: Details are provided in **Appendix 01** attached hereto.
- + List of investors expected to become major shareholders after completion of the private placement: None.
- + List of shareholders and their related persons holding 15% or more of charter capital at the current time and as projected after completion of the private

placement: None.

IV. PLAN FOR UTILIZING PROCEEDS FROM ISSUING SHARES TO INCREASE CHARTER CAPITAL

1. The total proceeds expected to be obtained from the charter capital increase share issuance are proposed to be allocated as follows:
 - Procurement of fixed assets and working tools; construction and development of facilities for existing and future business units;
 - Supplementing capital for business operations.
2. The BOD is responsible for balancing and allocating proceeds from capital increases effectively, ensuring benefits for Nam A Bank and shareholders.

V. SHARE OWNERSHIP OF FOREIGN INVESTORS AT THE CURRENT TIME AND AS PROJECTED AFTER THE CAPITAL INCREASE

- Total foreign ownership at the current time: 26,206,641 shares, representing 1.527% of charter capital (based on the shareholder list finalized on February 23rd, 2026 provided by the Vietnam Securities Depository and Clearing Corporation).
- Total foreign ownership projected after completion of the 2026 Charter Capital Increase Plan: up to 131,447,969 shares, representing 5.819% of charter capital.

The total foreign ownership in Nam A Bank shall not exceed 30% of the charter capital of a Vietnamese commercial bank in accordance with Clause 5 Article 7 of Decree No. 01/2014/ND-CP dated January 3rd, 2014 of the Government and the implementing, amending and supplementing documents.

VI. EXPECTED FINANCIAL INDICATORS POST-ISSUANCE

Unit: Billion VND

Seq	Criteria	Dec 31st, 2025	Dec 31st, 2026	Increase/ Decrease
1	Charter capital	17,157	22,588	5,431
2	Total assets	418,333	480,000	61,667
3	Profit before tax	5,254	6,200	946
4	Return on average assets (ROAA)	1.22%	1.10%	-0.12%
5	Return on average equity (ROAE)	19.20%	18.43%	-0.77%
6	Non-performing loans ratio	2.15%	Not exceeding 2.5%	

VII. AUTHORIZATION MATTERS

- The Board of Directors respectfully submits to the General Meeting of Shareholders for approval of the full contents of the 2026 Charter Capital Increase Plan and the

Regulation on the issuance of shares under the employee stock ownership plan of Nam A Commercial Joint Stock Bank in 2026, and at the same time requests that the General Meeting of Shareholders assign and authorize the Board of Directors to fully decide on all matters related to the implementation and execution of the 2026 Charter Capital Increase Plan in compliance with applicable laws and in a manner that safeguards the interests of the Bank's shareholders, including but not limited to the following:

- Deciding on the appropriate timing for the issuance of shares to increase share capital from equity capital, the issuance of shares under the 2026 ESOP, and the issuance of shares through private placement in accordance with the 2026 Charter Capital Increase Plan;
- Deciding on the record date for finalizing the list of shareholders entitled to exercise their rights, after obtaining written approval from the competent State authorities;
- Deciding on the list of employees eligible to participate in the 2026 ESOP in accordance with the standards approved by the General Meeting of Shareholders;
- Determining the number of shares to be allocated to each employee in accordance with the principles approved by the General Meeting of Shareholders;
- Deciding on the specific list of professional securities investors and the number of shares to be offered to each investor in the private placement; and deciding on adjustments to such list depending on actual negotiation circumstances and the capacity of investors at each time;
- Deciding on the specific offering price at the time of the offering based on negotiation and agreement with investors in the private placement and in accordance with the pricing principles approved by the General Meeting of Shareholders;
- Deciding on measures to ensure that the share issuance complies with regulations on foreign ownership limits;
- Deciding on the balancing and allocation of proceeds from the capital increase in accordance with the approved offering purposes and use-of-proceeds plan, ensuring efficiency and the interests of the Bank and its shareholders;
- Deciding on changes to the use-of-proceeds plan and the proceeds from the private placement where the value of such changes is less than 50% of the capital or proceeds from the private placement, and reporting such changes (if any) to the General Meeting of Shareholders at the nearest meeting;
- Deciding on the supplementation, amendment, completion and explanation of all matters and contents of the charter capital increase plan (including matters not yet presented in the plan) as required by competent State authorities and/or for compliance with applicable laws, and signing relevant documents for the purpose of implementing the charter capital increase;
- Deciding on amendments to provisions relating to charter capital, shares and stocks in the Charter of Nam A Bank in accordance with the actual charter capital after

