

DỰ THẢO



## ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026

### MEETING AGENDA

**FORMAT:** ONLINE (VIRTUAL GENERAL MEETING)

**MAIN VENUE:** Floor 7, Lim 2 Building – No. 62A Cach Mang Thang 8, Xuan Hoa Ward, Ho Chi Minh City

**TIME:** Friday, 24 April 2026

TIME	AGENDA
08h00' – 08h30'	<ul style="list-style-type: none"><li>- Reception of delegates.</li><li>- Verification of delegate eligibility.</li></ul>
08h30' – 08h45'	<ul style="list-style-type: none"><li>- Announcement of the purpose and introduction of participants attending the Meeting.</li><li>- Report on the verification of delegate eligibility.</li></ul>
08h45' – 9h00'	<ul style="list-style-type: none"><li>- Approval of the Working Regulations of the 2026 Annual General Meeting of Shareholders.</li><li>- Introduction and approval of the Presidium and the Secretariat.</li><li>- Approval of the Vote Counting Committee.</li><li>- Approval of the Meeting Agenda.</li></ul>
09h00' – 10h15'	<p>Submission to the General Meeting of Shareholders of Reports and Proposals:</p> <ol style="list-style-type: none"><li>1. Report on Business Performance in 2025 and Orientation for the 2026 Business Plan.</li><li>2. Proposal for Approval of the Audited Financial Statements for 2025.</li><li>3. Report of the Board of Directors on the performance of its assigned duties and authorities; corporate governance; operational results of the Board of Directors; and the performance evaluation of members of the Board of Directors and its affiliated Councils and Committees.</li></ol>



TIME	AGENDA
	<p>4. Report of the Supervisory Board on the performance of its assigned duties and authorities; Vietbank's business performance; operational results of the Board of Directors and the Chief Executive Officer; self-assessment of the Supervisory Board's performance; and evaluation results of individual members of the Supervisory Board.</p> <p>5. Report on the Progress of Charter Capital Increase and Listing of Vietbank Shares on the stock exchange in accordance with Resolution No. 01/2025/NQ-DHĐCĐ dated April 26, 2025.</p> <p>6. Proposal on the 2025 Profit Distribution Plan.</p> <p>7. Proposal for Approval of the Charter Capital Increase Plan for 2026.</p> <p>8. Proposal for Approval in Principle of Public Bond Issuance and Listing in 2026.</p> <p>9. Report on Credit Extensions to Related Parties as stipulated in Clause 1, Article 135 of the Law on Credit Institutions.</p> <p>10. Proposal for Approval of Remuneration, Bonuses, and Other Benefits for members of the Board of Directors and the Supervisory Board, as well as the operating budgets of the Board of Directors and the Supervisory Board for 2026.</p> <p>11. Proposal for Selection of an Independent Auditing Firm in accordance with Article 59 of the Law on Credit Institutions.</p> <p>12. Approval of the Report on Debt Classification, Off-Balance Sheet Commitments, Risk Provisioning, and Utilization of Provisions for Risk Handling in accordance with Clause 3, Article 13 of Circular No. 31/2024/TT-NHNN.</p> <p>13. Approval of the Updated Governance and Control Regulations of Vietbank in compliance with Circular No. 83/2025/TT-NHNN, relevant legal regulations, and Vietbank's operational practices, including: The Bank's Charter; Internal Corporate Governance Regulations; Regulations on the Organization and Operation of the Board of Directors; Regulations on the Organization and Operation of the Supervisory Board.</p> <p>14. Report on the Development and Implementation of the Remedial Plan in the event of early intervention at Vietbank, in accordance with Resolution No. 01/2025/NQ-DHĐCĐ dated April 26, 2025.</p> <p>15. Proposal on the Policy for Participation in the Restructuring of People's Credit Funds.</p> <p>16. Report to the General Meeting of Shareholders on the Results of Real Estate Acquisition for use as the Bank's headquarters, in accordance with Resolution No.</p>

TIME	AGENDA
	02/2025/NQ-ĐHĐCĐ. 17. Other Matters within the Authority of the General Meeting of Shareholders (if any)
10h15' – 10h30'	Discussion.
10h30' – 10h45'	Voting to approve the Reports and Proposals
10h45' – 11h00'	Tea break. The Vote Counting Committee conducts vote counting of ballots
11h00' – 11h15'	Announcement of voting results on the Reports and Proposals
11h15' – 11h45'	<ul style="list-style-type: none"> <li>- Speech by the Representative of the State Bank of Vietnam.</li> <li>- Speech by the Representative of the Board of Directors.</li> </ul>
11h45' – 12h00'	Conclusion of the Meeting: <ul style="list-style-type: none"> <li>- Approval of the Minutes and the Resolution of the General Meeting of Shareholders</li> <li>- Closing of the 2026 Annual General Meeting of Shareholders.</li> </ul>

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Can Tho City, date .... Month..... year 2026

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## ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026

### WORKING REGULATIONS OF THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Pursuant to:

- *The Law on Credit Institutions No. 32/2024/QH15 dated 18/01/2024 of the National Assembly of the Socialist Republic of Vietnam ("National Assembly"); Law No. 43/2024/QH15 dated 26/06/2024 amending and supplementing a number of articles of the Law on Land No. 31/2024/QH15, Law on Housing No. 27/2023/QH15, Law on Real Estate Business No. 29/2023/QH15 and Law on Credit Institutions No. 32/2024/QH15; Law No. 96/2025/QH15 dated 27/6/2025 amending and supplementing a number of articles of the Law on Credit Institutions, effective from 15/10/2025;*
- *The Law on Enterprises No. 59/2020/QH14 dated 17/6/2020 of the National Assembly; Law No. 03/2022/QH15 dated 11/01/2022 amending and supplementing a number of articles of the Law on Public Investment, Law on Investment under Public-Private Partnership, Law on Investment, Law on Housing, Law on Bidding, Law on Electricity, Law on Enterprises, Law on Excise Tax and Law on Enforcement of Civil Judgments, effective from 01 March 2022; Law No. 76/2025/QH15 dated 17/6/2025 amending and supplementing a number of articles of the Law on Enterprises, effective from 01/7/2025;*
- *The Law on Securities No. 54/2019/QH14 dated 26/11/2019 of the National Assembly; Law No. 56/2024/QH15 dated 29/11/2024 amending and supplementing a number of articles of the Law on Securities, Law on Accounting, Law on Independent Audit, Law on State Budget, Law on Management and Use of Public Assets, Law on Tax Administration, Law on Personal Income Tax, Law on National Reserves and Law on Handling of Administrative Violations;*
- *The Charter of Vietnam Thuong Tin Commercial Joint Stock Bank (Vietbank);*
- *The Internal Corporate Governance Regulations of Vietbank,*

In order to ensure the successful organization of the 2026 Annual General Meeting of Shareholders ("GMS") of Vietnam Thuong Tin Commercial Joint Stock Bank (Vietbank), the Board of Directors hereby establishes the working regulations, principles of conduct, and voting procedures at the Meeting as follows:

#### Article 1. Purpose:

1. To ensure that the procedures, rules of conduct and voting at the Annual General Meeting of Shareholders of Vietbank are conducted in compliance with regulations and successfully.

2. Resolutions of the GMS reflect the unified will of the GMS, meet the expectations and interests of shareholders and comply with applicable laws, the Charter and the Internal Corporate Governance Regulations of Vietbank.

#### **Article 2. Subjects and scope:**

1. Applicable subjects: All shareholders, their representatives (authorized persons) holding Vietbank shares and invited guests attending the Annual General Meeting of Shareholders must comply with and adhere to these Regulations, the Charter of Vietbank, the Internal Corporate Governance Regulations and applicable laws.
2. Scope of application: These Regulations apply to the organization of the 2026 Annual General Meeting of Shareholders of Vietbank.

#### **Article 3. Interpretation of terms/abbreviations:**

1. Vietbank : Vietnam Thuong Tin Commercial Joint Stock Bank (Vietbank).
2. HDQT : Board of Directors.
3. SB : Supervisory Board.
4. OC : Organizing Committee.
5. GMS : General Meeting of Shareholders.
6. Delegate : Shareholder or authorized representative of a shareholder.
7. GMS livestream system : System for broadcasting the GMS meeting live on the website [www.ezgsm.fpts.com](http://www.ezgsm.fpts.com).
8. Meeting : The General Meeting of Shareholders.

#### **Article 4. Conditions for convening the General Meeting of Shareholders**

The General Meeting of Shareholders shall be conducted when shareholders attending the Meeting represent at least 65% (sixty-five percent) of the total voting shares. In case the required quorum is not met within 60 (sixty) minutes from the scheduled time, the second Meeting shall be convened within 30 (thirty) days from the scheduled date of the first Meeting. The second Meeting shall be conducted when shareholders attending represent at least 51% (fifty-one percent) of the total voting shares. If the second Meeting does not meet the quorum within 60 (sixty) minutes, the third Meeting shall be convened within 20 (twenty) days from the scheduled date of the second Meeting. The third Meeting shall be conducted regardless of the number of attending shareholders and voting shares represented, and shall have full authority to decide all matters that could have been validly decided at the first Meeting.

**Note:** The attendance ratio of shareholders participating in the online GMS is determined when delegates have completed the **"Confirmation of attendance at the online GMS"** on the electronic voting system in accordance with Article 5 of these Regulations.

#### **5. Delegates attending the 2026 Annual General Meeting of Shareholders**

All Vietbank shareholders on the record date of 23/3/2026 have the right to attend the online GMS via the electronic voting system or to authorize a representative to attend. In case more than one authorized

representative is appointed in accordance with the law, the number of shares represented by each person must be clearly specified.

When attending online, delegates should note:

1. Technical requirements: Shareholders must have an electronic device connected to the internet (e.g., computer, tablet, mobile phone or other internet-connected devices).
2. Access method: Delegates access the link and log in using the provided credentials to attend the online GMS and perform electronic voting.
3. Recognition of attendance: Delegates are recognized by the electronic voting system as attending the online GMS when they log in using the provided credentials and complete the **"confirmation of attendance at the online GMS"**.

#### **Article 6. Guests attending the Meeting**

1. Management personnel of Vietbank, invited guests and members of the Organizing Committee who are not shareholders but are invited to attend the Meeting.
2. Guests are not entitled to speak at the Meeting *(unless invited by the Chairman or having registered in advance with the Organizing Committee and approved by the Chairman)*.

#### **Article 7. Chairman and Presidium**

1. The Presidium consists of 05 members, including 01 Chairman and 04 members. The Chairman of the Board of Directors shall act as Chairman of the Presidium and Chair of the GMS, or may authorize another Board member to act as Chair.
2. In case the Chairman of the Board of Directors is absent or unable to perform duties, a written authorization must be given to another member in accordance with the Bank's Charter. If no authorization is given or in cases specified under Point a, Clause 3, Article 33 of the Charter, the remaining Board members shall elect one among themselves by majority vote to act as Chair until a new decision is made. If no Chair can be elected, the Head of the Supervisory Board shall preside over the election of a Chair, and the person receiving the highest votes shall act as Chair.
3. In other cases, the convener of the Meeting shall preside over the election of the Chair, and the person receiving the highest votes shall act as Chair.
4. The Chair has the authority to take necessary measures to conduct the Meeting in an orderly, lawful manner in accordance with the approved agenda and reflecting the will of the majority of attendees.
5. Duties of the Presidium:
  - a. To conduct the Meeting in accordance with the approved agenda and regulations.
  - b. To appoint the Meeting Secretary to record the minutes.
  - c. To introduce candidates to the Vote Counting Committee for election by the Meeting.
  - d. To guide discussions and voting on agenda items and related matters.
  - e. To announce voting results for each agenda item immediately after voting.

- f. To resolve issues arising during the Meeting, including decisions on adjournment if necessary, to ensure lawful and orderly conduct.
- g. Decisions of the Presidium on procedural matters or issues arising outside the agenda shall be final.
- h. To respond to shareholders' comments and inquiries.

#### **Article 8. Delegate Eligibility Verification Committee**

- 1. The Delegate Eligibility Verification Committee consists of 04 members, including 01 Head and 03 members, and is accountable to the Presidium and the General Meeting of Shareholders for its duties. The Committee is introduced by the Chair.
- 2. Duties:
  - a. Receive shareholders' documents (if any arise), verify and assess the validity of shareholders attending online in accordance with applicable laws, the Charter of Vietbank, the Internal Corporate Governance Regulations and these Regulations.
  - b. Report to the General Meeting of Shareholders on the results of delegate eligibility verification prior to the official commencement of the Meeting.
  - c. Coordinate with the Vote Counting Committee to guide, support and supervise voting activities.

#### **Article 9. Meeting Secretariat**

- 1. The Secretariat consists of 02 members appointed by the Chair, accountable to the Presidium and the General Meeting of Shareholders, and operates under the direction of the Presidium.
- 2. Duties:
  - a. Receive and review registration forms for shareholder comments and submit them to the Presidium for decision.
  - b. Record the minutes of the General Meeting of Shareholders fully and accurately, reflecting all developments and matters approved or noted by shareholders at the Meeting.
  - c. Assist the Chair in announcing the draft Minutes and Resolution on matters approved at the Meeting.
  - d. Perform other supporting tasks as assigned by the Presidium.

#### **Article 10. Vote Counting Committee**

- 1. The Vote Counting Committee, introduced by the Chair, consists of 04 members, including 01 Head and 03 members.
- 2. Duties:
  - a. Count votes and address shareholder inquiries regarding voting.
  - b. Accurately determine voting results for each matter submitted for approval at the Meeting.

- c. Prepare the vote counting minutes, signed by all Committee members and by shareholder representatives supervising the vote counting, and be accountable to the Presidium and the General Meeting of Shareholders.
- d. Promptly notify the Secretariat of voting results.
- e. Immediately announce voting results to the Meeting and hand over all documents to the Presidium. Voting results shall be recorded in a separate report.
- f. Review and report to the Meeting any violations of voting procedures or complaints related to voting results.

#### **Article 11. Discussion at the Meeting**

1. Principles:
  - a. Discussions shall only be conducted within the allocated time and within the scope of matters presented in the Meeting agenda.
  - b. Only delegates are entitled to participate in discussions.
  - c. Delegates shall register their discussion content as follows:
    - (i) Delegates may submit questions via the discussion section on the online meeting interface at <https://ezgsm.fpts.com.vn> or via email to: [lethituyetchinh@vietbank.com.vn](mailto:lethituyetchinh@vietbank.com.vn) (prior to the discussion session). *(Questions are valid when sent from email addresses registered in the shareholder list provided by the Vietnam Securities Depository and Clearing Corporation or from email addresses registered in the submitted Power of Attorney).*
    - (ii) The Secretariat shall consolidate and arrange questions and submit them to the Chair.
2. Response to delegates' opinions:
  - a. Based on submitted questions, the Chair or a designated person shall respond to delegates' opinions.
  - b. Due to time constraints, unanswered questions at the Meeting will be addressed by Vietbank through other appropriate channels.

#### **Article 12. Voting at the Meeting**

1. Principles:
 

All matters in the Meeting agenda must be discussed and voted on publicly by the General Meeting of Shareholders. Delegates may vote electronically via: <https://ezgsm.fpts.com.vn>.
2. Electronic voting:
  - a. Voting method:
    - (i) Delegates select one of three options: "Approve", "Disapprove" or "No opinion" for each matter submitted for voting via the electronic voting system.
    - (ii) Delegates confirm their vote for the system to record the result.
  - b. Additional provisions:

10/10/2025

- (i) For matters arising outside the original agenda, delegates may cast additional votes. If no vote is cast, it is deemed that the delegate abstains from voting on such matters.
  - (ii) Delegates may change their vote (but cannot cancel it), including for additional matters. The system records only the final vote at the closing time of each voting session.
- c. Electronic voting timeline:

Voting timelines are specified as follows:

- (i) Voting content No. 01 (including the Working Regulations of the 2026 Annual General Meeting of Shareholders), delegates shall conduct voting from 09:00 on 23/4/2026 until before the Meeting approves the contents of Voting No. 01.
- (ii) Voting content No. 02 (including the personnel of the Presidium and the Secretariat), delegates shall conduct voting from 09:00 on 23/4/2026 until before the Meeting approves the contents of Voting No. 02.
- (iii) Voting content No. 03 (including the personnel of the Vote Counting Committee), delegates shall conduct voting from 09:00 on 23/4/2026 until before the Meeting approves the contents of Voting No. 03.
- (iv) Voting content No. 04 (including the Meeting Agenda), delegates shall conduct voting from 09:00 on 23/4/2026 until before the Meeting approves the contents of Voting No. 04.
- (v) Voting Agenda Item No. 05: Shareholders/participants shall cast their votes from 09:00 on April 23, 2026 until prior to the General Meeting's approval of Voting Agenda Item No. 05.
  - Report on Business Performance in 2025 and Orientation for the 2026 Business Plan.
  - Proposal for Approval of the Audited Financial Statements for 2025.
  - Report of the Board of Directors on the performance of its assigned duties and authorities; corporate governance; operational results of the Board of Directors; and the performance evaluation of members of the Board of Directors and its affiliated Councils and Committees.
  - Report of the Supervisory Board on the performance of its assigned duties and authorities; Vietbank's business performance; operational results of the Board of Directors and the Chief Executive Officer; self-assessment of the Supervisory Board's performance; and evaluation results of individual members of the Supervisory Board.
  - Report on the Progress of Charter Capital Increase and Listing of Vietbank Shares on the stock exchange in accordance with Resolution No. 01/2025/NQ-ĐHĐCĐ dated April 26, 2025.
  - Proposal on the 2025 Profit Distribution Plan.
  - Proposal for Approval of the Charter Capital Increase Plan for 2026.
  - Proposal for Approval in Principle of Public Bond Issuance and Listing in 2026.
  - Report on Credit Extensions to Related Parties as stipulated in Clause 1, Article 135 of the Law on Credit Institutions.