- completion of the share issuance;
- Carrying out procedures for amending the Establishment and Operation License; registering additional depository and additional listing with competent State authorities after completion of the issuance in accordance with applicable laws;
 - Assigning the Board of Directors to consider and select consulting firms and proactively implement tasks related to the share issuance in compliance with legal regulations;
 - Deciding on other arising matters in order to complete the implementation of the charter capital increase..

Respectfully submitted./.

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

Recipients:

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

Tran Ngo Phuc Vu

APPENDIX 01

LIST OF SHAREHOLDERS HOLDING 5% OR MORE OF THE VOTING SHARE CAPITAL AND OF THE CHARTER CAPITAL AT THE TIME OF APPROVAL OF THE CHARTER CAPITAL INCREASE PLAN AND AS PROJECTED AFTER THE CHARTER CAPITAL INCREASE

(Attached to Proposal No. .../2026/TTQT-NHNA on the increase of charter capital in 2026 of Nam A Commercial Joint Stock Bank)

- 1. List of shareholders holding 5% or more of the voting share capital⁽¹⁾ and of the charter capital at the time of approval of the Charter Capital Increase Plan and as projected after completion of the issuance of shares to increase share capital from equity capital in 2026:**

No.	Share holder's Name	Address	Enterprise Registration Certificate No., Issue Date, Issuing Authority	Legal Representative	Current Ownership Ratio of Voting Shares and of the charter capital at the time of approval of the Charter Capital Increase Plan	Expected Ownership Ratio of Voting Shares and after completion of the issuance of shares to increase share capital from equity capital
1	Pacific Dragon Company Limited	600 Dien Bien Phu, Binh Thanh Ward, HCMC	No. 0301835179 issued by HCMC Department of Planning and Investment on first issuance date Oct 07 th , 1999	Ha Hoc Duy ID No. 068089000203 issued by Department of Social Security Administration on Dec 22 nd , 2021	9.092%	9.092%
2	Related persons of Pacific Dragon Co., Ltd. holds shares in Nam A Bank.				None	None

⁽¹⁾ All outstanding shares of Nam A Bank are ordinary shares (there are no preference shares and no treasury shares). Accordingly, 100% of the charter capital of Nam A Bank constitutes voting share capital.

- 2. List of shareholders holding 5% or more of the voting share capital and of the charter capital at the time of approval of the Charter Capital Increase Plan and as projected after completion of the issuance of shares ESOP in 2026 and private placement of shares:**
- 2.1 In the case that Nam A Bank issues shares under the ESOP Program in 2026 first, and then conducts a private placement of shares later:**

No.	Share holder's Name	Addresses	Enterprise Registration Certificate No., Issue Date, Issuing Authority	Legal Representative	Current Ownership Ratio of Voting Shares and of the charter capital at the time of approval of the Charter Capital Increase Plan	Expected Ownership Ratio of Voting Shares and after completion of the issuance of shares to increase share capital from equity capital	Expected Ownership Ratio of Voting Shares and after completion of the issuance of shares ESOP	Expected Ownership Ratio of Voting Shares and after completion of the issuance of private placement of shares
1	Pacific Dragon Company Limited	600 Dien Bien Phu, Binh Thanh Ward, HCMC	No. 0301835179 issued by HCMC Department of Planning and Investment on first issuance date Oct 07 th , 1999	Ha Hoc Duy ID No. 068089000203 issued by Department of Social Security Administration on Dec 22 nd 2021	9.092%	9.092%	8.671%	8.287%
2	Related persons of Pacific Dragon Co., Ltd. holds shares in Nam A Bank.				None	None	None	None