- Proposal for Approval of Remuneration, Bonuses, and Other Benefits for members of the Board of Directors and the Supervisory Board, as well as the operating budgets of the Board of Directors and the Supervisory Board for 2026.
- Proposal for Selection of an Independent Auditing Firm in accordance with Article 59 of the Law on Credit Institutions.
- Approval of the Report on Debt Classification, Off-Balance Sheet Commitments, Risk Provisioning, and Utilization of Provisions for Risk Handling in accordance with Clause 3, Article 13 of Circular No. 31/2024/TT-NHNN.
- Approval of the Updated Governance and Control Regulations of Vietbank in compliance with Circular No. 83/2025/TT-NHNN, relevant laws and regulations, and Vietbank's operational practices, including: The Bank's Charter; Internal Corporate Governance Regulations; Regulations on the Organization and Operation of the Board of Directors; Regulations on the Organization and Operation of the Supervisory Board.
- Report on the Development and Implementation of the Remedial Plan in the event of early intervention at Vietbank, in accordance with Resolution No. 01/2025/NQ-ĐHĐCĐ dated April 26, 2025.
- Proposal on the Policy for Participation in the Restructuring of People's Credit Funds.
- Report to the General Meeting of Shareholders on the Results of Real Estate Acquisition for use as the Bank's headquarters, in accordance with Resolution No. 02/2025/NQ-ĐHĐCĐ.
- Other matters within the authority of the General Meeting of Shareholders (if any).

(vi) Voting content No. 6:

- Approval of the Minutes and Resolution of the 2026 Annual General Meeting of Shareholders.
- Delegates shall conduct voting from 09:00 on 23/4/2026 until before the Meeting approves the contents of Voting No. 08.

(vii) Delegates may access the electronic voting system and conduct voting 24 hours a day, 7 days a week, except in cases of system maintenance or other reasons beyond Vietbank's control. Upon the end of the voting period, the system will not record any further voting results from delegates.

d. Voting rules:

- (i) Each 01 (one) share is equivalent to one voting right. Each attending delegate represents one or more voting rights.
- (ii) As at the record date (23/3/2026), the total number of voting shares of Vietbank is: 1,076,897,384 shares corresponding to 1,076,897,384 voting rights.

e. Resolutions of the General Meeting of Shareholders shall be approved at the Meeting when endorsed by shareholders representing more than 50% (fifty percent) of the total voting rights

of all attending shareholders, except for the cases specified in Point b, Clause 8, Article 33 of the Vietbank Charter.

For resolutions on the plan to change charter capital; approval of share issuance plans, including types of shares and number of shares to be issued; decisions on investment, purchase or sale of fixed assets of the Bank where the investment value, expected purchase price or original value in case of disposal is equal to or exceeds 20% (twenty percent) of the Bank's charter capital as recorded in the most recent audited financial statements; decisions on division, separation, consolidation, merger, conversion of legal form, dissolution or request for bankruptcy of the Bank, such resolutions must be approved by shareholders representing more than 65% (sixty-five percent) of the total voting rights of all attending shareholders.

The election of members of the Board of Directors and the Supervisory Board shall be conducted by cumulative voting method, whereby each shareholder has a total number of votes equal to the number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board, and shareholders may allocate all or part of their total votes to one or more candidates. Elected members of the Board of Directors or the Supervisory Board shall be determined based on the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the required number of members is reached. In the event that two (02) or more candidates receive an equal number of votes for the final position of the Board of Directors or the Supervisory Board, a re-election shall be conducted among those candidates or selection shall be made in accordance with the criteria stipulated in the Regulations on nomination, self-nomination and election of members of the Board of Directors and the Supervisory Board for the 2026–2030 term.

Notes:

- Shareholders/authorized representatives having related interests are not entitled to vote on contracts and transactions with a value of 20% or more or transactions resulting in total transaction value arising within 12 months from the date of the first transaction reaching 20% or more of the Bank's charter capital as recorded in the most recent financial statements; such contracts or transactions shall only be approved when shareholders/authorized representatives representing at least 65% of the remaining voting rights vote in favor (pursuant to Clause 3, Article 43 of the Vietbank Charter).
  - Shareholders/authorized representatives holding 51% or more of the total voting shares or their related persons are not entitled to vote on contracts and transactions with a value exceeding 10% of the total assets of Vietbank as recorded in the most recent financial statements between Vietbank and such shareholder (pursuant to Point b, Clause 3 and Clause 4, Article 167 of the Law on Enterprises 2020).
3. Recording of voting results: The Vote Counting Committee shall verify, aggregate and report to the Chair the voting results for each matter in accordance with the Meeting agenda. The voting results shall be announced by the Chair immediately prior to the closing of the Meeting.

### **Article 13. Election of members of the Board of Directors and the Supervisory Board**

Delegates shall conduct the election from 09:00 on 23/4/2026 until before the General Meeting approves the election of members of the Board of Directors and the Supervisory Board. The election of members of the Board of Directors and the Supervisory Board for the 2026–2030 term shall be conducted in accordance with the Regulations on nomination, self-nomination and election of members of the Board of Directors and the Supervisory Board for the 2026–2030 term.

### **Article 14. Minutes and Resolution of the General Meeting of Shareholders**

All contents of the General Meeting of Shareholders must be recorded by the Meeting Secretary in the Minutes of the General Meeting of Shareholders. The Minutes must be read and approved before the closing of the Meeting.

The Resolution of the General Meeting of Shareholders must be approved and announced before the General Meeting of Shareholders prior to the closing of the Meeting.

The Minutes and the Resolution of the General Meeting of Shareholders shall be prepared in Vietnamese and English with equal legal validity. In case of any discrepancy between the Vietnamese and English versions, the Vietnamese version of the Minutes and the Resolution shall prevail.

### **Article 15. Third party related to the organization of the 2026 Annual General Meeting of Shareholders**

An organization with the function of supporting, implementing and organizing the 2026 Annual General Meeting of Shareholders of Vietbank in online format.

### **Article 16. Implementation of the Regulations**

1. This Regulation shall be publicly presented before the 2026 Annual General Meeting of Shareholders and shall take effect immediately upon being approved by the General Meeting of Shareholders of Vietnam Thuong Tin Commercial Joint Stock Bank (Vietbank) with a voting ratio of more than 50% of the total voting shares of attending shareholders.
2. Shareholders, authorized representatives and guests who violate this Regulation shall, depending on the nature and severity of the violation, be subject to consideration and handling by the Presidium in accordance with the Vietbank Charter and applicable laws.
3. This Regulation is prepared in Vietnamese and English with equal legal validity. In case of any discrepancy between the Vietnamese and English versions, the Vietnamese version shall prevail.

*This Regulation shall take effect immediately after being approved by the General Meeting of Shareholders of Vietbank.*

**ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS  
CHAIRPERSON OF THE MEETING**

**Recipients:**

- *General Meeting of Shareholders;*
  - *Members of the Board of Directors, Board of Management, Supervisory Board;*
- Filed at: Board of Directors' Secretariat,  
Board of Directors' Office.*

**DUONG NHAT NGUYEN**

Can Tho, Day 21 Month 4 Year 2026

## 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

### PROPOSAL

**SUBJECT: APPROVAL OF THE INDEPENDENTLY AUDITED 2025 FINANCIAL STATEMENTS**

To: The General Meeting of Shareholders

- Pursuant to the Law on Credit Institutions of 2024 and its amendments and supplements;
- Pursuant to Decision No. 16/2007/QĐ-NHNN dated 18 April 2007 of the Governor of the State Bank of Vietnam on promulgating the Financial Reporting Regime applicable to credit institutions, and its amendments and supplements;
- Pursuant to the Charter of Vietnam Thuong Tin Commercial Joint Stock Bank (Vietbank);
- Pursuant to Resolution No. 184/2024/NQ-HĐQT dated 11 December 2024 of the Board of Directors, under the authorization of the General Meeting of Shareholders, appointing Ernst & Young Vietnam Limited as the auditor of the financial statements of Vietbank and Vietbank AMC for the 2025 financial year;
- Pursuant to the separate financial statements and consolidated financial statements for 2025 of Vietbank, audited by Ernst & Young Vietnam Limited.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the separate financial statements and consolidated financial statements for 2025 which have been audited by Ernst & Young Vietnam Limited with an unqualified audit opinion.

Certain key figures in the audited 2025 financial statements are as follows:

*Unit: VND million*

No.	Item	2025	
		Audited Separate Financial Statements	Audited Consolidated Financial Statements
<b>I. Business-related indicators</b>			
1	Total Assets	196.962.024	196.771.033
2	Deposits with and loans to other credit institutions	51.514.898	51.514.898
3	Total outstanding credit balance	108.440.447	108.440.447
4	Customer deposits and valuable papers issued	125.290.220	125.094.683

Unit: VND million

No.	Item	2025	
		Audited Separate Financial Statements	Audited Consolidated Financial Statements
5	Profit Before Tax	1.524.903	1.531.509
<b>II. Equity-related Indicators</b>			
1	Total equity	12.426.319	12.431.567
2	Charter capital	10.768.974	10.768.974
3	Reserve fund for supplementation of charter capital	129.998	129.998
4	Financial reserve fund	527.818	527.818
5	Retained earnings	1.000.302	1.005.550
<b>III. Details of transactions with related parties</b>			
No.	Transaction item	Amount	
1	Demand deposit balance	22.500	
2	Term deposit balance	334.504	
3	Loan balance	30.140	
4	Credit card outstanding balance	1.231	

The separate financial statements and consolidated financial statements for 2025, as audited, have been fully disclosed and published on the Bank's website at:

<https://www.vietbank.com.vn/nha-dau-tu>

The Board respectfully submits to the General Meeting of Shareholders for approval the independently audited 2025 financial statements, including the statement of financial position as at 31 December 2025, the statement of profit or loss, the cash flow statement for the financial year then ended, the notes to the financial statements, and details of transactions with related parties.

Respectfully submitted./.

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



**DUONG NHAT NGUYEN**

## ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026

### REPORT

Re: Report of the Board of Directors on the 2025 Performance Results and the 2026 Operating Plan

Respectfully submitted to: **GENERAL MEETING OF SHAREHOLDERS**

The Board of Directors respectfully reports to the General Meeting of Shareholders on its activities in 2025 (including the performance of its assigned duties and authorities, corporate governance, operational results of the Board of Directors, and the performance evaluation results of members of the Board of Directors and its affiliated Councils and Committees), as well as its orientation for 2026, as follows:

#### I. OPERATING RESULTS IN 2025

1. Business performance in 2025:

a. Business plan approved by the General Meeting of Shareholders under Resolution No. 01/2025/NQ-ĐHĐCĐ dated 26/4/2025 with key targets as follows:

(Unit: VND billion, %)

Targets	2024 Actual	2025 Plan	
		Số dư	Growth Rate
Total assets	162.855	180.000	11%
Total outstanding credit	93.637	112.000 (*)	20%
Total mobilized funds (including valuable papers)	112.520	132.000	17%
Number of customers	243.046	450.000	85%
Profit before tax	1.131	1.750	55%
Non-performing loan ratio (per SBV Circular 31)	1,86%	≤ 2,5%	Compliance
ROE	11,6%	13,5%	17%



*(\*) As at 31/12/2025, Vietbank's credit growth limit approved by the State Bank of Vietnam (SBV) was VND 108,469 billion.*

b. Actual results:

- Total assets: VND 196,771 billion;
- Customer loans: VND 108,440 billion;
- Total mobilized funds (including valuable papers): VND 125,095 billion;
- Profit before tax: VND 1,532 billion;
- Non-performing loan ratio (per SBV Circular 11): 1.76%.

c. Assessment:

- In 2025, total assets reached VND 196,771 billion, representing a 20.8% increase compared to end-2024 (an increase of VND 33,916 billion), reflecting above-expectation scale expansion. Profit before tax reached VND 1,532 billion, up 35.4% year-on-year (equivalent to VND 401 billion) and achieving 87.5% of the annual plan. Financial indicators improved significantly and remained well-controlled, particularly with non-performing loans maintained at 1.76%. All prudential ratios complied with SBV regulations.
- Vietbank completed its charter capital increase through rights issuance and share dividends from retained earnings, raising charter capital to VND 10,769 billion, up 50.8% (VND 3,630 billion) compared to the beginning of 2025.
- Areas requiring further improvement include credit portfolio stability, optimization of interbank funding, enhancement of service income, increasing CASA ratio, expanding customer base, and better leveraging IT infrastructure for product and service development.

2. Performance of the Board of Directors and its committees:

a. Board of Directors:

(i) Organization and personnel:

- The Board of Directors for the 2021–2025 term, elected at the 2021 Annual General Meeting of Shareholders on 26/04/2021, comprises 05 members and, to date, continues to fully meet the required structure, number and composition in accordance with applicable laws and the Bank's Charter;
- In 2025, to align with the Bank's operational requirements and personnel structure, the Board of Directors reviewed and supplemented personnel for the Risk Management Committee, the Investment Committee, the Risk Handling Council and other councils/committees, with a view to enhancing specialization and improving the quality of personnel in line with functional requirements;
- In parallel, to support the Bank's operational orientation and strengthen executive capacity in business and operations, the Board of Directors restructured management positions and enhanced staffing for the Executive Board and business divisions; as at the end of 2025,

Vietbank had fully supplemented executive and managerial personnel across Head Office divisions and regional units;

- In 2025, the Board of Directors directed the implementation of a comprehensive restructuring project from Head Office to business centers, aiming to review and redesign the organizational structure and operating model of the executive apparatus toward a streamlined structure, with clear delegation and authorization, multi-dimensional coordination mechanisms, standardized competency frameworks, and the development and deployment of core capabilities for each division and unit. As of the end of 2025, the project was implemented on schedule and achieved the targeted quality and objectives;
- In 2025, the Board of Directors also directed the restructuring of the Transformation Office with advisory support from KPMG to enhance professionalism and establish governance culture and standards in the management of strategic projects of the Bank.

(ii) Business operations:

- In 2025, the Board of Directors convened 181 meetings (both physical and virtual), issued 208 Resolutions relating to the organization and operations of Vietbank, and 236 Decisions relating to business operations;
- The Standing Board of Directors participated in periodic monthly business review meetings with the Executive Board, Finance Division and business regions to perform its supervisory role over the implementation of the annual business plan, review matters relating to targets, execution progress and performance results, provide timely strategic direction to the Executive Board, and issue necessary directives to address operational challenges across regions and the Bank as a whole.

Throughout 2025, the close oversight of the Board of Directors/Standing Board and advisors ensured that Vietbank's operations remained aligned with strategic direction while progressively addressing existing limitations and inefficiencies;

- Detailed results of the 2025 charter capital increase and the listing of shares on the stock market are presented in a separate report of the Board of Directors.

(iii) Network operations:

In 2025, Vietbank continued to review and consolidate its existing network to ensure growth, safety and operational efficiency.

(iv) Facilities and information technology:

- Vietbank continued to maintain and strengthen its physical infrastructure to ensure continuous, safe and stable business operations. In addition, the Board of Directors and the Strategy Committee directed a comprehensive review of the Core Banking system and the implementation of IT projects to enhance customer digital experience (including corporate online banking – Omi Channel; upgrades to retail digital banking systems);

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- With respect to facilities and head office infrastructure, in addition to consolidating existing assets, the Board of Directors (within its authority) approved the expansion of the Can Tho Branch headquarters and submitted to the General Meeting of Shareholders for approval the acquisition of real estate being the Lim 2 Building (62A Cach Mang Thang 8, Xuan Hoa Ward, Ho Chi Minh City). Detailed implementation results of the General Meeting of Shareholders' Resolution on this matter are presented in a separate report.

b. Activities of councils and committees under the Board of Directors:

(i) Risk Management Committee:

In 2025, the Committee convened or obtained members' opinions 08 times, in compliance with the minimum quarterly requirement. The Committee reviewed and concluded on key matters including: (i) monitoring risk appetite; (ii) oversight of ICAAP implementation and capital adequacy framework; (iii) key risk areas including credit risk, market risk, concentration risk, interest rate risk in the banking book and operational risk; (iv) advising the Board on fixed asset investment proposals for submission to the General Meeting of Shareholders.

Recommendations and conclusions were fully documented and reported to the Board of Directors, and subsequently implemented by relevant units with progress monitored regularly.

(ii) Human Resources Committee:

In 2025, the Human Resources Committee convened 11 meetings. The Standing Human Resources Committee approved 145 decisions on personnel and matters related to human resources, remuneration and other employee benefits, advised the Board of Directors on personnel matters in accordance with the Committee's functions and duties, and strengthened the organizational structure across executive levels, regions and business centers.

In 2025, under the authorization of the Board of Directors, the Human Resources Committee directed the implementation of the Delegation and Authorization Project (one of the key components of the Bank-wide Restructuring Project), thereby clearly defining the principles of delegation, authorization and control over the execution of assigned duties and responsibilities under delegated authority.

(iii) Risk Handling Council:

In 2025, for the purpose of handling cases relating to debt restructuring; debt classification and provisioning policies; debt recovery measures and other decisions within its delegated authority, the Council convened meetings/collected written opinions 79 times.

(iv) Procurement Management Council:

The Council held 46 bid evaluation meetings and conducted 169 written consultations in 2025 regarding the procurement of information technology assets, administrative assets, construction works and marketing and communications activities to approve related decisions.

(v) Scientific Council:



In 2025, the Scientific Council convened 10 meetings and conducted 02 rounds of written consultations. The Scientific Council conducted research and provided recommendations and advisory opinions to the Board of Directors/Standing Board of Directors on matters relating to updates on macroeconomic policies and developments in domestic and international markets affecting banking operations.

(vi) Investment Committee:

The activities of the Investment Committee in 2025 focused on interbank market operations, assessment and review of the investment portfolio, and capital utilization activities to ensure optimal use of surplus funds from the primary market. In 2025, the Investment Committee held 10 meetings and conducted 02 written consultations to make timely investment decisions and responses.

c. Evaluation of the performance of members of the Board of Directors:

In 2025, members of the Board of Directors fully attended Board meetings and provided timely opinions on matters within the authority of the Board. Based on the Board's assessment in 2025, all members fulfilled and performed well their duties as Board members and other assignments delegated by the Board of Directors.

d. Evaluation of the activities of councils and committees under the Board of Directors:

- Risk Management Committee: fulfilled its duties;
- Human Resources Committee: performed well its duties;
- Risk Handling Council: fulfilled its duties;
- Procurement Management Council: performed well its duties;
- Scientific Council: fulfilled its duties;
- Investment Committee: fulfilled its duties.

3. Remuneration, operating expenses and other benefits of the Board of Directors:

- The total budget and remuneration of the Board of Directors and the Supervisory Board approved by the General Meeting of Shareholders (pursuant to Resolution No. 01/2025/NQ-ĐHĐCĐ dated 26/4/2025): VND 65,000,000,000 (*Sixty-five billion VND*). The Board of Directors/Standing Board of Directors is authorized to determine the specific remuneration for each member.
- Remuneration, operating expenses and other benefits of the Board of Directors: *please refer to the 2025 consolidated financial statements, Notes, item 35 "Major transactions with related parties"*.

4. Supervision results over the Chief Executive Officer:

- In 2025, in addition to quarterly Board meetings to discuss and provide opinions on the operational performance of the Executive Board as well as the implementation of resolutions and decisions of the Board of Directors, on a monthly basis, based on periodic reports of the

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Executive Board, the Board of Directors reviewed and provided opinions for the Executive Board to adjust business solutions in a specific and appropriate manner.

- In addition, on a monthly basis, the Standing Board of Directors held extended coordination meetings with the Executive Board and Divisions/Departments/Units, regions and business centers across the system to promptly capture and resolve difficulties and issues in operational management.
  - Based on the business performance results in 2025, the Board of Directors assessed that the Executive Board fulfilled its duties.
5. Preparation of personnel for the Board of Directors and the Supervisory Board for the 2026–2030 term:
- The Board of Directors has notified shareholders of the nomination and self-nomination process for candidates to be elected to the Board of Directors and the Supervisory Board for the 2026–2030 term. Based on shareholders' nominations, the Board of Directors convened and issued a Resolution approving the proposed list of candidates for election to the Board of Directors and the Supervisory Board for the 2026–2030 term.
  - On February 5, 2026, Vietbank submitted Official Letter No. 333/2026/CV-VB, together with the relevant dossiers, to the Governor of the State Bank of Vietnam (SBV), requesting review and approval of the proposed list of candidates for election as members of the Board of Directors and the Supervisory Board for the 2026–2030 term. The Bank's submission was subsequently responded to by the Banking Supervision and Inspection Agency under the SBV in Official Letter No. 532/QLGS5 dated February 13, 2026, requesting further review and supplementation in accordance with applicable regulations.
  - Following an internal review of the candidate dossiers and considering Vietbank's operational realities, and in order to allow additional time for preparation and selection of qualified candidates aligned with the Bank's governance strategy for the upcoming period, the Board of Directors has reported to the SBV and agreed to continue the preparation and selection process. The finalized list of candidates will be submitted to the SBV for approval prior to election of the Board of Directors and the Supervisory Board for the 2026–2030 term at the nearest General Meeting of Shareholders, in accordance with regulations.

6. Matters requiring improvement:

In 2025, the Board of Directors closely monitored and provided timely direction to the business operations of the Executive Board, enhancing its supervisory role over the management activities of the Chief Executive Officer. The Board focused on promptly addressing issues arising in daily operations and reviewing and adjusting the operating mechanisms of councils and committees; however, the overall efficiency of such councils and committees has not yet been fully optimized.

## II. OPERATIONAL ORIENTATION FOR 2026:

1. Key financial targets:

- Total assets: VND 230,000 billion;
- Total mobilized funds (including valuable papers): VND 155,000 billion;
- Total outstanding credit (including corporate bonds): VND 134,000 billion;
- Profit before tax: VND 2,100 billion;
- Non-performing loan ratio (Circular 31):  $\leq 2.5\%$ .

## 2. Operational orientation:

- Organize the 2026 Annual General Meeting of Shareholders to approve matters within its authority;
- Submit to the General Meeting of Shareholders the plan to increase charter capital in 2026 to strengthen financial capacity;
- The Board of Directors will continue to review and streamline its affiliated Councils and Committees based on the Bank's operational realities and applicable legal regulations, with a focus on enhancing efficiency and avoiding overlapping functions and responsibilities. The activities of such Councils and Committees will also be further strengthened in terms of depth and substance, thereby providing more effective support and advisory to the Board of Directors in line with its strategic direction.
- Consolidate the Chief Executive Officer position and strengthen personnel for the Executive Board, divisions and regions to ensure effective management;
- Continue directing the Executive Board to complete the restructuring model in line with the implementation roadmap, reorganizing the management structure to optimize operational efficiency;
- Implement bank governance in accordance with standards applicable to public companies; in 2026, Vietbank will proceed with the listing of its shares on the official exchange upon approval from competent authorities and the stock exchange;
- Direct the Executive Board to implement business solutions aligned with development strategy to achieve 2026 revenue and profit targets;
- Direct the Executive Board in information technology and digital banking to ensure system safety, review project components for continued implementation, and support business units in digitalization to enhance customer convenience and operational efficiency;
- Direct the Executive Board in human resources to ensure quality recruitment, workforce productivity and training standards across the system;
- Review and strengthen infrastructure to meet business needs, optimize existing assets to reduce costs, and utilize underused premises to generate additional income;
- Coordinate and support the Supervisory Board to enhance the quality and effectiveness of internal audit in a direction aligned with business operations to minimize risks.

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In 2026, Vietbank will focus on scaling operations while optimizing capital utilization efficiency to strengthen its position and improve overall performance. A key priority will be risk management in accordance with international standards to ensure capital safety and optimize the credit portfolio. Concurrently, the Bank will accelerate digital transformation, leveraging AI and big data to enhance customer experience, further develop modern digital banking, ensure transaction security and provide comprehensive financial solutions.

The Board of Directors believes that, building on the achievements of the 2021–2025 period and through decisive implementation of key initiatives, strong alignment and unity across the system, and continued support from shareholders, partners and customers, Vietbank will continue to achieve breakthroughs in 2026 and throughout the 2026–2030 period.

Respectfully reported to the General Meeting of Shareholders./.

**On behalf of the General Meeting of Shareholders**

**Chairman of the Board of Directors**



**DUONG NHAT NGUYEN**

Can Tho, Date .21...Month..4...Year 2026

## ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026

### REPORT ON ACTIVITIES OF THE SUPERVISORY BOARD AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026

- Pursuant to the Law on Credit Institutions 2024;
- Pursuant to Resolution No. 01/2025/NQ-ĐHĐCĐ dated April 26, 2025 approved by the 2025 Annual General Meeting of Shareholders;
- Pursuant to the rights and responsibilities of the Board of Supervisors as stipulated in the Charter of Vietnam Thuong Tin Commercial Joint Stock Bank (VIETBANK);
- Pursuant to the Consolidated Financial Statements for the year ended 2025 of VIETBANK audited by Ernst & Young Vietnam Limited Liability Company

The Supervisory Board of Viet Nam Thuong Tin Bank (BoS) respectfully report to the annual general meeting of shareholders 2026 as following details:

#### I. ACTIVITIES OF THE SUPERVISORY BOARD IN 2025

##### 1. Key highlights:

In 2025, The BoS conducted its function and responsibilities in accordance with the provision of law, the Bank's Charter, the Charter of on Organization and operation of BoS, the orientation of banking sector, the guideline of State Bank of Viet Nam (SBV), through the following activities:

##### 1.1. Supervisory works:

- Ensuring compliance with laws and regulations, the Charter of Vietbank in corporate governance, implementation of resolution of the General Meeting of Shareholders
- By attending the Board of Directors (BoD) Meetings, the Board of Management (BoM) Meetings, Bank Semi-annual/Annual Review Conference; reviewing management reports, the BoS conducted its supervisory works and permanently updated information for the direction of the internal audit.
- Doing other supervisory tasks in accordance with legal documents , as well as directives and guidelines of SBV and relevant regulatory authorities

##### 1.2. Internal audit – a direct subordinate unit of the BoS :

- 2025 Internal audit results: Internal audit unit (IA) fully completed its audit plan



timely and reported in detail to SBV, based on the orientation, directives and consensus of the BoS in conducting audit tasks as planned. Shortcomings and deficiencies arising in operations were identified, specified in every audit report with corrective recommendations. The follow-up of post-audit recommendations were closely monitored, with cross departmental coordination to ensure existing issues were resolved and to enhance the quality of warning and prevention mechanism.

- Audit workforce caring: Key point was placed on recruitment and professional training for auditors through internal/external programs and seminars
- Through internal audits, the BoS monitored Capital Adequacy Ratios and other operational safety limits to ensure compliance with applicable law; supervised key business activities such as capital mobilization, capital utilization and credit quality; monitored the approval and implementation of investment projects, fixed assets transactions and other contracts within the authority of GMS and BoD; Supervised the implementation of directives and recommendations from SBV and Inspectorate and Supervision Agency

### 1.3. Other activities :

- Re-Assurance the truth and fair of Semi-annual and Annual Financial statements, reporting findings to the Annual GMS
- Regularly directed the review, issuance and amendment of internal regulations of the Supervisory Board.
- Pursuant to Resolution No. 01/2025/NQ-ĐHĐCĐ dated April 26, 2025, and based on the proposal of the Supervisory Board, the Board of Directors has approved the appointment of Ernst & Young Vietnam (EY) as the independent auditor to audit the financial statements and the internal control system over the preparation and presentation of the financial statements of Vietbank and Vietbank AMC for the fiscal year 2026.
- Participated in SBV conferences on internal control and audit;

### 2. Evaluation of the BoS's performance:

- In 2025, the Vietbank Supervisory Board operated with one Head and two members, providing direct oversight of all activities of the Internal Audit Department.
- The Board continued to review and update internal control guidelines in accordance with legal regulations to further refine its operational framework and internal regulations for 2026.
- Additionally, in 2025, the Supervisory Board performed its functions by organizing periodic and extraordinary meetings as prescribed by the Internal Regulations on Corporate Governance and the Charter of the Organization and Operation of the Vietbank Supervisory Board. Head of BoS attended meetings of the Board of Directors (BoD) and the Board of Management (BoM) to stay updated on the Bank's operation. Within their assigned scopes, members conducted their duties following the Bank's general strategic orientation, as agreed upon in consultative sessions and Board meetings.

- The Board provided recommendations to the BoD and BoM regarding solutions to improve the efficiency of internal controls and overall bank operations.
- In 2025, the Head and members fully fulfilled their assigned responsibilities. They attended all periodic/extraordinary meetings and provided timely support, directives, and practical orientations for internal audit activities. They coordinated effectively with the BoD and BoM in corporate governance and operational management. Consequently, all matters within the Board's functions were approved, ensuring the full implementation of the operational plan in compliance with the law, the Bank's Charter, and Vietbank's internal regulations.

### 3. Remuneration and operational expense of BoS:

- Total budget and remuneration for the Board of Directors and the Supervisory Board were approved by the General Meeting of Shareholders (as per Resolution No. 01/2025/NQ-ĐHĐCĐ dated April 26, 2025) at: VND 65,000,000,000 (Sixty-five billion Vietnamese Dong). The General Meeting of Shareholders authorized the Board of Directors/Standing Board of Directors to determine the specific remuneration levels for each individual member
- Remuneration, operating expenses, and other benefits of the Supervisory Board: Please refer to the 2025 Consolidated Financial Statements, Notes section, item 34 "Related Party Transactions."

## II. RESULTS OF SUPERVISION OF CORPORATE GOVERNANCE AND MANAGEMENT:

### 1. Supervision Results of the BoD and the BoM in 2025: :

The Supervisory Board monitored the activities of the BoD and the BoM in accordance with the Bank's Charter, the Regulations on the Organization and Operation of the BoD, and the Regulations on the Organization and Operation of the BoM

- The BoD organized meetings as required; held sessions and issued resolutions concerning Vietbank's operations, evaluated performance, and implemented general orientations for the entire Bank. All the BoD decisions were based on proposals from specialized departments, professional expertise, and independent supervision by the BoS, ensuring compliance with information disclosure and public company governance regulations. .
- The BoD performed its functions and duties in accordance with the law, Vietbank's Charter, and the Resolutions of the GMS.
- 2025 business Results: Overall, the Bank achieved key indicators regarding operational scale. However, these results were not fully comprehensive as certain targets for profit, average outstanding loans, and Net Interest Margin (NIM),... were not totally met. This was partly due to unfavorable macroeconomic conditions, requiring Vietbank to balance safety and sustainability with growth and efficiency. Nevertheless, considering the overall scale, the Bank reached a significant milestone, demonstrating the collective effort of Vietbank's staff under the BoD's practical guidance and the BoM's determined responsibility. Specifically
  - Vietbank continued to enhance its financial strength, completing a capital increase to VND 10,769 billion (an increase of VND 3,630 billion compared to Dec 31, 2024) via the capital plan approved by the GMS.



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- Business plan: Total assets reached VND 196,771 billion, completing 109% of the 2025 plan and increasing by 20.8% compared to the end of 2024. Total credit turnover reached VND 108,440 billion (81% of the growth plan), in line with the credit room by the State Bank of Vietnam (SBV). Total Operating Income (TOI) reached 80.5% of the plan. Profit before tax for 2025 reached VND 1,532 billion, completing 87.5% of the plan.
  - Operational safety: Credit quality improved, with the NPL complied with SBV regulation. Financial indicators improved significantly : CAR reached 13.42%, ROE was 11.45% (similar to the previous year), and CIR stood at 47.72% (a slight increase from the previous year).
  - Control and Compliance: Operations continued to be strengthened on the basis of safety, sustainability, and compliance with current laws. The internal control system was further refined. Compliance awareness during operation was consistently prioritized through reminders, warnings, and specific sanctions to mitigate risks. All actions were based on Vietbank's four core values: Integrity, Knowledge, Efficiency, and Compliance.
- The BoD directed the implementation of business plans and addressed existing obstacles and difficulties during operations
  - Based on BoD directives, the BoM strictly implemented GMS and BoD Resolutions, ensuring compliance with legal regulations and the Bank's Charter. They adhered to SBV regulations on safety ratios, as well as directives on capital markets, monetary-credit markets, and internal control activities across different periods.
  - The BoD and BoM maintained seamless interaction and support with the BoS, acknowledging and implementing the BoS's recommendations to strengthen risk management and system safety.

## 2. Coordination between BoS, BoD and BoM

- The coordination between the BoS, the BoD, and the BoM was conducted in full compliance with legal regulations, Vietbank's internal policies, and in the best interests of the shareholders. The BoD and BoM consistently facilitated the Supervisory Board's performance of its duties and responsibilities.
- The BoS was provided with necessary information and documents upon request by the BoD and BoM to effectively carry out its tasks.
- Through its supervisory findings, the BoS provided recommendations to the BoD and BoM to strengthen internal controls and mitigate risks. These recommendations were duly acknowledged, and instructions were issued to relevant units for timely implementation, taking corrective actions as well

## 3. Supervision of the decision making on investment projects, Procurement/Sale of fixed assets, contracts, and other transactions of Vietbank under the Authority of the GMS and BoD:

- Regarding contracts for the procurement of fixed assets, investment projects, and other transactions in 2025, based on the results of supervision according to its functions and duties, as well as the results of independent reviews by the Internal Audit department, the Supervisory Board confirms that the execution of the

mentioned professional activities complied with the correct decision-making authority corresponding to each asset value level as prescribed by current laws and Vietbank's internal regulations.

### III. THE BoS'S COMMENT ON FINANCIAL STATEMENT AS AT 2025

Based on the 2025 consolidate financial statement audited by Ernst & Young (EY) limited company, the BoS hereby reaches a consensus on all figures and reports the key performance indicators for the 2025 fiscal year, as follows

*Unit: bil VND*

No	Items	Year 2025	
		FS	Consolidated FS
<b>Operation indicators</b>			
1	Total asset	196.962.024	196.771.033
2	Loan to clients	105.235.063	105.235.063
3	Clients' Deposit	101.645.857	101.449.573
4	Profit before tax	1.524.903	1.531.509
<b>Owners' Equity indicators</b>			
1	Equity	12.426.319	12.431.567
2	Charter capital	10.768.974	10.768.974
3	Reserve funds	657.816	657.816
4	Retained earnings	1.000.302	1.005.550

### IV. INFORMATION DISCLOSURE PURSUANT TO ARTICLE 49 OF THE LAW ON CREDIT INSTITUTIONS:

#### 1. Disclosure of related interests under Clause 1, Article 49

The following information is included:

- Enterprises and other economic entities in which members hold ownership of capital contributions or shares of 5% (five percent) or more of the charter capital
- Enterprises and other economic entities in which related persons of the members hold ownership of capital contributions or shares of 5% (five percent) or more of the charter capital...
- Enterprises and other economic entities in which the members and their related persons jointly hold ownership of capital contributions or shares of 5% (five percent) or more of the charter capital.



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- Enterprises and other economic entities in which the members currently hold positions as members of the Board of Directors, members of the member's Council, members of the Supervisory Board, or General Director (Director).
- Enterprises and other economic entities in which related persons of the members currently hold positions as members of the Board of Directors, members of the Member's Council, members of the Supervisory Board, or General Director (Director).
- Information regarding related persons that are organizations.

*Detailed information is provided in the attached Appendix*

## **2. Information disclosure under Clause 2, Article 49**

The following information is included:

- Full name; identification number; nationality, passport number, date of issue, and place of issue for foreign shareholders; Business Registration Certificate number or equivalent legal documents for institutional shareholders; date of issue and place of issue of such documents.
- Information regarding related persons
- The number and ownership percentage of shares held by the shareholder; the number and ownership percentage of shares held by the related persons of the shareholder.