2.2 *In the case that Nam A Bank conducts a private placement of shares first, and then issues shares under the ESOP Program in 2026 later:*

No.	Shareholder's Name	Addresses	Enterprise Registration Certificate No., Issue Date, Issuing Authority	Legal Representative	Current Ownership Ratio of Voting Shares and of the charter capital at the time of approval of the Charter Capital Increase Plan	Expected Ownership Ratio of Voting Shares and after completion of the issuance of shares to increase share capital from equity capital	Expected Ownership Ratio of Voting Shares and after completion of the issuance of private placement of shares	Expected Ownership Ratio of Voting Shares and after completion of shares ESOP 2026
1	Pacific Dragon Company Limited	600 Dien Bien Phu, Binh Thanh Ward, HCMC	No. 0301835179 issued by HCMC Department of Planning and Investment on first issuance date Oct 07 th , 1999	Ha Hoc Duy ID No. 068089000203 issued by Department of Social Security Administration on Dec 22 nd 2021	9.092%	9.092%	8.671%	8.287%
2	Related persons of Pacific Dragon Co., Ltd. holds shares in Nam A Bank.				None	None	None	None

APPENDIX 02

REGULATION ON THE ISSUANCE OF SHARES UNDER THE EMPLOYEE STOCK OWNERSHIP PLAN OF NAM A COMMERCIAL JOINT STOCK BANK IN 2026

*(Attached to Proposal No. /2026/TTQT-NHNA on the increase of charter capital
in 2026 of Nam A Commercial Joint Stock Bank)*

Chapter I

GENERAL PROVISIONS

Article 1. Subjects and Scope of Application

1. This Regulation applies to the issuance of shares under the employee stock ownership plan of Nam A Commercial Joint Stock Bank (Nam A Bank) in 2026.
2. This Regulation applies to all employees of Nam A Bank and its subsidiaries.

Article 2. Interpretation of Terms and Abbreviations

In this Regulation, the following words are understood *and/or* abbreviated as follows:

1. **SSC:** State Securities Commission.
2. **CI:** Credit institution.
3. **Nam A Bank:** Nam A Commercial Joint Stock Bank.
4. **GMS:** General Meeting of Shareholders.
5. **BOD:** Board of Directors.
6. **ESOP Program 2026:** Employee Stock Ownership Plan – issuance of shares under the employee stock ownership plan of Nam A Commercial Joint Stock Bank in 2026.
7. **Shares:** Securities that confirm the legal rights and interests of the owner to a portion of the issuing organization's equity.
8. **ESOP Shares:** Shares issued under the ESOP Program.
9. **AMC:** Nam A Bank Asset Management Company Limited
10. **Employees:** Officers and employees of Nam A Commercial Joint Stock Bank and of AMC.
11. **Trade Union:** Trade Union of Nam A Commercial Joint Stock Bank.
12. **ESOP Member:** An Employee who satisfies the standards of the ESOP Program.
13. **Salary Band:** Salary range of internal grade level defined by floor, midpoint and ceiling, consisting of 12 levels (from Band 01 to Band 12).
14. **Issuance Closing Date:** The date on which the collection of proceeds for the purchase of shares by Employees is completed as decided by the BOD.

Article 3. Objectives of the ESOP Program 2026

1. Duly acknowledge and reward Employees with outstanding achievements;
2. Align Employees' interests with Nam A Bank's business performance;
3. Attract and retain capable Employees in the pool for senior leadership succession.

Article 4. ESOP Executive Board

1. ESOP Executive Board comprises the following members:
 - Vice Chairperson of the BOD in charge of Support Sector : Head
 - Chief Executive Officer/Acting Chief Executive Officer : Member
 - Chief Accountant : Member
 - Chairperson of the Trade Union Executive Board : Member
 - Director of Human Resources Division : Member and Secretary
2. Duties and authorities of the ESOP Executive Board:
 - Implement the ESOP Program according to the issuance plan consistent with the contents approved by the General Meeting of Shareholders and this Regulation.
 - Prepare and submit to the BOD for decision: (i) the list of Employees eligible to participate in the ESOP Program together with the quantity of shares to be allocated to each Employee; (ii) updates, additions and adjustments to the list of Employees participating in the ESOP Program, including termination of ESOP membership or change of the quantity of shares allocated to Employees participating in the Program; (iii) other matters of the ESOP Program as prescribed.
3. The ESOP Executive Board operates from the effective date of this Regulation and automatically terminates its operations after completing the duties under Clause 2 of this Article.

Chapter II

CONTENTS OF THE ESOP PROGRAM

Article 5. Information on ESOP Shares

1. Full name of the issuer: Nam A Commercial Joint Stock Bank.
2. Name of security: Shares of Nam A Commercial Joint Stock Bank.
3. Stock code: NAB.
4. Type of security: Ordinary shares.
5. Par value: VND 10,000/share.
6. Total number of shares expected to be issued: 100.000.000 shares (*One hundred million shares*).
7. Total par value of shares expected to be issued (at par value): VND 1.000.000.000.000 (*One thousand billion VND*).
8. Expected issuance ratio:

- Based on the charter capital after completing the share issuance to increase charter capital from owners' equity: 4.857% (100,000,000 shares ÷ 2,058,823,776 shares).
 - Based on the charter capital after completing the private placement of shares (in case Nam A Bank completes the private placement before this issuance): 4.632% [100,000,000 shares ÷ (2,058,823,776 shares + 100,000,000 shares)].
9. Issue price: At par value (VND 10,000 per share).
 10. Issuance method: Issuing shares under the ESOP Program.
 11. Estimated issuance period: in Q2 or Q3/2026, after receiving the approval letter from the SSC.

Article 6. Eligible Persons and Selection Criteria for Participation

Individuals eligible to purchase shares under the ESOP Program must be Vietnamese nationals and satisfy the following standards:

- Have been officially employed for at least 01 (one) year as at the date of making the list of Employees participating in the ESOP Program;
- Have been recognized with an individual emulation title in 2024 of "Fair" or higher;
- And not fall into any of the following cases:
 - + Has submitted a resignation application and is awaiting processing; or the employee's managing unit has issued a written proposal to terminate the employee's labor contract.
 - + Is on unpaid leave for a continuous period of at least 06 (six) months within 01 (one) year up to the date of preparing the list of employees participating in the ESOP Program.
 - + Is temporarily suspending the performance of the labor contract, temporarily suspended from work/assigned duties/position pursuant to a decision of the competent authority; or is absent from work without a legitimate reason.
 - + Is under consideration for disciplinary action based on a written proposal from the competent authority, or a disciplinary council has been established, or is currently under disciplinary action, or has been subject to labor disciplinary measures from the level of Reprimand or higher within 01 (one) year up to the date of preparing the list of employees participating in the ESOP Program.

Article 7. Principles for Determining the number of shares allocated to each Employee

1. **For Employees with Salary Bands 1–7 (or equivalent):** The total number of shares allocated to employees with Salary Bands from 1 to 7 is 30.000.000 shares. The number of shares allocated to each Employee shall be determined according to the following formula:

$$\text{Shares allocated to each Employee} = \frac{\text{Allocation}}{\text{Coefficient}} * \frac{\text{Total number of shares allocated to the group}}{\text{Total allocation coefficients of the group}}$$

The allocation coefficient for each Employee is determined based on (1) Salary Band; (2) 2025 individual emulation rating; and (3) Seniority of service.

$$\text{Allocation Coefficient} = (a_1) * (b_1) * (c_1)$$

Therein:

- Coefficient by Salary Band (a₁):

Salary Band	1	2	3	4	5	6	7
Coefficient (a ₁)	01	02	03	06	09	12	15

- Coefficient by 2025 individual emulation rating (b₁):

2025 Rating	Fair	Good	Outstanding	Outstanding ≥ 03 consecutive years	Outstanding ≥ 05 consecutive years
Coefficient (b ₁)	1,00	1,05	1,10	1,20	1,30