Details of the disclosed information are available on the Bank's Website and have been reported to the State Bank of Vietnam (SBV) in accordance with regulations.

## **V. THE 2026 ORIENTATION AND CONCLUSIONS OF THE BoS**

### **1. The 2026 Orientation of BoS**

Based on its prescribed functions and duties, the 2026 orientation of the BoS is as follows:

- Ensure that all board members fully perform their functions and duties according to the Board's assignment, based on timely coordination and information sharing; any arising issues are to be discussed openly to reach a common consensus as a basis for implementation.
- Strengthen and enhance the monitoring of compliance with legal regulations and the Bank's Charter in the governance and management of Vietbank through reporting lines and internal oversight mechanisms.
- Supervise the implementation of Resolutions of the 2026 Annual GMS, the BoD, and the BoM to ensure alignment with legal regulations and Vietbank's Charter.
- Continue close cooperation with the Board of Directors and the Board of Management through key action programs in each period, further refining and improving the effectiveness of the internal control system in banking operations.
- Based on the Bank's four core values, strengthen and promote the effectiveness of inspection and supervision functions through Internal Audit; enhance the capacity and quality of internal audit activities to promptly detect and address shortcomings, especially those related to human factors and key personnel, to prevent and mitigate operational risks.
- Direct, guide, and supervise internal audit activities in accordance with SBV



regulations and Vietbank's internal rules, focusing on the following:

- i. Implementing the 2026 internal audit plan and developing the internal audit plan for 2027.
- ii. Restructuring the internal audit personnel and improving the quality of internal audit activities with the goal of risk warning and prevention, rather than merely identifying specific violations for each individual case.

## 2. The BoS's Conclusion:

Based on its functions and duties and the results of supervision and inspection work in 2025, the Supervisory Board expresses the following opinions:

- The BoD and the BoM have complied with the Bank's Charter, the Resolutions of the GMS, and relevant legal regulations in the governance and management of the Bank.
- Vietbank's operations have been conducted based on a safe and prudent orientation, consistent with the macroeconomic context and the realities of the banking industry.
- The Internal Control System has been continuously strengthened and consolidated in accordance with SBV regulations.

Respectfully submitted to the General Meeting of Shareholders.

Yours faithfully.

ON BEHALF OF SUPERVISORY BOARD

Head of BoS



HỮA NGỌC NGHĨA



**VIETNAM THUONG TIN JOINT  
STOCK COMMERCIAL BANK**

Can Tho, Date 21. Month 04. Year 2026

**2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS (AGM)**

**To: General Meeting of Shareholders of Vietbank**

*Subject: Disclosure of related interests of Members of the Board of Directors, Supervisory Board, Chief Executive Officer, and Deputy Chief Executive Officers of Vietnam Thuong Tin Commercial Joint Stock Bank as of December 31, 2025.*

The Supervisory Board respectfully reports to the General Meeting of Shareholders as follows:

NO.	Full Name (Declarant)	Position at Vietbank	Other enterprises and economic organizations in which the declarant holds at least 5% of charter capital or shares:	Other enterprises and economic organizations in which related persons hold at least 5% of charter capital or shares.	Other enterprises and economic organizations in which the declarant and related persons hold at least 5% of charter capital or shares.	Other enterprises and economic organizations in which the declarant is currently serving as a member of the Board of Directors, Member of the Members' Council, member of the Supervisory Board, or General Director (Director).	Other enterprises and economic organizations in which related persons are currently serving as a member of the Board of Directors, Member of the Members' Council, member of the Supervisory Board, or General Director (Director).	Organizations related to the declarant:
1.	Mr. Duong Nhat Nguyen	Chairman of the Board of Directors	1. Viet Vmicro Electronics Corporation, Business Registration No. 0304231256, registered address: No. 02 Thi Sach, Sai Gon Ward, Ho Chi Minh City. 2. Gia An Digital Medical Technology Company Limited,	1. Viet Vmicro Electronics Corporation, Business Registration No. 0304231256, registered address: No. 02 Thi Sach, Sai Gon Ward, Ho Chi Minh City. 2. Hoa Lam Investment Consulting Company Limited,	1. Viet Vmicro Electronics Corporation, Business Registration No. 0304231256, registered address: No. 02 Thi Sach, Sai Gon Ward, Ho Chi Minh City.	None.	1. Viet Vmicro Electronics Corporation, Business Registration No. 0304231256, registered address: No. 02 Thi Sach, Sai Gon Ward, Ho Chi Minh City. 2. Hoa Lam Investment Consulting Company Limited,	1. Viet Vmicro Electronics Corporation, Business Registration No. 0304231256, registered address: No. 02 Thi Sach, Sai Gon Ward, Ho Chi Minh City. Legal representative:



NO.	Full Name (Declarant)	Position at Vietbank	Other enterprises and economic organizations in which the declarant holds at least 5% of charter capital or shares:	Other enterprises and economic organizations in which related persons hold at least 5% of charter capital or shares.	Other enterprises and economic organizations in which the declarant and related persons hold at least 5% of charter capital or shares.	Other enterprises and economic organizations in which the declarant is currently serving as a member of the Board of Directors, Member of the Members' Council, member of the Supervisory Board, or General Director (Director).	Other enterprises and economic organizations in which related persons are currently serving as a member of the Board of Directors, Member of the Members' Council, member of the Supervisory Board, or General Director (Director).	Organizations related to the declarant:
			Business Registration No. 0317831490, registered address: 62A Cach Mang Thang Tam, Xuan Hoa Ward, Ho Chi Minh City.	Business Registration No. 0310180024, registered address: No. 02 Thi Sach, Sai Gon Ward, Ho Chi Minh City.  3. Gia Thinh Technical Investment Company Limited, Business Registration No. 0311648065, registered address: No. 02 Thi Sach, Sai Gon Ward, Ho Chi Minh City.  4. Vidiva Technology Joint Stock Company, Business Registration No. 0314570723, registered address: 22nd Floor, Lim 3 Building, 29A Nguyen Dinh Chieu, Tan Dinh			Business Registration No. 0310180024, registered address: No. 02 Thi Sach, Sai Gon Ward, Ho Chi Minh City.	Tran Thi Lam.  2. Gia An Digital Medical Technology Company Limited, Business Registration No. 0317831490, registered address: 62A Cach Mang Thang Tam, Sai Gon Ward, Ho Chi Minh City. Legal representative: Nguyen Quoc Dinh.  3. Hoa Lam Investment Consulting Company Limited, Business Registration No. 0310180024,

NO.	Full Name (Declarant)	Position at Vietbank	Other enterprises and economic organizations in which the declarant holds at least 5% of charter capital or shares:	Other enterprises and economic organizations in which related persons hold at least 5% of charter capital or shares.	Other enterprises and economic organizations in which the declarant and related persons hold at least 5% of charter capital or shares.	Other enterprises and economic organizations in which the declarant is currently serving as a member of the Board of Directors, Member of the Members' Council, member of the Supervisory Board, or General Director (Director).	Other enterprises and economic organizations in which related persons are currently serving as a member of the Board of Directors, Member of the Members' Council, member of the Supervisory Board, or General Director (Director).	Organizations related to the declarant:
				<p>Ward, Ho Chi Minh City.</p> <p>5. Hoa Lam Pharmaceutical Company Limited, Business Registration No. 0307290757, registered address: 11B Hung Vuong, Cho Quan Ward, Ho Chi Minh City.</p>				<p>registered address: No. 02 Thi Sach, Sai Gon Ward, Ho Chi Minh City. Legal representative: Duong Bao Anh.</p> <p>4. Gia Thinh Technical Investment Company Limited, Business Registration No. 0311648065, registered address: No. 02 Thi Sach, Sai Gon Ward, Ho Chi Minh City. Legal representative: Duong Mai Anh.</p> <p>5. Vidiva Technology Joint</p>

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NO.	Full Name (Declarant)	Position at Vietbank	Other enterprises and economic organizations in which the declarant holds at least 5% of charter capital or shares:	Other enterprises and economic organizations in which related persons hold at least 5% of charter capital or shares.	Other enterprises and economic organizations in which the declarant and related persons hold at least 5% of charter capital or shares.	Other enterprises and economic organizations in which the declarant is currently serving as a member of the Board of Directors, Member of the Members' Council, member of the Supervisory Board, or General Director (Director).	Other enterprises and economic organizations in which related persons are currently serving as a member of the Board of Directors, Member of the Members' Council, member of the Supervisory Board, or General Director (Director).	Organizations related to the declarant:
								<p>Stock Company, Business Registration No. 0314570723, registered address: 22nd Floor, Lim 3 Building, 29A Nguyen Dinh Chieu, Tan Dinh Ward, District 1, Ho Chi Minh City. Legal representative: Nguyen Phan Tan.</p> <p>6. Hoa Lam Pharmaceutical Company Limited, Business Registration No. 0307290757, registered address: 11B Hung Vuong, Cho Quan Ward, Ho Chi Minh City.</p>

NO.	Full Name (Declarant)	Position at Vietbank	Other enterprises and economic organizations in which the declarant holds at least 5% of charter capital or shares:	Other enterprises and economic organizations in which related persons hold at least 5% of charter capital or shares.	Other enterprises and economic organizations in which the declarant and related persons hold at least 5% of charter capital or shares.	Other enterprises and economic organizations in which the declarant is currently serving as a member of the Board of Directors, Member of the Members' Council, member of the Supervisory Board, or General Director (Director).	Other enterprises and economic organizations in which related persons are currently serving as a member of the Board of Directors, Member of the Members' Council, member of the Supervisory Board, or General Director (Director).	Organizations related to the declarant:
								Legal representative: Pham Le Tu Uyen.
2.	Mr. Nguyen Huu Trung	Vice Chairman of the Board of Directors cum Independent Board Member	None	None	None	None	None	None
3	Mrs. Quach To Dung	Board Member	1. Hoa Phat Real Estate Company Limited, Business Registration No. 0309405410, registered address: No. 02 Thi Sach, Sai Gon Ward, Ho Chi Minh City.	None	None	Sy Phat Company Limited, Business Registration No. 0316103234, registered address: No. 10 Nguyen Thi Minh Khai, Sai Gon Ward, Ho Chi Minh City.	None	1. Hoa Phat Real Estate Company Limited, Business Registration No. 0309405410, registered address: No. 02 Thi Sach, Sai Gon Ward, Ho Chi Minh City.  2. Sy Phat

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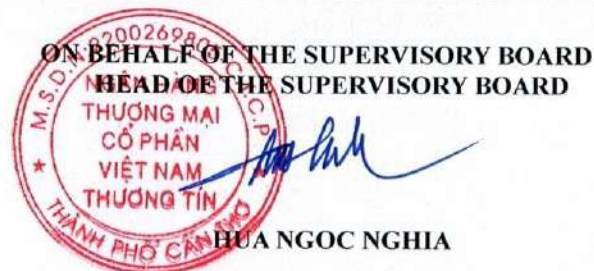
NO.	Full Name (Declarant)	Position at Vietbank	Other enterprises and economic organizations in which the declarant holds at least 5% of charter capital or shares:	Other enterprises and economic organizations in which related persons hold at least 5% of charter capital or shares.	Other enterprises and economic organizations in which the declarant and related persons hold at least 5% of charter capital or shares.	Other enterprises and economic organizations in which the declarant is currently serving as a member of the Board of Directors, Member of the Members' Council, member of the Supervisory Board, or General Director (Director).	Other enterprises and economic organizations in which related persons are currently serving as a member of the Board of Directors, Member of the Members' Council, member of the Supervisory Board, or General Director (Director).	Organizations related to the declarant:
								Company Limited, Business Registration No. 0316103234, registered address: No. 10 Nguyen Thi Minh Khai, Sai Gon Ward, Ho Chi Minh City.
4.	Mrs. Luong Thi Huong Giang	Board Member	None	None	None	None	None	None
5.	Mrs. Le Thi Xuan Lan	Board Member	None	None	None	None	None	None
6.	Mr. Hua Ngoc Nghia	Head of the Supervisory Board	None	None	None	None	None	None

NO.	Full Name (Declarant)	Position at Vietbank	Other enterprises and economic organizations in which the declarant holds at least 5% of charter capital or shares:	Other enterprises and economic organizations in which related persons hold at least 5% of charter capital or shares.	Other enterprises and economic organizations in which the declarant and related persons hold at least 5% of charter capital or shares.	Other enterprises and economic organizations in which the declarant is currently serving as a member of the Board of Directors, Member of the Members' Council, member of the Supervisory Board, or General Director (Director).	Other enterprises and economic organizations in which related persons are currently serving as a member of the Board of Directors, Member of the Members' Council, member of the Supervisory Board, or General Director (Director).	Organizations related to the declarant:
7.	Mr. Mac Huu Danh	Full-time Supervisory Board Member	None	None	None	None	None	None
8.	Mrs. Nguyen Do Xuan Dung	Full-time Supervisory Board Member	None	None	None	None	None	None
9.	Mrs. Tran Tuan Anh	Chief Executive Officer, Legal Representative	None	None	None	None	None	None
10.	Mr. Pham Danh	Deputy Chief Executive Officer	None	First Family One-Member Limited Liability Company, Business Registration No. 0312892644, registered address: 14th Floor, Unit 8B, Vincom Building, 72 Le Thanh Ton, Sai Gon Ward, Ho Chi Minh City.	None	None	First Family One-Member Limited Liability Company, Business Registration No. 0312892644, registered address: 14th Floor, Unit 8B, Vincom Building, 72 Le Thanh Ton, Sai Gon Ward, Ho Chi Minh City.	First Family One-Member Limited Liability Company, Business Registration No. 0312892644, registered address: 14th Floor, Unit 8B, Vincom Building, 72 Le Thanh Ton, Sai



NO.	Full Name (Declarant)	Position at Vietbank	Other enterprises and economic organizations in which the declarant holds at least 5% of charter capital or shares:	Other enterprises and economic organizations in which related persons hold at least 5% of charter capital or shares.	Other enterprises and economic organizations in which the declarant and related persons hold at least 5% of charter capital or shares.	Other enterprises and economic organizations in which the declarant is currently serving as a member of the Board of Directors, Member of the Members' Council, member of the Supervisory Board, or General Director (Director).	Other enterprises and economic organizations in which related persons are currently serving as a member of the Board of Directors, Member of the Members' Council, member of the Supervisory Board, or General Director (Director).	Organizations related to the declarant:
								Gon Ward, Ho Chi Minh City. Legal representative: Quach Phuong Thanh
11.	Mr. Le Thanh Quy Ngoc	Deputy Chief Executive Officer	None	None	None	None	None	None
12.	Mr. Nguyen Tien Sy	Deputy Chief Executive Officer	None	None	None	None	None	None
13.	Mr. Pham Linh	Deputy Chief Executive Officer	None	None	None	None	None	None

Respectfully reported and submitted to the General Meeting of Shareholders.



Can Tho, Day 21 Month 4 Year 2026

## 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

### PROPOSAL

#### SUBJECT: APPROVAL OF THE PROFIT DISTRIBUTION PLAN FOR 2025

To: The General Meeting of Shareholders

- Pursuant to the Law on Credit Institutions of 2024 and all amendments and supplemented documents;
- Pursuant to Decree No. 135/2025/ND-CP dated June 12, 2025, on the financial regime for credit institutions, branches of foreign banks, and financial supervision, evaluating the effectiveness of state capital investment in credit institutions where the state holds 100% of the charter capital, and in credit institutions with state capital;
- Based on the Separate and Consolidated Financial Statements of Vietbank for the year 2025, audited by Ernst & Young Vietnam Co., Ltd,

The Board of Directors respectfully submits to the General Shareholders' Meeting the contents related to the Profit Distribution Plan for the year 2025, as follows:

#### I. DETAILED PROFIT DISTRIBUTION PLAN FOR THE YEAR 2025:

Unit: VND

NO.	Key Indicators:	Explanatory Notes	Total Value
1	Pre-tax consolidated profit for 2025		1.531.507.925.156
2	Pre-tax profit of the bank for 2025		1.524.902.069.888
3	Post-tax profit of the bank for 2025		1.204.340.741.601
4	Provision for funds in 2025, including:		273.824.740.904
	- Provision for the supplementary capital reserve fund		120.434.074.160
	- Provision for the financial reserve fund		108.390.666.744
	- Provision for the reward fund		20.000.000.000
	- Provision for the welfare fund		5.000.000.000
	- Board of Directors and Supervisory Boar operating fund		20.000.000.000
5	Remaining profit for 2025 after provision for funds	=(3)-(4)	930.516.000.697
6	Last year's profit		24.784.812.994
7	Total undistributed profits	=(5)+(6)	955.300.813.691
8	Capital supplementary reserve fund		129.998.078.733

NO.	Key Indicators:	Explanatory Notes	Total Value
9	Total undistributed profits and Capital supplementary reserve fund	= (7) + (8)	1.085.298.892.424
10	Plan to increase charter capital form undistributed profits and Capital supplementary reserve fund in 2026		1.076.897.380.000
10a	Undistributed profits		951.897.380.000
10b	Capital supplementary reserve fund		125.000.000.000
11	Total accumulated undistributed profits and Capital supplementary reserve fund remaining after implementing the capital increase plan	= (9) - (10)	8.401.512.424
	The ratio of capital increase to the total number of outstanding common shares		10%

## II. RECOMMENDATIONS:

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

- The profit distribution plan outlined above.
- Authorizes and delegates the Board of Directors: (i) to organize the implementation of the profit distribution and decide on the use of retained earnings and other equity sources, ensuring a balance between Vietbank's interests and shareholder interests, in compliance with legal regulations; (ii) to implement the plan for increasing the charter capital in 2026 from retained earnings and the supplementary charter capital reserve fund up to 2025 to carry out the procedures for seeking approval from the competent State management agency.