- Coefficient by Seniority of Service (c₁):

Seniority (years)	01 ≤ N < 05	05 ≤ N < 10	10 ≤ N < 15	15 ≤ N < 20	20 ≤ N < 25	25 ≤ N < 30	30 ≤ N
Coefficient (c ₁)	1,00	1,05	1,10	1,15	1,20	1,25	1,30

2. **For Employees with Salary Bands 8–11 (or equivalent):** The total number of shares allocated to employees with Salary Bands from 8 to 11 is 70,000,000 shares. The number of shares allocated to each Employee shall be determined according to the following formula:

$$\text{Shares allocated to each Employee} = \frac{\text{Allocation}}{\text{Coefficient}} * \frac{\text{Total number of shares allocated to the group}}{\text{Total allocation coefficients of the group}}$$

The allocation coefficient for each employee is determined based on (1) Salary Band; (2) 2025 individual emulation rating and (3) Materiality level.

$$\text{Allocation Coefficient} = (a_2) * (b_2) * (c_2)$$

- Coefficient by Salary Band (a2):

Salary Band	8	9	10	11
Coefficient (a-2)	1,00	1,50	2,00	3,00

- Coefficient by 2025 individual emulation rating (b2):

2025 Rating	Fair	Good	Outstanding	Outstanding ≥ 03 consecutive years	Outstanding ≥ 05 consecutive years
Coefficient (b-2)	1,00	1,05	1,10	1,20	1,25

- Materiality level coefficient by job position (c2):

Position	Materiality level coefficient by job position (c2)
Deputy Chief Executive Officer	15
Chief of Office of the Board of Directors Chief of Office of the Chief Executive Officer	10
Other positions	1

3. Rounding principle: the number of shares allocated to each employee determined according to the formulas in Clauses 2 and 3 of this Article shall be rounded down to the nearest unit.

Article 8. Benefits of participating in the ESOP Program

Employees participating in the ESOP Program will receive the following benefits:

1. Be entitled to purchase shares in the quantity determined under this Regulation;
2. Have full authority to decide whether to purchase or refuse to purchase all or a part of the shares allocated under the ESOP Program;
3. Have full rights and obligations of a common shareholder in accordance with law, except for the transfer restriction provided in Clause 2 Article 10 of this Regulation.

Article 9. Allocation of shares

1. The ESOP Executive Board shall evaluate employees according to Article 6 of this Regulation to select those meeting the standards to participate in the ESOP Program.
2. The ESOP Executive Board shall prepare the selection list and determine the number of shares that each ESOP participant may be eligible to purchase in accordance with Article

7 of these Regulations, based on the approved subjects, criteria, and principles for determining the number of shares for each employee as approved by the GMS and submitted to the BOD for approval.

3. Nam A Bank shall allocate shares to ESOP members within the prescribed time limit after obtaining the written approvals of the SSC regarding the reporting document on the issuance of shares under the employee stock ownership plan of Nam A Bank.

Article 10. Restrictions on Transfer

1. Transfer of the right to purchase ESOP shares: Eligible Employees participating in the ESOP Program shall not transfer their rights to purchase shares.
2. Transfer of ESOP shares: Shares issued under the ESOP Program shall be subject to transfer restrictions as follows: 100% of the shares are restricted from transfer for 01 (one) year from the Issuance Closing Date and 50% of the shares are restricted in the subsequent year.

Article 11. Plan for Handling Unallocated Shares and Odd-Lot Shares

1. In the event that an employee declines to purchase or purchases fewer shares than the number of shares he/she is entitled to, or if between the time the BOD approves the list of employees eligible to participate in the 2026 ESOP Program and the time the SSC announces the receipt of complete issuance documentation, an employee no longer meets the eligibility criteria for participation in the 2026 ESOP Program, the BOD shall have full authority to allocate such shares and the odd-lot shares (i.e., the surplus shares resulting from rounding down when applying the allocation formula) to other employees who satisfy the eligibility criteria for purchasing ESOP shares.
2. The offering price and transfer-restriction conditions applicable to these shares shall be the same as those applied to shares offered to employees under the 2026 ESOP Program.
3. In the event the BOD is unable to fully allocate such shares, the remaining unallocated shares shall be cancelled, and the BOD shall issue a resolution to close the issuance.