Respectfully reported and submitted to the General Meeting of Shareholders.

Sincerely./.

ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN



DUONG NHAT NGUYEN

Can Tho, 21<sup>st</sup> April 2026

## 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

### PROPOSAL

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

##### To: The General Meeting of Shareholders

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

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

##### I. THE NEED FOR CAPITAL INCREASE:

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

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

##### II. CHARTER CAPITAL INCREASE PLAN:

###### 1. Charter Capital Increase Amount:

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

*Clay*



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

## 2. Capital Increase Plans

### 2.1 First Capital Increase via Issuing Shares from Owners Equity:

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

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

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

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

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

*Or*

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

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

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

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

### 3. Plan for the use of raised capital

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

### III. PROJECTED FINANCIAL INDICATORS AFTER ISSUANCE

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

*Unit: Billion VND, %*

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

### IV. RECOMMENDATIONS:

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

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

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



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

Respectfully reported and submitted to the General Meeting of Shareholders.

Sincerely./.

On behalf of the Board of Directors  
Chairman



**DUONG NHAT NGUYEN**

# REGULATION

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

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

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### Chapter I

#### GENERAL PROVISIONS

##### Article 1. Subjects and Scope of Application

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

##### Article 2. Definitions and Abbreviations

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

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



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

### **Article 3. Objectives of the ESOP 2026 Program**

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

### **Article 4. ESOP Executive Committee**

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

## **Chapter II**

### **CONTENT OF THE ESOP PROGRAM**

#### **Article 5. Information on ESOP Shares**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**Allocation factor = (a<sub>1</sub>) \* (b<sub>1</sub>) \* (c<sub>1</sub>).** Where:

- Position factor (a<sub>1</sub>): based on the job title at the time of finalizing the list of employees participating in the ESOP

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

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

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

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

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

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

#### Article 8. Rights upon Participation in the ESOP Program

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

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

#### Article 9. Share Allocation

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

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## **Article 10. Transfer Restrictions**

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

## **Article 11. Handling of Unsold Shares and Fractional Shares**

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

## **Article 12. Repurchase of ESOP Shares**

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

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

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

### **Article 13. Obligations of Employees Participating in the ESOP Program**

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

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

### **Article 14. Procedures for Share Registration and Payment**

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



## Chapter III

### TERMS OF IMPLEMENTATION

#### Article 15. Responsibilities

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

#### Article 16. Implementation

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

ON BEHALF OF THE BOARD OF DIRECTORS



CHAIRMAN *kb*

*kb*  
DUONG NHAT NGUYEN

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**Vietnam Thuong Tin Commercial Joint Stock Bank**

Share capital: VND 10.768.973.840.000 VND.  
 Voting share capital: VND 10.768.973.840.000.  
 Total number of shares: 1.076.897.384 shares.  
 Par value: VND 10.000.

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

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

Gan Tho, 21. April 2026  
 LEGAL REPRESENTATIVE  
 CHAIRMAN OF THE BOARD OF DIRECTORS  
  
 DUONG NHAT NGUYEN

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**Vietnam Thuong Tin Commercial Joint Stock Bank**

Share capital: VND 11.845.871.220.000.

Voting share capital: VND 11.845.871.220.000.

Total number of shares: 1.184.587.122 shares.

Par value: VND 10.000.

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

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

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

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**Vietnam Thuong Tin Commercial Joint Stock Bank**

Share capital: VND 11.845.871.220.000.  
 Voting share capital: VND 11.845.871.220.000.  
 Total number of shares: 1.184.587.122 shares.  
 Par value: VND 10.000.

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

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


  
 M.S. N: 2200268, Thoai, April 2026  
 LEGAL REPRESENTATIVE  
 CHAIRMAN OF THE BOARD OF DIRECTORS  
 THƯƠNG MẠI  
 CỔ PHẦN  
 VIỆT NAM  
 THƯƠNG TÍN  
 THÀNH PHỐ HÀ NỘI  
 DUONG NHAT NGUYEN

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**Vietnam Thuong Tin Commercial Joint Stock Bank**

Share capital: VND 14.807.339.020.000.

Voting share capital: VND 14.807.339.020.000.

Total number of shares: 1.480.733.902 shares.

Par value: VND 10.000.

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

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

Can Tho, 21 April 2026  
 LEGAL REPRESENTATIVE  
 CHAIRMAN OF THE BOARD OF DIRECTORS  
  
 DUONG NHAT NGUYEN

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**Vietnam Thuong Tin Commercial Joint Stock Bank**

Share capital: VND 14.807.339.020.000.  
 Voting share capital: VND 14.807.339.020.000.  
 Total number of shares: 1.480.733.902 shares  
 Par value: VND 10.000.

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

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


  
 M.S. N: 22002 Gen Tho 21 April 2026  
 LEGAL REPRESENTATIVE  
 CHAIRMAN OF THE BOARD OF DIRECTORS  
 THƯƠNG MẠI  
 CỔ PHẦN  
 VIỆT NAM  
 THƯƠNG TÍN  
 THANH PHỐ CẦN THƠ  
 DUONG NHAT NGUYEN

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**Vietnam Thương Tín Commercial Joint Stock Bank**

Share capital: VND 15.547.705.970.000.

Voting share capital: VND 15.547.705.970.000.

Total number of shares: 1.554.770.597 shares.

Par value: VND 10.000.

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

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


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

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## **ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026** **SUBMISSION**

**Re: Approval of remuneration, bonuses and other benefits of members of the Board of Directors, members of the Supervisory Board and the operating budget of the Board of Directors and the Supervisory Board for 2026**

Respectfully submitted to: **GENERAL MEETING OF SHAREHOLDERS**

- Pursuant to the Law on Corporate Income Tax, the Law on Personal Income Tax (PIT) and relevant guiding documents currently in force;
- Pursuant to the Charter of Vietnam Thuong Tin Commercial Joint Stock Bank (Vietbank);

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the remuneration, bonuses and other benefits of members of the Board of Directors, members of the Supervisory Board and the operating budget of the Board of Directors and the Supervisory Board for 2026 as follows:

### **1. Total remuneration and operating budget for 2025:**

- The total operating budget and remuneration of the Board of Directors and the Supervisory Board for 2025 is **VND 65,000,000,000** (*Sixty-five billion dong only*). The total remuneration of members of the Board of Directors and the Supervisory Board is exclusive of personal income tax. All related personal income tax in accordance with regulations shall be borne by Vietbank.
- The operating budget includes travel expenses; air tickets; costs of conferences, seminars, receptions and ceremonies; postage and telephone expenses; client entertainment expenses; gifts for partners during holidays and Tet; working tools and equipment, etc.

### **2. Total remuneration and operating budget for 2026:**

In 2026, the Board of Directors and the Supervisory Board, in addition to focusing on their day-to-day governance and oversight functions, will orient their activities toward specific business areas and thematic initiatives to enhance transparency and independence in governance and control. At the same time, the Board of Directors and the Supervisory Board will be strengthened and restructured for the new term with an increased number of members, ensuring alignment with the Bank's strategic direction in the upcoming period.

In addition, in 2026, the orientation of the Board of Directors and the Supervisory Board, besides focusing on daily governance and control activities, is to structure work by functional areas and

specialized topics to enhance transparency and independence in governance and control.

Accordingly, the proposed remuneration and operating budget for 2026 are as follows:

- The total operating budget and remuneration of the Board of Directors and the Supervisory Board for 2026 is **VND 70,000,000,000** (*Seventy billion dong only*).
- The operating budget includes travel expenses; air tickets; costs of conferences, seminars, receptions and ceremonies; postage and telephone expenses; client entertainment expenses; gifts for partners during holidays and Tet; working tools and equipment, etc.
- The Board of Directors is authorized to determine specific remuneration for each member of the Board of Directors and the Supervisory Board; the Standing Board of Directors or the Chairman of the Board of Directors together with one Board member assigned by the Board of Directors shall approve detailed expenditures of the Board of Directors and the Supervisory Board. Such authority shall apply for 2026 and for the period between the 2026 and 2027 Annual General Meetings of Shareholders.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

Sincerely./.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



DUONG NHAT NGUYEN

## ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026

### PROPOSAL

**Re: Selection of an independent auditing firm to conduct the audit**

Respectfully submitted to: **THE GENERAL MEETING OF SHAREHOLDERS**

- Pursuant to the Law on Credit Institutions 2024;
- Pursuant to Circular No. 51/2024/TT-NHNN dated November 29, 2024 of the State Bank of Vietnam (SBV) on Regulations on Independent Auditing of Commercial Banks, Non-Bank Credit Institutions, Microfinance Institutions, Foreign Bank Branches and relevant legal documents;
- Pursuant to Article 13 of Resolution No. 01/2025/NQ-ĐHĐCĐ dated April 26, 2025, as approved by the 2025 Annual General Meeting of Shareholders;

We respectfully report to the General Meeting of Shareholders (AGMS) on the implementation of independent audit activities for 2026, and respectfully submit to the AGMS the matter of selecting an independent auditing firm for the fiscal year 2027, as follows:

#### **A) Report on the results of independent audit activities in 2026:**

- Pursuant to Resolution No. 01/2025/NQ-ĐHĐCĐ dated April 26, 2025 and based on the recommendation of the Supervisory Board, the Supervisory Board approved the decision to select Ernst & Young Vietnam (EY) as the independent auditing firm to conduct the independent audit of the Financial Statements and the internal control system with respect to the preparation and presentation of the Financial Statements of Vietbank and Vietbank AMC for the fiscal year 2026.

#### **B) Regarding the selection of an independent auditing firm for the fiscal year 2027:**

The Board of Directors has reached consensus with the Supervisory Board on the matter of submitting to the General Meeting of Shareholders the selection of Ernst & Young Vietnam (EY) as the independent auditing firm to conduct the independent audit of the Financial Statements and the internal control system with respect to the preparation and presentation of the Financial Statements of Vietbank and Vietbank AMC for the fiscal year 2027.

**Based on the above, we respectfully submit to the General Meeting of Shareholders:**

1. Approval of the results of independent audit activities as described in section A of this Proposal.
2. Approval of:
  - 2.1. Selection of EY to conduct the independent audit for the fiscal year 2027 as detailed in section B of this Proposal.
  - 2.2. In the event of objective changes during the implementation process with respect to the

selection of the independent auditing firm (including the current scope and content of the audit and/or any additional scope arising by operation of law), we respectfully request the General Meeting of Shareholders to approve the delegation of authority to the BOD to decide on the selection and to report the results at the immediately following general meeting of shareholders.

2.3. Other matters related to independent audit activities shall continue to be implemented in accordance with Resolution No. 01/2025/NQ-ĐHĐCĐ dated April 26, 2025, as approved by the General Meeting of Shareholders.

We respectfully submit this Proposal for approval by the General Meeting of Shareholders.

Yours sincerely./.

**ON BEHALF OF THE SUPERVISORY BOARD**  
**HEAD OF THE SUPERVISORY BOARD**



**HUA NGOC NGHIA**

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



**ĐƯƠNG NHẬT NGUYEN**

## **ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026**

### **SUBMISSION**

Regarding amendment and supplementation of the governance, organization and control framework at  
Vietbank

Respectfully submitted to: **GENERAL MEETING OF SHAREHOLDERS**

The Board of Directors and the Supervisory Board respectfully report and submit to the General Meeting of Shareholders for approval the amendment of the governance, organization and control framework at Vietbank, as follows:

#### **I. NECESSITY OF AMENDMENT:**

1. On 26/04/2024, the Annual General Meeting of Shareholders of 2024 approved Resolution No. 01/2024/NQ-ĐHĐCĐ, which approved the governance, organization and control framework (as amended and supplemented in accordance with the Law on Credit Institutions 2024 and relevant guiding documents), including:

- Charter on organization and operation;
- Internal regulation on corporate governance;
- Regulation on organization and operation of the Board of Directors;
- Regulation on organization and operation of the Supervisory Board.

The Board of Directors and the Supervisory Board directed the review and promulgation of the governance, organization and control framework in June 2024.

2. On December 31, 2025, the State Bank of Vietnam issued Circular No. 83/2025/TT-NHNN on the Regulations on the Internal Control System of Commercial Banks and Foreign Bank Branches ("Circular No. 83/2025/TT-NHNN"). Circular No. 83/2025/TT-NHNN officially takes effect on July 1, 2026; the new provisions of Circular No. 83/2025/TT-NHNN have an impact on Vietbank's Charter, Internal Corporate Governance Regulation, and the Regulations on the Organization and Operation of the Board of Directors and Supervisory Board.

In addition, based on the provisions of the Law on Credit Institutions, the Law on Enterprises, the Law on Securities, and related legal regulations, it is considered necessary to adjust, amend and



supplement the documents on organization, governance and control at Vietbank to align with these regulations and with Vietbank's actual operating conditions.

## **II. DRAFTING PRINCIPLES:**

### **1. Principles of application of law and compliance with related legal regulations:**

- Adjust and supplement provisions related to Circular No. 83/2025/TT-NHNN while ensuring compliance with the Law on Credit Institutions, the Law on Enterprises, the Law on Securities, and their implementing documents; in particular, the Model Regulatory Framework (Model Charter, Model Regulations) issued under Circular No. 116/2020/TT-BTC on the governance of public companies.
- Simultaneously review and adjust a number of related matters to align with the current provisions of the Law on Credit Institutions, the Law on Enterprises, the Law on Securities, their implementing documents and Vietbank's actual circumstances.

### **2. Drafting principles:**


- The drafts are developed on the basis of the current provisions of the Regulatory Framework that were reviewed and adjusted in April 2024, and on the basis of the amendments and supplements pursuant to the provisions of Circular No. 83/2025/TT-NHNN, the current provisions of the Law on Credit Institutions, the Law on Enterprises, the Law on Securities, and their implementing documents.
- Update provisions to align with Vietbank's actual operations on the basis of applicable legal regulations and current internal regulations.
- The Charter on Organization and Operations shall set out the fundamental provisions on organization, operations, governance and control; detailed provisions shall be set out in the Internal Corporate Governance Regulation and the Regulations on the Organization and Operation of the BOD and Supervisory Board.
- The content of the regulations must ensure consistency and uniformity in related matters.

## **III. KEY AMENDMENTS:**

### **1. Amendment and supplementation of definitions:**

- Amend and supplement definitions of certain terms such as "Internal control system", "Control culture", "Senior management", "Internal auditor" in accordance with Circular No. 83/2025/TT-NHNN.

### **2. Matters relating to shareholders and the General Meeting of Shareholders:**

- Amendment and supplementation of the timeline for preparing the list of shareholders entitled to attend the General Meeting of Shareholders: 

The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared based on the Bank's shareholder register. Such list shall be prepared no more than 10 days prior to the date of sending the invitation to the General Meeting of Shareholders (*instead of 05 days as currently applied, in accordance with the Law on Enterprises and practical implementation*).


- Supplement provisions on written voting ballots submitted by shareholders: In cases where shareholders submit voting ballots both by post and by fax/email, if discrepancies arise between the voting results, the result stated in the mailed (hard copy) ballot shall prevail.
- Supplement and clarify the procedures for notifying shareholders regarding the exercise of nomination and self-nomination rights for candidates to the Board of Directors and the Supervisory Board (*to distinguish from the procedure of collecting written opinions of shareholders to approve matters under the authority of the General Meeting of Shareholders*).
- Review and amendment of the rights and responsibilities of shareholders and groups of shareholders with respect to the right to request the convening of a General Meeting of Shareholders to align with applicable legal provisions (addition of the responsibility of the shareholder or group of shareholders to provide documents and evidence to the competent authority when requesting the convening of a General Meeting of Shareholders, whereby they shall be legally responsible for the accuracy and truthfulness of such documents and evidence).

### **3. Matters relating to the rights and obligations of the Board of Directors and the Supervisory Board:**

#### **a. Supplementation of the Rights and Obligations of the Board of Directors:**

- The Board of Directors shall perform functions and duties related to control activities as prescribed by the circulars issued by the State Bank of Vietnam and the Bank's internal regulations.
- The Board of Directors shall perform functions and duties related to risk management activities as prescribed by the circulars issued by the State Bank of Vietnam and the Bank's internal regulations.
- BOD members shall not participate in the review and approval of risk decisions falling within the functions and duties of the General Director. In cases where a BOD member concurrently serves as the General Director, the Bank must apply control measures to ensure that no conflict of interest arises and that independent oversight is maintained.

#### **b. Adjustment of matters related to the Councils and Committees under the Board of Directors to align with Circular No. 83/2025/TT-NHNN, specifically:**

- Based on applicable legal regulations, the Bank's Charter and the actual governance and management situation, the Board of Directors shall establish Councils and Committees to provide advisory functions or to act on behalf of the Board of Directors in performing the BOD's duties and powers; the organizational structure, functions and duties of the Risk Management Committee and the Personnel Committee shall be implemented in accordance with the regulations of the State Bank of Vietnam. 

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- c. Amendment and supplementation of the Rights and Obligations of the Supervisory Board:
- Internal controls of the Bank shall be implemented through the self-control activities of individuals and departments within operational processes and the activities of individuals and departments with monitoring and inspection functions with respect to other individuals and departments in complying with mechanisms, policies, processes, internal regulations and applicable law.
  - The Supervisory Board shall be responsible for approving the annual report on internal audit in the prescribed legal format and ad hoc reports on internal audit.
  - Supervise and evaluate the internal audit unit and the Head of Internal Audit in the performance of their functions and duties.
  - The Supervisory Board shall be responsible for coordinating with the Board of Directors to propose and recommend the approval of the independent auditing organization to audit the Bank's Financial Statements; dismiss independent auditors when deemed necessary; authorize the approved auditing organization to conduct inspections of the Bank's activities when deemed necessary; supervise the process of engaging independent auditors; supervise the performance of the work of the independent auditors; and review the periodic financial statements of Vietbank as prepared by the independent auditing organization (*replacing the prior provision under which this function was assigned solely to the Supervisory Board and did not include the BOD*).
- d. Amendment and supplementation of the Rights and Obligations of the Internal Audit function:
- Addition of the responsibility to "Review and self-assess the effectiveness of the internal audit" to align with Circular No. 83/2025/TT-NHNN.
  - Addition of responsibilities, powers and duties of the Internal Audit Unit:
    - ✓ Addition of the power of the Internal Audit Unit "Other powers as prescribed in the Supervisory Board's internal regulations".
    - ✓ Addition of duties of the Internal Audit Unit, comprising: Review and self-assess the effectiveness of the Internal Audit; Maintain confidentiality of documents and information in accordance with applicable law and the Bank's internal regulations; Be accountable to the Supervisory Board for the performance of assigned duties.
- 4. Matters relating to the Corporate Governance Officer of the Bank**
- Amendment and supplementation of the standards and conditions of the Corporate Governance Officer of the Bank to align with the provisions of securities law; other standards and conditions of the Corporate Governance Officer shall be determined by the Board of Directors.
- Details of the amendments are set out in the Annexes containing the comparative tables of the content of the Charter and the related Regulations and Rules – attached to this Proposal.*

**IV. RECOMMENDATIONS OF THE BOARD OF DIRECTORS AND THE SUPERVISORY BOARD:**

In order to ensure compliance with the Law on Credit Institutions, the Law on Enterprises, the Law on Securities, Circular No. 83/2025/TT-NHNN, related legal regulations and Vietbank's actual circumstances, the Board of Directors and the Supervisory Board respectfully submit to the General Meeting of Shareholders:

1. Approval of the Governance and Control Regulatory Framework, comprising: (i) the Charter on Organization and Operations; (ii) the Internal Corporate Governance Regulation; (iii) the Regulation on the Organization and Operation of the Board of Directors; (iv) the Regulation on the Organization and Operation of the Supervisory Board, based on the amendments and supplements as presented in Section III of this Proposal and the attached comparative table annex(es).
2. Assignment of the BOD Office and the Legal Division to coordinate with the Supervisory Board to review and finalize the Regulatory Framework for submission to the Chairman of the Board of Directors and the Head of the Supervisory Board for signing and promulgation with an effective date in accordance with applicable regulations (no later than July 1, 2026).

Sincerely./.

**ON BEHALF OF THE SUPERVISORY BOARD**  
**HEAD OF THE SUPERVISORY BOARD**

**HUA NGOC NGHIA**

**ON BEHALF OF THE BOARD OF DIRECTOR**  
**CHAIRMAN**

**DUONG NHAT NGUYEN**



## SUMMARY TABLE

### OF AMENDMENTS TO THE CHARTER OF VIETBANK IN 2026

(Accompanying the Proposal re: Amendment and Supplementation of the Governance and Control Regulatory Framework at Vietbank dated 21/1/2026)

No.	ARTICLE TITLE	CURRENT CHARTER (FEBRUARY 2026)	NEW CHARTER (2026)	LEGAL BASIS
<b>CHAPTER VI. ORGANIZATIONAL AND MANAGEMENT STRUCTURE</b>				
1.	<b>Point n, Clause 1, Article 1. Definitions</b>	n. <b>Legal documents of an individual:</b> Means one of the following documents: Identity Card, Citizen Identity Card, <u>National Identity Card</u> , Passport, or other lawful personal identification documents.	n. <b>Legal documents of an individual:</b> Means one of the following documents: Identity Card, Citizen Identity Card, Passport, or other lawful personal identification documents.	Law on Identity 2023.
2.	<b>Point p, Clause 1, Article 1. Definitions</b>	p. <b>Law on Credit Institutions:</b> Means the Law on Credit Institutions No. 32/2024/QH15 adopted by the National Assembly of the Socialist Republic of Vietnam on January 18, 2024.	p. <b>Law on Credit Institutions:</b> Means the Law on Credit Institutions No. 32/2024/QH15 adopted by the National Assembly of the Socialist Republic of Vietnam on January 18, 2024, and <u>Law No. 96/2025/QH15 dated June 27, 2025 amending and supplementing a number of articles of the Law on Credit Institutions.</u>	Law on Credit Institutions and the Law amending and supplementing a number of articles of the Law on Credit Institutions.



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No.	ARTICLE TITLE	CURRENT CHARTER (FEBRUARY 2026)	NEW CHARTER (2026)	LEGAL BASIS
3.	<b>Clause 2, Article 28. Extraordinary General Meeting of Shareholders</b>	<p>2. Shareholders or a group of shareholders as prescribed in Point d, Clause 1 of this Article shall have the right to request the convening of a General Meeting of Shareholders in the following cases:</p> <p>a. The Board of Directors seriously infringes upon the rights of shareholders, breaches the obligations of managers, or issues decisions beyond its delegated authority;</p> <p>b. The term of the Board of Directors has exceeded six (06) months without a new Board of Directors being elected to replace it;</p> <p>c. Other cases as provided for in this Charter.</p> <p>A request for convening a General Meeting of Shareholders as prescribed in this Clause must be made in writing and shall include the following contents: full name, contact address, nationality, and legal identification number in respect of individual shareholders; name, enterprise registration number or legal identification</p>	<p>2. Shareholders or a group of shareholders as prescribed in Point d, Clause 1 of this Article shall have the right to request the convening of a General Meeting of Shareholders in the following cases:</p> <p>a. The Board of Directors seriously infringes upon the rights of shareholders, breaches the obligations of managers, or issues decisions beyond its delegated authority;</p> <p>b. Other cases as provided for in this Charter.</p> <p>A request for convening a General Meeting of Shareholders must be made in writing and shall include the following contents: full name, contact address, nationality, and legal identification number in respect of individual shareholders; name, enterprise registration number or legal identification number, and head office address in respect of organizational shareholders; the number of shares held and the time of share registration of each shareholder, the total number of shares held by the shareholder group and their ownership ratio in the total shares of the Bank; and the grounds and reasons for requesting the</p>	Clause 18, Article 1 of the Law on Amendments and Supplements to a Number of Articles of the Law on Enterprises

No.	ARTICLE TITLE	CURRENT CHARTER (FEBRUARY 2026)	NEW CHARTER (2026)	LEGAL BASIS
		number, and head office address in respect of organizational shareholders; the number of shares held and the time of share registration of each shareholder, the total number of shares held by the shareholder group and their ownership ratio in the total shares of the Bank; and the grounds and reasons for requesting the convening of the General Meeting of Shareholders. The request must be accompanied by documents and evidence of the violations of the Board of Directors, the extent of such violations, or decisions made beyond its authority.	convening of the General Meeting of Shareholders. The request must be accompanied by documents and evidence of the violations of the Board of Directors, the extent of such violations, or decisions made beyond its authority. Shareholders or the shareholder group shall be fully responsible before the law for the accuracy and truthfulness of the documents and evidence provided to competent authorities when requesting the convening of the General Meeting of Shareholders.	
4.	<b>Clause 1, Article 30. Right to attend the General Meeting of Shareholders</b>	1. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared based on the Bank's Shareholder Register. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared upon the decision to convene the meeting and completed <u>no earlier than 05 (five) days</u> prior to the date of sending the invitation to the General Meeting of Shareholders.	1. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared based on the Bank's Shareholder Register. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared upon the decision to convene the meeting and completed <u>no more than 10 (ten) days</u> prior to the date of sending the invitation to the General Meeting of Shareholders.	Clause 1, Article 141 of the Law on Enterprises 2020.

No.	ARTICLE TITLE	CURRENT (FEBRUARY 2026)	CHARTER NEW (2026)	CHARTER LEGAL BASIS
5.	<b>Clause 16, Article 47. Rights and duties of the Board of Directors</b>	16. To supervise and direct the Chief Executive Officer in internal control and risk management activities, on the basis of ensuring the principle that members of the Board of Directors do not participate in reviewing or approving risk-bearing decisions within the functions and duties of the Chief Executive Officer. Detailed provisions shall be stipulated in the Regulation on the organization and operation of the Board of Directors.	16. To supervise and direct the Chief Executive Officer in internal control and risk management activities, on the basis of ensuring the principle that members of the Board of Directors do not participate in reviewing or approving risk-bearing decisions within the functions and duties of the Chief Executive Officer. <u>In cases where a member of the Board of Directors concurrently serves as the Chief Executive Officer, the Bank must implement control measures to prevent conflicts of interest and ensure the maintenance of independent oversight.</u> Detailed provisions shall be stipulated in the Regulation on the organization and operation of the Board of Directors.	Sub-item (i), Point c, Clause 1, Article 5 of Circular No. 83/2025/TT-NHNN.
6.	<b>Clause 5, Article 56. Rights and duties of the Chief Executive Officer</b>	5. To promulgate, within his/her authority, internal regulations and rules; operational processes and procedures for the operation of the business management system and the management information system.	5. To promulgate, within his/her authority, internal regulations and rules; operational processes and procedures for the operation of the business management system and the management information system ( <u>hereinafter referred to as internal processes</u> ), <u>except for matters falling under the authority of the General Meeting of Shareholders, the</u>	Point c, Clause 2, Article 5 of Circular No. 83/2025/TT-NHNN.

No.	ARTICLE TITLE	CURRENT CHARTER (FEBRUARY 2026)	NEW CHARTER (2026)	LEGAL BASIS
			owner, the Board of Directors, or the Supervisory Board.	
7.	<b>Point c, Clause 4, Article 59. Rights and duties of the Supervisory Board</b>	c. To supervise internal audit in: <ul style="list-style-type: none"> <li>i. Conducting internal audit activities;</li> <li>ii. Reviewing and assessing the effectiveness of internal audit and the performance results of the Head of Internal Audit;</li> <li>iii. Handling and remedying deficiencies and limitations of internal audit as required or recommended by the State Bank of Vietnam, independent audit firms, and other competent authorities;</li> <li>iv. Other matters as prescribed by the Supervisory Board.</li> </ul>	To amend Point c, Clause 4, Article 59. Rights and duties of the Supervisory Board as follows: <p><i>c. To supervise and evaluate the internal audit function and the Head of Internal Audit in performing their functions and duties. The Supervisory Board may engage external professional organizations to assess the quality of the internal audit function.</i></p> <p><i>d. In coordination with the BOD, propose and recommend the approval of the independent auditing organization to audit the Bank's Financial Statements; dismiss independent auditors when deemed necessary; authorize the approved auditing organization to conduct inspections of the Bank's activities when deemed necessary; supervise the process of engaging independent auditors; supervise the performance of the work of the independent auditors; review the periodic financial statements of Vietbank as prepared by the independent auditing organization.</i></p>	Point b, Clause 1, Article 72 of Circular No. 83/2025/TT-NHNN.

No.	ARTICLE TITLE	CURRENT CHARTER (FEBRUARY 2026)	NEW CHARTER (2026)	LEGAL BASIS
8.	<b>Clause 2, Article 70. Internal Audit</b>	<i>No provision</i>	To supplement Point f to Clause 2, Article 70. Internal Audit as follows:  <i>f. To review and self-assess the effectiveness of internal audit.</i>	Point b, Clause 2, Article 72 of Circular No. 83/2025/TT-NHNN.
9.	<b>Clause 2, Article 71. Internal Auditors</b>	<p>2. Professional ethics:</p> <p>Internal auditors must ensure compliance with professional ethical standards in the course of performing internal audit and advisory activities. The fundamental ethical principles include:</p> <p>a. Integrity. b. Objectivity. c. Confidentiality. d. Responsibility. e. Prudence.</p> <p>Detailed provisions of the professional ethical standards are stipulated in the Internal Audit Regulation of Vietnam Thuong Tin Commercial Joint Stock Bank issued from time to time.</p>	<p>2. Professional ethics:</p> <p>Internal auditors must ensure compliance with professional ethical standards in the course of performing internal audit and advisory activities. The fundamental ethical principles include:</p> <p>a. Integrity: <u>To perform assigned duties in an honest and straightforward manner;</u> b. Objectivity: <u>To perform assigned duties objectively, with fair assessment and without being influenced by personal interests or the interests of others;</u> c. Confidentiality: <u>To comply with regulations on information confidentiality in accordance with applicable laws and internal regulations of the commercial bank;</u> d. Responsibility: <u>To perform assigned duties in a</u></p>	Clause 1, Article 67 of Circular No. 83/2025/TT-NHNN.

No.	ARTICLE TITLE	CURRENT (FEBRUARY 2026)	CHARTER NEW (2026)	CHARTER LEGAL BASIS
			<p>timely manner and ensure quality;</p> <p>e. Prudence: To perform assigned duties with due care based on the assessment of the following factors:</p> <p>(i) The level of complexity and importance of the matters subject to internal audit;</p> <p>(ii) The likelihood of significant errors occurring during the internal audit process.</p> <p>Detailed provisions of the professional ethical standards are stipulated in the Internal Audit Regulation of Vietnam Thuong Tin Commercial Joint Stock Bank issued from time to time.</p>	
10.	<b>Clause 2, Article 72. Responsibilities, powers and duties of the Internal Audit Department</b>	<i>No provision</i>	<p>To supplement Point e to Clause 2, Article 72. Responsibilities, powers and duties of the Internal Audit Department as follows:</p> <p><i>e. Other powers in accordance with the internal regulations of the Supervisory Board.</i></p>	Clause 5, Article 71 of Circular No. 83/2025/TT-NHNN.
11.	<b>Clause 3, Article 72. Responsibilities</b>	<p>3. Duties of the Internal Audit Department:</p> <p>a. To conduct internal audit of the Head Office, branches and other dependent units of the Bank;</p>	3. Duties of the Internal Audit Department:	Khoản 2 Điều 72 Thông tư số

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No.	ARTICLE TITLE	CURRENT CHARTER (FEBRUARY 2026)	NEW CHARTER (2026)	LEGAL BASIS
	<p><b>s, powers and duties of the Internal Audit Department</b></p>	<p>b. To develop and review for submission to the Supervisory Board for issuance, amendment and supplementation of: (i) Professional ethical standards of members of the Supervisory Board and internal auditors in accordance with regulations of the State Bank of Vietnam; (ii) Internal regulations of the Supervisory Board; (iii) Internal audit plan;</p> <p>c. To monitor and evaluate the implementation of recommendations of the Supervisory Board addressed to the Board of Directors, <u>the Members' Council</u>, the Chief Executive Officer, and individuals and units under the Bank;</p> <p>d. <u>To implement</u> recommendations of the State Bank of Vietnam, independent audit firms and other competent authorities relating to internal audit;</p> <p>e. To prepare internal audit reports in accordance with regulations of the State Bank of Vietnam.</p>	<p>a. To conduct internal audit of the Head Office, branches and other dependent units of the Bank;</p> <p>b. To develop and review for submission to the Supervisory Board for issuance, amendment and supplementation of: (i) Professional ethical standards of members of the Supervisory Board and internal auditors in accordance with regulations of the State Bank of Vietnam; (ii) Internal regulations of the Supervisory Board; (iii) Internal audit plan;</p> <p>c. To monitor and evaluate the implementation of recommendations of the Supervisory Board addressed to the Board of Directors, the Chief Executive Officer, and individuals and units under the Bank;</p> <p>d. <u>To handle and remedy issues in accordance with the requirements</u> and recommendations of the State Bank of Vietnam, independent audit firms and other competent authorities relating to internal audit;</p> <p>e. To prepare internal audit reports in accordance with regulations of the State Bank of Vietnam;</p>	<p>83/2025/TT-NHNN.</p>

No.	ARTICLE TITLE	CURRENT (FEBRUARY 2026)	CHARTER NEW (2026)	CHARTER LEGAL BASIS
			<p>f. <u>To review and self-assess the effectiveness of internal audit;</u></p> <p>g. <u>To ensure confidentiality of documents and information in accordance with applicable laws and internal regulations of the Bank;</u></p> <p>h. <u>To be accountable to the Supervisory Board for the performance of assigned duties.</u></p>	
12.	<b>Clause 1, Article 80. Independent audit</b>	1. The Annual General Meeting of Shareholders shall appoint one independent auditing firm or approve a list of independent auditing firms and <u>authorize the Board of Directors to select one of these firms</u> to conduct audits of the financial statements and the operations of the Bank's internal control system for the following fiscal year, on terms and conditions agreed with the Board of Directors.	1. The Annual General Meeting of Shareholders shall appoint one independent auditing firm or approve a list of independent auditing firms and <u>decide to select one of these firms</u> to conduct audits of the financial statements and the operations of the Bank's internal control system for the following fiscal year, on terms and conditions agreed with the Bank.	Point m, Clause 2, Article 138, Law on Enterprises and Official Dispatch No. 913/UBCK-GSDC.