Article 12. Repurchase of Shares issued under the ESOP Program

1. **Cases subject to share repurchase:**
 - a. During the lock-up period, an ESOP member shall lose ESOP membership and be subject to mandatory repurchase (i.e., the ESOP member must sell back) all shares if falling into any of the following cases:
 - Violates laws, internal labor regulations, or regulations of Nam A Bank, and Nam A Bank has issued a disciplinary decision;
 - Terminates the labor contract with Nam A Bank for any reason (including cases where the labor contract expires and is not renewed/re-signed by Nam A Bank), except for the following cases:
 - + Being transferred or reassigned pursuant to a decision of Nam A Bank;
 - + Retirement in accordance with applicable laws;

- + Tai nạn, bệnh tật, mất sức lao động không thể tiếp tục làm việc tại Nam A Ba
Accidents, illness, or loss of working capacity making the employee unable to
continue working at Nam A Bank;
 - + The ESOP member passes away (all arising rights and obligations shall be inherited
in accordance with the law).
- b. Depending on each specific case under Point a, Clause 1 of this Article, the ESOP
Executive Board shall submit to the BOD for decision on whether to terminate or not
terminate ESOP membership, and whether to repurchase all or part of the ESOP
member's shares or not.
2. **Repurchase price of shares:** Equal to the offering price.
3. **Handling of repurchased shares:**
Nam A Bank or the Trade Union shall repurchase the shares under Clause 1 of this
Article and handle them as follows:
- If Nam A Bank repurchases the shares: Procedures shall be carried out in accordance
with Clause 6, Article 36 of the Law on Securities 2019. Shares under lock-up
repurchased by Nam A Bank shall no longer be subject to transfer restrictions; Nam A
Bank may sell such repurchased shares in compliance with legal requirements.
 - If the Trade Union repurchases the shares: Nam A Bank shall carry out procedures to
transfer ownership of ESOP shares to the Trade Union. The Trade Union may re-allocate
such shares to other ESOP members, provided that all existing restrictions applicable to
the shares continue to be maintained. The ESOP Executive Board shall coordinate with
the competent body of the Trade Union to agree on the principles and the list of
employees selected to receive additional share allocations.
 - The sale of shares repurchased by Nam A Bank shall comply with the prevailing
securities regulations, ensuring that the disposal is consistent with legal requirements
from time to time.

Article 13. Obligations of Employees participating in the ESOP Program

Employees participating in the program must ensure compliance with the provisions on
the obligations of common shareholders and the share ownership ratio in Article 62,
Article 63 of the Law on Credit Institutions 2024 and other relevant legal documents,
including but not limited to the following obligations:

1. **Obligations to comply with regulations on sources of funds for share purchase:**
- Take legal responsibility for the legality of the sources of funds used for contribution,
purchase or receipt of transfer of shares under the ESOP Program at Nam A Bank.
 - Not use funds lent by credit institutions or branches of foreign banks, or funds raised
from corporate bonds issuance, to purchase or receive the transfer of shares under the
ESOP Program at Nam A Bank.
 - Not contribute capital to, or purchase shares of Nam A Bank in the name of other
individuals or legal entities in any form, except for entrusted investment as prescribed