## SUMMARY TABLE


### DETAILED PROPOSALS FOR AMENDMENTS AND SUPPLEMENTS TO THE DRAFT REGULATIONS ON THE ORGANIZATION AND OPERATION OF THE BOARD OF DIRECTORS

(Accompanying the Proposal re: Amendment and Supplementation of the Governance and Control Regulatory Framework at Vietbank dated 21.1.4./2026)

NO.	CURRENT REGULATION	DRAFT NEW REGULATION	LEGAL BASIS
1	<p><b>Article 2. Definitions and abbreviations</b></p> <p>6. <i>Control culture</i> means the Bank's corporate cultural values reflecting a consistent awareness of the importance of control activities and risk management by the Board of Directors, the Supervisory Board, the Chief Executive Officer, and individuals and units. Control culture is formed through professional ethical standards, internal regulations, and reward and disciplinary mechanisms to encourage and ensure that individuals and units proactively identify and control risks in their own activities and in the Bank's operations.</p>	<p>To amend <b>Clause 6, Article 2. Definitions and abbreviations</b></p> <p><b>6. Control culture</b> means the Bank's corporate cultural values reflecting a consistent awareness of the importance of control activities and risk management, enabling the Board of Directors, the Supervisory Board, the Chief Executive Officer (General Director), and individuals and units of the Bank to proactively identify, monitor and control risks in their own activities and in the Bank's operations.</p>	<p>Clause 4, Article 3 of Circular No. 83/2025/TT-NHNN dated December 31, 2025 (effective from July 1, 2026) provides for the internal control system of commercial banks and foreign bank branches (Circular No. 83).</p>
2	<p><b>Article 2. Definitions and abbreviations</b></p> <p>7. <i>Supervision of senior management</i> means the supervision by the Board of Directors and the Chief Executive Officer over internal control, risk management, and internal capital adequacy</p>	<p>To amend <b>Clause 7, Article 2. Definitions and abbreviations</b></p> <p><b>7. Senior management</b> includes the Board of Directors, the Supervisory Board, and the Chief Executive Officer (General Director).</p>	<p>Clause 3, Article 3 of Circular No. 83 (Explanation: Circular No. 83 does not provide a definition of supervision of senior management but provides a definition of senior</p>



NO.	CURRENT REGULATION	DRAFT NEW REGULATION	LEGAL BASIS
	assessment, and the supervision by the Supervisory Board over internal audit of the Bank.		management. Therefore, the definition of supervision of senior management is removed and replaced with the definition of senior management in accordance with Clause 3, Article 3 of Circular No. 83).
3	<b>Article 12. Rights and duties of the Board of Directors</b>	<p><b>To supplement 02 clauses to Article 12. Rights and duties of the Board of Directors</b></p> <p>(...) The Board of Directors shall perform functions and duties relating to internal control activities in accordance with regulations issued by the State Bank of Vietnam and the Bank's internal regulations.</p> <p>(...) The Board of Directors shall perform functions and duties relating to risk management activities in accordance with regulations issued by the State Bank of Vietnam and the Bank's internal regulations.</p> <p>(...) Members of the Board of Directors shall not participate in reviewing or approving risk-bearing decisions within the functions and duties of the Chief Executive Officer (General Director). In cases where a member of the Board of Directors concurrently serves as the Chief Executive Officer, the Bank must implement control measures to prevent conflicts of</p>	<p>Supplemented in accordance with Clause 1, Article 14 and Clause 1, Article 25 of Circular No. 83/2025/TT-NHNN.</p> <p>Item (i), Point c, Clause 1, Article 5 and Clause 2, Article 12 of Circular No. 83/2025/TT-NHNN dated December 31, 2025.</p>

NO.	CURRENT REGULATION	DRAFT NEW REGULATION	LEGAL BASIS
		interest and ensure the maintenance of independent oversight.	
4	<p><b>Amend Clause 14, Article 12. Rights and duties of the Board of Directors</b></p> <p>14. To promulgate internal regulations relating to the organization, governance and operations, and professional ethical standards of the Bank in compliance with the Law on Credit Institutions and other relevant laws, except for matters falling under the authority of the Supervisory Board (including ethical standards applicable to members of the Supervisory Board and internal auditors) or the General Meeting of Shareholders.</p>	<p><b>Amend Clause 14, Article 12. Rights and duties of the Board of Directors</b></p> <p>14. To promulgate internal regulations relating to the organization, governance and operations, and professional ethical standards of the Bank in compliance with the Law on Credit Institutions, regulations of the State Bank of Vietnam and other relevant laws, except for matters falling under the authority of the Supervisory Board (including ethical standards applicable to members of the Supervisory Board and internal auditors) or the General Meeting of Shareholders.</p>	<p>Point dd, Clause 1, Article 5 of Circular No. 83/2025/TT-NHNN dated December 31, 2025.</p> 
5	<p><b>Clause 1, Article 19. Committees and Sub-committees</b></p> <p>1. Based on applicable laws, the Bank's Charter and the actual requirements of governance and operations, the Board of Directors shall establish committees and sub-committees under it to advise or act on its behalf in performing its functions and duties. The organizational structure, functions and duties of the Risk Management Committee and the Human Resources Committee shall comply with regulations of the State Bank of Vietnam,</p>	<p><b>Clause 1, Article 19. Committees and Sub-committees</b></p> <p>Based on applicable laws, the Bank's Charter and the actual requirements of governance and operations, the Board of Directors shall establish committees and sub-committees under it to advise or act on its behalf in performing its functions and duties. <u>The organizational structure, functions and duties of the Risk Management Committee and the Human Resources Committee shall comply with</u></p>	<p>Amended in accordance with Clause 2, Article 6 of Circular No. 83/2025/TT-NHNN dated December 31, 2025.</p>

NO.	CURRENT REGULATION	DRAFT NEW REGULATION	LEGAL BASIS
	including but not limited to the following committees and sub-committees:	regulations of the State Bank of Vietnam; including but not limited to the following committees and sub-committees:	
6	<b>Article 30. Working Relationship with the Supervisory Board</b>	<b>Addition of clause 13 to Article 30. Working Relationship with the Supervisory Board</b> 13. In coordination with the Supervisory Board, propose and recommend the approval of the independent auditing organization to audit the Bank's Financial Statements; dismiss independent auditors when deemed necessary; authorize the approved auditing organization to conduct inspections of the Bank's activities when deemed necessary; supervise the process of engaging independent auditors; supervise the performance of the work of the independent auditors; review the periodic financial statements of Vietbank as prepared by the independent auditing organization.	Law on Credit Institutions 2024 and related Laws.



## SUMMARY TABLE

### DETAILED PROPOSED AMENDMENTS AND SUPPLEMENTS TO THE DRAFT INTERNAL REGULATION ON CORPORATE GOVERNANCE

(Accompanying the Proposal re: Amendment and Supplementation of the Governance and Control Regulatory Framework at Vietbank dated 21/4/2026)

NO.	CURRENT REGULATION	DRAFT NEW REGULATION	LEGAL BASIS
1	<p><b>Article 4. Procedures for convening and voting at the General Meeting of Shareholders for passing resolutions through voting at the General Meeting of Shareholders</b></p> <p>4. Preparation of the list of shareholders, authorization to attend the Meeting and procedures for registration to attend the General Meeting of Shareholders:</p> <p>a. List of shareholders entitled to attend the General Meeting of Shareholders:</p> <p>(i) The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared based on the Bank's Shareholder Register. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no earlier than 5 days prior to the date of sending the invitation to the General Meeting of Shareholders.</p>	<p><b>Article 4. Procedures for convening and voting at the General Meeting of Shareholders for passing resolutions through voting at the General Meeting of Shareholders</b></p> <p>4. Preparation of the list of shareholders, authorization to attend the Meeting and procedures for registration to attend the General Meeting of Shareholders:</p> <p>b. List of shareholders entitled to attend the General Meeting of Shareholders:</p> <p>(ii) The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared based on the Bank's Shareholder Register. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 days prior to the date of sending the invitation to the General Meeting of Shareholders.</p>	<p>Articles 141 and 149 of the Law on Enterprises.</p>
2	<p><b>Article 5. Procedures for collecting written opinions of the General Meeting of Shareholders</b></p> <p>6. Submission of completed voting ballots:</p>	<p><b>Article 5. Procedures for collecting written opinions of the General Meeting of Shareholders</b></p> <p>6. Submission of completed voting ballots:</p>	



NO.	CURRENT REGULATION	DRAFT NEW REGULATION	LEGAL BASIS
	<p>a. Shareholders may submit completed voting ballots to the Bank by one of the following methods:</p> <p>i. By post: The completed voting ballot must bear the signature of the individual shareholder, or the authorized representative or legal representative of the institutional shareholder. The voting ballot sent to the Bank must be sealed in an envelope and must not be opened by anyone prior to vote counting;</p> <p>ii. By fax or email: The voting ballot sent to the Bank by fax or email must be kept confidential until the time of vote counting.</p> <p>b. Voting ballots received by the Bank after the deadline specified in the voting ballot, or opened in the case of submission by post, or disclosed in the case of submission by fax or email, shall be deemed invalid. Voting ballots not submitted shall be deemed as abstentions from voting.</p>	<p>a. Shareholders may submit completed voting ballots to the Bank by one of the following methods:</p> <p>i. By post: The completed voting ballot must bear the signature of the individual shareholder, or the authorized representative or legal representative of the institutional shareholder. The voting ballot sent to the Bank must be sealed in an envelope and must not be opened by anyone prior to vote counting;</p> <p>ii. By fax or email: The voting ballot sent to the Bank by fax or email must be kept confidential until the time of vote counting.</p> <p>b. Voting ballots received by the Bank after the deadline specified in the voting ballot, or opened in the case of submission by post, or disclosed in the case of submission by fax or email, shall be deemed invalid. Voting ballots not submitted shall be deemed as abstentions from voting.</p> <p>c. <u>In case a shareholder submits voting ballots both by post and by fax/email, if there is any discrepancy between the voting results on such ballots, the result on the voting ballot submitted by post (hard copy) shall prevail.</u></p>	
3	<p><b>Article 7. Roles, rights and duties of the Board of Directors; responsibilities of members of the Board of Directors</b></p> <p>2. Rights and duties of the Board of Directors:</p>	<p><b>To supplement 03 points to Clause 2, Article 7. Rights and duties of the Board of Directors:</b></p> <p>2. Rights and duties of the Board of Directors:</p> <p>(...) The Board of Directors shall perform functions and duties relating to internal control activities in accordance with regulations issued by the State Bank of Vietnam and the Bank's internal regulations.</p>	<p>Supplemented in accordance with Clause 1, Article 14 and Clause 1, Article 25 of Circular No.</p>


NO.	CURRENT REGULATION	DRAFT NEW REGULATION	LEGAL BASIS
		<p>(...) The Board of Directors shall perform functions and duties relating to risk management activities in accordance with regulations issued by the State Bank of Vietnam and the Bank's internal regulations.</p> <p>(...) Members of the Board of Directors shall not participate in reviewing or approving risk-bearing decisions within the functions and duties of the Chief Executive Officer (General Director). In cases where a member of the Board of Directors concurrently serves as the Chief Executive Officer, the Bank must implement control measures to prevent conflicts of interest and ensure the maintenance of independent oversight.</p>	83/2025/TT-NHNN.
4	<p><b>Article 7. Roles, rights and duties of the Board of Directors; responsibilities of members of the Board of Directors</b></p> <p>2. Rights and duties of the Board of Directors:</p> <p>o. To promulgate internal regulations relating to the organization, governance and operations, and professional ethical standards of the Bank in compliance with the Law on Credit Institutions and other relevant laws, except for matters falling under the authority of the Supervisory Board (including ethical standards applicable to members of the Supervisory Board and internal auditors) or the General Meeting of Shareholders.</p>	<p><b>To amend and supplement Point o, Clause 2, Article 7. Rights and duties of the Board of Directors</b></p> <p>2. Rights and duties of the Board of Directors:</p> <p>o. To promulgate internal regulations relating to the organization, governance and operations, and professional ethical standards of the Bank in compliance with the Law on Credit Institutions, <u>regulations of the State Bank of Vietnam</u>, and other relevant laws, except for matters falling under the authority of the Supervisory Board (including ethical standards applicable to members of the Supervisory Board and internal auditors) or the General Meeting of Shareholders.</p>	Point dd, Clause 1, Article 5 of Circular No. 83/2025/TT-NHNN dated December 31, 2025.

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NO.	CURRENT REGULATION	DRAFT NEW REGULATION	LEGAL BASIS
5	<p><b>Clause 3, Article 8. Nomination, self-nomination, election, dismissal, removal and automatic termination of membership of the Board of Directors</b></p> <p>3. Nomination and self-nomination of members of the Board of Directors:</p> <p>a. Preparation of the list of shareholders for collecting written opinions regarding nomination and self-nomination of candidates to be elected as members of the Board of Directors:</p> <p>The list of shareholders for collecting written opinions regarding nomination and self-nomination of candidates to be elected as members of the Board of Directors shall be prepared in accordance with Clause 3, Article 4 of this Regulation.</p> <p>b. Collection of written opinions of shareholders regarding nomination and self-nomination of candidates to be elected as members of the Board of Directors:</p> <p>i. The Board of Directors shall notify the number of members expected to be elected to the Board of Directors, including the expected number of independent members (if any), and simultaneously notify the conditions and criteria to be satisfied for such positions so that shareholders and/or groups of shareholders may nominate or self-nominate candidates for such positions in</p>	<p><b>Clause 3, Article 8. Nomination, self-nomination, election, dismissal, removal and automatic termination of membership of the Board of Directors</b></p> <p>3. Nomination and self-nomination of members of the Board of Directors:</p> <p>a. Preparation of the list of shareholders for collecting written opinions regarding nomination and self-nomination of candidates to be elected as members of the Board of Directors:</p> <p>The list of shareholders for collecting written opinions regarding nomination and self-nomination of candidates to be elected as members of the Board of Directors shall be prepared in accordance with <u>Clause 3, Article 5</u> of this Regulation.</p> <p>b. <u>Notification to shareholders for exercising the right to nominate and self-nominate candidates to be elected as members of the Board of Directors:</u></p> <p>i. The Board of Directors shall notify the number of members expected to be elected to the Board of Directors, including the expected number of independent members (if any), and simultaneously notify the conditions and criteria to be satisfied for such positions so that shareholders and/or groups of shareholders may nominate or self-nominate</p>	

NO.	CURRENT REGULATION	DRAFT NEW REGULATION	LEGAL BASIS
	<p>accordance with applicable laws, the Bank's Charter and this Regulation.</p> <p>ii. The period for collecting shareholders' opinions regarding nomination and self-nomination of candidates to be elected as members of the Board of Directors shall be at least 10 (ten) days and shall be specified in the written request for opinions.</p> <p>iii. The procedures for collecting shareholders' opinions regarding nomination and self-nomination of candidates to be elected as members of the Board of Directors shall be carried out in accordance with Article 5 of this Regulation and relevant regulations of securities laws on information disclosure.</p>	<p>candidates for such positions in accordance with applicable laws, the Bank's Charter and this Regulation.</p> <p>ii. The period for collecting shareholders' opinions regarding nomination and self-nomination of candidates to be elected as members of the Board of Directors shall be at least 10 (ten) days and shall be specified in the written request for opinions.</p> <p>iii. <u>The procedures for notifying shareholders to exercise the right to nominate and self-nominate candidates to be elected as members of the Board of Directors shall be carried out in accordance with Article 5 of this Regulation.</u></p>	
6	<p><b>Article 12. Committees and Sub-committees under the Board of Directors</b></p> <p>1. Based on applicable laws, the Bank's Charter and the actual requirements of governance and operations, the Board of Directors shall establish committees and sub-committees under it to advise or act on its behalf in performing its functions and duties, including but not limited to the following committees and sub-committees:</p>	<p><b>Article 12. Committees and Sub-committees under the Board of Directors</b></p> <p>1. Based on applicable laws, the Bank's Charter and the actual requirements of governance and operations, the Board of Directors shall establish committees and sub-committees under it to advise or act on its behalf in performing its functions and duties. <u>The organizational structure, functions and duties of the Risk Management Committee and the Human Resources Committee shall comply with regulations of the State Bank of Vietnam; including but not limited to the following committees and sub-committees:</u></p>	<p>Point a, Clause 2, Article 6 of Circular No. 83/2025/TT-NHNN dated December 31, 2025.</p>

NO.	CURRENT REGULATION	DRAFT NEW REGULATION	LEGAL BASIS
	<p><b>Article 13. Selection, appointment and dismissal of the Corporate Governance Officer of the Bank</b></p> <p>2. Standards and conditions of the Corporate Governance Officer:</p> <p>a. Holds a university degree or higher in Law;</p> <p>b. Has at least 12 (twelve) years of work experience in the finance and banking sector, of which at least 5 years in the position of BOD Secretary or in roles responsible for BOD secretarial functions.</p> <p>c. Does not concurrently work for the independent auditing firm currently conducting the audit of the Bank's financial statements.</p>	<p><b>Article 13. Selection, appointment and dismissal of the Corporate Governance Officer of the Bank</b></p> <p>2. Standards and conditions of the Corporate Governance Officer:</p> <p>a. Does not concurrently work for the independent auditing firm currently conducting the audit of the Bank's financial statements.</p> <p>b. Other standards and conditions as decided by the Board of Directors.</p>	<p>Clause 2, Article 281, Decree No. 155/2020/ND-CP.</p>
7	<p><b>Point o, Clause 2, Article 14. Role, rights and obligations of the Supervisory Board, responsibilities of Supervisory Board members</b></p> <p><u>o. Propose and recommend to the General Meeting of Shareholders for approval the independent auditing organization to audit the Bank's Financial Statements;</u></p>	<p><b>Point o, Clause 2, Article 14. Role, rights and obligations of the Supervisory Board, responsibilities of Supervisory Board members</b></p> <p><u>o. In coordination with the BOD, propose and recommend the approval of the independent auditing organization to audit the Bank's Financial Statements; dismiss independent auditors when deemed necessary; authorize the approved auditing organization to conduct inspections of the Bank's activities when deemed necessary; supervise the process of engaging independent auditors; supervise the performance of the work of the independent auditors; review the periodic financial statements of Vietbank as prepared by the independent auditing organization.</u></p>	<p>To align with the Law on Credit Institutions 2024 and related Laws, Decrees and Circulars.</p>

NO.	CURRENT REGULATION	DRAFT NEW REGULATION	LEGAL BASIS
8	<p><b>Clause 2, Article 16. Nomination, self-nomination, election, dismissal, removal and automatic termination of membership of the Supervisory Board</b></p> <p>2. Nomination, self-nomination and election of members of the Supervisory Board:</p> <p>The nomination, self-nomination and election of members of the Supervisory Board shall be carried out in accordance with the provisions of Clause 2, Clause 3 and Clause 4, Article 8 of this Regulation.</p>	<p><b>Clause 2, Article 16. Nomination, self-nomination, election, dismissal, removal and automatic termination of membership of the Supervisory Board</b></p> <p>2. Nomination, self-nomination and election of members of the Supervisory Board:</p> <p><u>The procedures for nomination, self-nomination and election of members of the Supervisory Board shall be carried out in accordance with the provisions of Clause 3 and Clause 4, Article 8 of this Regulation.</u></p>	
9	<p><b>Article 18. Roles, responsibilities, rights and duties of the Chief Executive Officer</b></p> <p>3. The Chief Executive Officer shall have the following rights and duties:</p> <p>e. To promulgate, within his/her authority, internal regulations and rules; operational processes and procedures for the operation of the business management system and the management information system.</p>	<p><b>Article 18. Roles, responsibilities, rights and duties of the Chief Executive Officer</b></p> <p>3. The Chief Executive Officer shall have the following rights and duties:</p> <p>e. The Chief Executive Officer shall promulgate, within his/her authority, internal regulations and rules; operational processes and procedures for the operation of the business management system and the management information system, <u>except for matters falling under the authority of the General Meeting of Shareholders, the owner, the Board of Directors, or the Supervisory Board.</u></p>	<p>Point c, Clause 2, Article 5 of Circular No. 83/2025/TT-NHNN.</p> 
10		<p><b>Supplement on general requirements for control (proposed to be added to Article 2)</b></p>	<p>Clause 1 and Clause 2, Article</p>

NO.	CURRENT REGULATION	DRAFT NEW REGULATION	LEGAL BASIS
		<p>(...) <u>Internal control must comply with regulations of the State Bank of Vietnam.</u></p> <p>(...) <u>The Bank's internal control shall be implemented through self-control activities of individuals and units within operational processes, and through the activities of individuals and units responsible for monitoring and inspecting other individuals and units in complying with mechanisms, policies, procedures, internal regulations and applicable laws.</u></p>	<p>13 of Circular No. 83/2025/TT-NHNN.</p>
11	<p><b>On supervision of senior management (Articles 7, 8, 20, ...)</b></p>	<p><b>On supervision of senior management (Articles 7, 8, 20, ...) in accordance with Circular No. 83</b></p>	<p>Amended in accordance with Item (i), Point c, Clause 1, Article 5 and Articles 11, 12, Point b, Clause 1, Article 65 of Circular No. 83/2025/TT-NHNN dated December 31, 2025.</p>



**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026**  
**SUMMARY OF AMENDMENTS AND SUPPLEMENTS TO THE REGULATIONS ON THE ORGANIZATION AND OPERATION OF**  
**THE SUPERVISORY BOARD OF VIETBANK**

No.	Clause	Current Regulation	Amended / Supplemented Content	Legal Basis
1	Article 2 – Definitions and abbreviations.	<p>8. Internal Control System means a set of mechanisms, policies, processes, internal regulations and organizational structure of Vietbank designed in accordance with applicable laws to control, prevent, detect and timely handle risks.</p> <p>The system includes senior management oversight, internal control, risk management, ICAAP and internal audit.</p> <p>It must has 3 independent lines of defense:</p> <p>(a) First Line:</p> <p>(i) Business units including product development and revenue-generating units;</p>	<p>8. Internal Control System means a set of mechanisms, policies, processes, internal regulations and organizational structure of Vietbank established and implemented to ensure timely prevention, detection and mitigation of risks.</p> <p>The system must has 3 independent lines of defense:</p> <p>(a) First Line of Defense:</p> <p>Includes risk-taking units such as revenue-generating units, units making risk decisions, units allocating risk limits and other operational units. Responsible for identifying, controlling, monitoring and mitigating risks.</p>	<p>In accordance with Article 57 of the Law on Credit Institutions 2024 and Clause 2 Article 4 Circular 83/2025/TT-NHNN.</p>



No.	Clause	Current Regulation	Amended / Supplemented Content	Legal Basis
		<p>(ii) Units allocating and controlling risk limits;</p> <p>(iii) HR and accounting units.</p> <p>(b) Second Line: Compliance and Risk Management functions. Responsible for developing policies, issuing internal regulations, measuring, monitoring and controlling risks on a bank-wide basis and ensuring legal compliance.</p> <p>(c) Third Line: Internal Audit function.</p>	<p>(b) Second Line of Defense: Includes at a minimum Compliance and Risk Management functions. Responsible for developing policies, issuing internal regulations, measuring, monitoring and controlling risks on a bank-wide basis and ensuring legal compliance.</p> <p>(c) Third Line of Defense: Internal Audit function performed in accordance with applicable laws.</p> <p>(d) Model Risk Management : The Bank shall implement three independent lines of defense for model risk management in accordance with applicable laws.</p>	
2	<b>Article 2 – Definitions and abbreviations.</b>	9. Senior Management Oversight means oversight by the Board of Directors and CEO over internal control, risk management, ICAAP and oversight by Supervisory Board over internal audit.	Removed.	Circular 83/2025/TT-NHNN removes this definition.

No.	Clause	Current Regulation	Amended / Supplemented Content	Legal Basis
3	Article 2 – Definitions and abbreviations.	Not provided.	9. Internal Auditor means an individual performing internal audit activities under the Internal Audit Department of the Bank.	Added pursuant to Clause 30 Article 3 Circular 83/2025/TT-NHNN.
4	Article 15 – Duties of Supervisory Board	<p>6. Supervisory Board duties include:</p> <p>(a) Directly directing and managing Internal Audit Department;</p> <p>(b) Supervising Internal Auditor in compliance with professional ethics standards;</p> <p>(c) Monitoring internal audit including;</p> <p>(i) Conducting internal audit activities;</p> <p>(ii) Reviewing effectiveness of Internal Audit and Head of Internal audit's performance ;</p> <p>(iii) Remediating deficiencies as recommendations or findings from SBV, external auditors and authorities;</p> <p>(iv) Other activities required by Supervisory Board.</p>	<p>6. Supervisory Board duties include:</p> <p>(a) Directly directing and managing Internal Audit Department;</p> <p>(b) Supervising Internal Auditor in compliance with professional ethics standards;</p> <p>(c) Supervising and evaluating the Internal Audit Department and the Chief Internal Auditor in performing their functions and duties. The Supervisory Board is entitled to engage an external professional organization to assess the quality of the Internal Audit Department's activities;</p> <p>(d) Supervising and assessing activities of Internal Audit Department and Head of IA including:</p> <p>(i) Conducting audits at Head Office, branches and affiliates;</p> <p>(ii) Reviewing effectiveness of Internal Audit;</p> <p>(iii) Developing/amending and submitting to the</p>	<p>Aligned with clause 2.b Article 12, Circular 83/2025/TT-NHNN:</p> <p>"...Supervisory Board of Commercial Bank monitoring the Internal Audit Department in the implementation of Article 71, clause 1.2 and 3 Article 72 of this Circular ..."</p>

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No.	Clause	Current Regulation	Amended / Supplemented Content	Legal Basis
			<p>Supervisory Board : internal regulations, ethics for IA/Supervisory Board and audit plans;</p> <p>(iv) Monitoring and assessing implementation the recommendations of Supervisory Board to BOD, CEO, other departments;</p> <p>(v) Remediating deficiencies as recommendations or findings from SBV, external auditors and authorities;</p> <p>(vi) Preparing internal audit reports;</p> <p>(vii) Ensuring confidentiality as per laws and internal regulations;</p> <p>(viii) Accountability to Supervisory Board;</p> <p>(ix) Other duties assigned by Supervisory Board.</p> <p>(e) Supervising Internal Auditors including:</p> <p>(i) Compliance with point 6.d.(vii) and 6.d.(viii) mentioned above;</p> <p>(ii) Accountability to Law and Head of Internal Auditor.</p>	
5	Article 15 – Duties of Supervisory Board	Not provided.	f. Supervisory Board shall approve annual and ad-hoc internal audit reports.	Pursuant to Clause 4.b Article 9 Circular 83/2025/TT-NHNN.

No.	Clause	Current Regulation	Amended / Supplemented Content	Legal Basis
6	Article 15 – Duties of Supervisory Board	16. Propose and recommend to the General Meeting of Shareholders for approval the appointment of an independent audit firm to audit the Bank's financial statements; dismiss the independent auditor when deemed necessary; approve audit firms to conduct inspections of the Bank's operations when deemed necessary; supervise the engagement process of the independent auditor; supervise the performance of the independent auditor; review Vietbank's periodic financial statements audited by the independent audit firm.	16. Coordinate with the Board of Directors to propose and recommend the approval of the appointment of an independent audit firm to audit the Bank's financial statements; dismiss the independent auditor when deemed necessary; approve audit firms to conduct inspections of the Bank's operations when deemed necessary; supervise the engagement process of the independent auditor; supervise the performance of the independent auditor; review Vietbank's periodic financial statements audited by the independent audit firm.	In compliance with the Law on Credit Institutions 2024 and other prevailing relevant laws, decrees, and circulars.
7	Article 23. Submission of Annual Reports	8. Propose and recommend to the General Meeting of Shareholders for approval the list of approved audit firms to audit the Bank's financial statements; approve audit firms to conduct inspections of the Bank's operations when deemed necessary.	8. Coordinate with the Board of Directors to propose and recommend the approval of the list of approved audit firms to audit the Bank's financial statements; approve audit firms to conduct inspections of the Bank's operations when deemed necessary.	In compliance with the Law on Credit Institutions 2024 and other prevailing relevant laws, decrees, and circulars.





**NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN**

**VIỆT NAM THƯƠNG TÍN**

Số: ...../2026/NQ – ĐHĐCĐ

**VIỆT NAM THƯƠNG TÍN COMMERCIAL**

**JOINT STOCK BANK**

NO: ...../2026/ NQ – ĐHĐCĐ

**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM**

**Độc lập – Tự do – Hạnh phúc**

*SOCIALIST REPUBLIC OF VIETNAM*

*Independence - Freedom - Happiness*

TPHCM, ngày ..... tháng ..... năm 2026

HCMC, day ..... month ..... year 2026

**DỰ THẢO/DRAFT**

## **NGHỊ QUYẾT/ RESOLUTION**

### **ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NĂM 2026**

#### *ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026*

- Căn cứ Luật Doanh nghiệp số 59/2020/QH14 được Quốc hội nước CHXHCN Việt Nam thông qua ngày 17/6/2020/ *Pursuant to the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020;*
- Căn cứ Luật Chứng khoán số 54/2019/QH14 được Quốc hội nước CHXHCN Việt Nam thông qua ngày 26/11/2019/ *Pursuant to the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019;*
- Căn cứ Luật Các tổ chức tín dụng số 32/2024/QH15 được Quốc hội nước Cộng hòa Xã hội Chủ nghĩa Việt Nam khóa XV kỳ họp bất thường lần thứ 05 thông qua ngày 18/01/2024/ *Pursuant to the Law on Credit Institutions No. 32/2024/QH15 adopted by the National Assembly of the Socialist Republic of Vietnam (15th Legislature, 5th Extraordinary Session) on 18 January 2024;*
- Căn cứ Điều lệ Ngân hàng TMCP Việt Nam Thương Tín (Vietbank)/ *Pursuant to the Charter of Vietnam Thuong Tin Commercial Joint Stock Bank (Vietbank);*
- Căn cứ nội dung và kết quả biểu quyết các nội dung đệ trình Đại hội đồng cổ đông thường niên năm 2026 tại phiên họp Đại hội đồng cổ đông ngày ...../...../2026/ *Pursuant to the contents and voting results on matters submitted to the Annual General Meeting of Shareholders 2026 at the meeting session of the General Meeting of Shareholders on ...../...../2026;*

Đại hội đồng cổ đông thường niên Vietbank năm 2026 nhất trí/ *The Annual General Meeting of Shareholders of Vietbank 2026 hereby resolves:*

### **QUYẾT NGHỊ/ RESOLVES:**

1. Thông qua Báo cáo kết quả hoạt động kinh doanh năm 2025 và Định hướng Kế hoạch kinh doanh năm 2026/ *To approve the Report on business performance in 2025 and the orientation of the business plan for 2026.*
2. Thông qua Tờ trình Báo cáo tài chính năm 2025 đã được kiểm toán/ *To approve the Proposal on the audited financial statements for 2025.*

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3. Thông qua Báo cáo của Hội đồng quản trị về việc thực hiện nhiệm vụ, quyền hạn được giao, về quản trị và kết quả hoạt động của Hội đồng quản trị và kết quả đánh giá hiệu quả hoạt động của các thành viên Hội đồng quản trị, các Hội đồng, Ủy ban thuộc Hội đồng quản trị/ *To approve the Report of the Board of Directors on the performance of assigned rights and duties, on corporate governance and operating results of the Board of Directors, and the results of performance evaluation of members of the Board of Directors, its committees and sub-committees.*
4. Thông qua Báo cáo của Ban kiểm soát về việc thực hiện nhiệm vụ, quyền hạn được giao, về kết quả kinh doanh của Vietbank, về kết quả hoạt động của Hội đồng quản trị, Tổng giám đốc; tự đánh giá kết quả hoạt động của Ban kiểm soát và của kết quả đánh giá hiệu quả hoạt động các thành viên Ban kiểm soát/ *To approve the Report of the Supervisory Board on the performance of assigned rights and duties, on Vietbank's business performance, on the performance of the Board of Directors and the Chief Executive Officer; the self-assessment of the Supervisory Board's performance and the results of performance evaluation of members of the Supervisory Board.*
5. Thông qua Báo cáo Tiến độ thực hiện tăng vốn điều lệ và việc niêm yết trên thị trường chứng khoán đối với cổ phiếu Vietbank theo Nghị quyết ĐHĐCĐ số 01/2025/NQ-ĐHĐCĐ ngày 26/4/2025/ *To approve the Report on the progress of charter capital increase and the listing of Vietbank shares on the stock market in accordance with Resolution No. 01/2025/NQ-ĐHĐCĐ dated 26 April 2025.*
6. Thông qua Tờ trình về Phương án phân phối lợi nhuận năm 2025/ *To approve the Proposal on the profit distribution plan for 2025.*
7. Thông qua Tờ trình về Phương án tăng vốn điều lệ năm 2026/ *To approve the Proposal on the plan for charter capital increase in 2026.*
8. Thông qua Tờ trình chủ trương phát hành và niêm yết trái phiếu ra công chúng năm 2026/ *To approve the Proposal on the policy for issuance and public listing of bonds in 2026.*
9. Thông qua Báo cáo các khoản cấp tín dụng cho đối tượng quy định tại khoản 1 Điều 135 Luật Các TCTD/ *To approve the Report on credit extensions to related parties as prescribed in Clause 1 Article 135 of the Law on Credit Institutions.*
10. Thông qua Tờ trình về mức thù lao, thưởng và các lợi ích khác của Thành viên Hội đồng quản trị, Thành viên Ban kiểm soát, và ngân sách hoạt động của Thành viên Hội đồng quản trị, Thành viên Ban kiểm soát năm 2026/ *To approve the Proposal on remuneration, bonuses and other benefits for members of the Board of Directors and the Supervisory Board, and the operating budget for the Board of Directors and the Supervisory Board in 2026.*
11. Thông qua Tờ trình v/v chọn tổ chức kiểm toán độc lập (theo quy định tại Điều 59 của Luật Các TCTD)/ *To approve the Proposal on the selection of an independent audit firm (in accordance with Article 59 of the Law on Credit Institutions).*
12. Thông qua Báo cáo về kết quả phân loại nợ, cam kết ngoại bảng, trích lập dự phòng rủi ro, kết quả sử dụng dự phòng để xử lý rủi ro theo quy định tại Khoản 3 Điều 13 Thông tư số 31/2024/TT-NHNN/ *To approve the Report on loan classification, off-balance sheet commitments, risk provisioning, and the use of provisions for risk handling in accordance with Clause 3 Article 13 of Circular No. 31/2024/TT-NHNN.*

13. Thông qua Tờ trình về Bộ Quy định Quản trị, Kiểm soát của Vietbank cập nhật cho phù hợp theo Thông tư số 83/2025/TT-NHNN, các quy định của pháp luật có liên quan và thực tế hoạt động của Vietbank: Điều lệ Ngân hàng; Quy chế nội bộ về quản trị công ty; Quy định tổ chức, hoạt động HĐQT; Quy định tổ chức, hoạt động Ban KSI *To approve the Proposal on the set of governance and control regulations of Vietbank updated to comply with Circular No. 83/2025/TT-NHNN, relevant laws and the Bank's operational requirements, including: the Bank's Charter; Internal Regulation on Corporate Governance; Regulation on the organization and operation of the Board of Directors; Regulation on the organization and operation of the Supervisory Board.*
14. Thông qua Báo cáo kết quả xây dựng và triển khai Phương án khắc phục dự kiến trong trường hợp được can thiệp sớm tại Vietbank theo Nghị quyết số 01/2025/NQ-ĐHĐCĐ ngày 26/4/2025/ *To approve the Report on the development and implementation results of the remedial plan in case of early intervention at Vietbank in accordance with Resolution No. 01/2025/NQ-ĐHĐCĐ dated 26 April 2025.*
15. Thông qua Tờ trình về chủ trương tham gia tái cơ cấu Quỹ tín dụng nhân dân/ *To approve the Proposal on the policy to participate in restructuring People's Credit Funds.*
16. Thông qua Báo cáo Đại hội đồng cổ đông về kết quả thực hiện việc nhận chuyển nhượng bất động sản làm trụ sở hoạt động của Ngân hàng theo Nghị quyết số 02/2025/NQ-ĐHĐCĐ/ *To approve the Report to the General Meeting of Shareholders on the results of acquiring real estate as the Bank's headquarters in accordance with Resolution No. 02/2025/NQ-ĐHĐCĐ.*

Nơi nhận/ Recipients:

- Cổ đông/ Shareholders;
- NHNN/ State Bank of Vietnam;
- Lưu Thư ký HĐQT/ Filed with the Secretary of the Board of Directors.

**TM. HỘI ĐỒNG QUẢN TRỊ**  
**ON BEHALF OF THE BOARD OF DIRECTORS**  
**CHỦ TỊCH/CHAIRMAN**



**DUONG NHAT NGUYEN**