- by law.
- A shareholder entrusted to invest for other organizations or individuals must provide Nam A Bank with information on the ultimate beneficial owner of the shares entrusted for investment in Nam A Bank. Nam A Bank may suspend shareholder rights of such shareholders in case they fail to provide accurate information on the ultimate beneficial owner of the shares.
2. **Obligations to comply with regulations on limits of share ownership:**
- Be responsible for complying with the provisions of the Law on Credit Institutions 2024 on share ownership limits of a shareholder, and of a shareholder and his/her related persons.
 - Be responsible for complying with legal provisions on major shareholders, major shareholders and their related persons.
3. **Other related obligations:**
- Fully pay the amount corresponding to the number of shares committed to be purchased within the time limit specified by Nam A Bank; be liable for debts and other property obligations of Nam A Bank within the scope of contributed share capital.
 - Not withdraw the contributed share capital from Nam A Bank in any form that results in a reduction of Nam A Bank's charter capital, except for cases provided in Article 65 of the Law on Credit Institutions 2024.
 - Comply with the Charter and internal regulations of Nam A Bank.
 - Comply with resolutions and decisions of the GMS and the BOD.
 - Bear personal liability when acting in the name of Nam A Bank in any form to commit violations of law, conduct business and other transactions for self-seeking interests or for the benefit of other organizations or individuals.
 - To keep confidential all information provided by Nam A Bank in accordance with the law and the Charter of Nam A Bank; to use such information solely for the purpose of exercising and protecting his/her lawful rights and interests; and not to disclose, copy, or send any information provided by Nam A Bank to any other organization or individual.
 - Fully perform information disclosure obligations in accordance with law (if subject to disclosure) and take full responsibility for the performance of such disclosure obligations.
 - Fully pay taxes and fees under the purchaser's/shareholder's responsibility in accordance with law (if any).
 - Be solely responsible for seeking information and have full discretion to make purchase decisions.

Article 14. Procedures for Registration and Payment for shares

Employees shall complete the registration procedures and make payment for the share purchase in accordance with the Notice of the BOD after Nam A Bank receives the written confirmation from the SSC regarding the receipt of the issuance reporting dossier for the employee stock ownership program of Nam A Bank.

Chapter III

IMPLEMENTATION PROVISIONS

Article 15. Effectiveness

1. This Regulation shall take effect from the date they are approved by the 2026 Annual General Meeting of Shareholders.
2. In this Regulation, any reference to or citation of legal grounds shall include any amendments, supplements, or replacement legal documents thereof. In the event that any provision herein becomes inconsistent with or no longer conforms to applicable legal provisions, such provision shall automatically cease to be effective, without prejudice to the validity of the remaining provisions of this Regulation.
3. With respect to any contents of this Regulation that no longer conform to legal provisions amended, supplemented, or newly promulgated after the issuance date of this Regulation, the relevant provisions of law shall apply directly until this Regulation is amended, supplemented, or replaced accordingly.
4. Matters not mentioned in these Regulations shall be implemented in accordance with the relevant provisions of law and other internal regulations of Nam A Bank.

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RELATED DOCUMENTS

External documents / Applicable legal instruments:

No.	Document Title	Document No.	Date of Issuance	Issuing Authority
1	Civil Code 2015	91/2015/QH13	24/11/2015	National Assembly
2	Law on Credit Institutions 2024	32/2024/QH15	18/01/2024	National Assembly
3	Law on Enterprises 2020	59/2020/QH14	17/06/2020	National Assembly
4	Law on Securities 2019	54/2019/QH14	26/11/2019	National Assembly
5	Decree providing detailed implementation of certain articles of the Law on Securities and its guiding, amending, and supplementing documents	155/2020/NĐ-CP	31/12/2020	Government
6	Decree amending and supplementing certain articles of Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of certain articles of the Law on Securities	245/2025/NĐ-CP	11-09-2025	Government
7	Circular guiding certain contents on securities offering, issuance, tender offers, share buybacks, registration of public companies, and delisting of public company status, and its guiding, amending, and supplementing documents	118/2020/TT-BTC	31/12/2020	Ministry of Finance
8	Circular regulating securities registration, depository, clearing, and settlement operations, and its guiding, amending, and supplementing documents	119/2020/TT-BTC	31/12/2020	Ministry of Finance

Related internal documents:

No.	Document Title	Document No.	Date of Issuance	Linkage Type
1	Resolution of the 2026 Annual General	-	20/03/2026	Basis

	Meeting of Shareholders of Nam A Commercial Joint Stock Bank			
2	Charter of Nam A Commercial Joint Stock Bank as amended and supplemented and approved by the General Meeting of Shareholders on 20/03/2026	-	20/03/2026	Basis