

No.:1337/25/BVBank/TGD\_CBTT  
Re: Amendment to the AGM 2025  
Documents – Viet Capital Bank

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence – Freedom –**  
**Happiness**  
-----

Ho Chi Minh city, 21 April 2025

**DISCLOSURE OF INFORMATION ON THE ELECTRONIC INFORMATION PORTAL OF THE  
STATE SECURITIES COMMISSION AND THE HANOI STOCK EXCHANGE**

**To: The State Securities Commission  
Hanoi Stock Exchange (HNX)**

1. **Organization Name:** Vietnam Bank for Industry and Trade Joint Stock Commercial Bank
2. **Securities Code:** BVB
3. **Head Office Address:** HMTown Building, 412 Nguyễn Thị Minh Khai, Ward 5, District 3, Ho Chi Minh City
4. **Phone Number:** 028 62679679
5. **Fax Number:** 028 62638668
6. **Person Responsible for Information Disclosure:** Mr. Nguyen Thanh Tu – Deputy General Director  
Address: HM Town Building, 412 Nguyen Thi Minh Khai, Ward 5, District 3, Ho Chi Minh City  
Phone Number: 028 62679679  
Fax Number: 028 62638668

**7. Type of Information Disclosed:**

☒ 24 hours      ☐ 72 hours      ☐ Abnormal      ☐ As requested      ☐ Periodic

**8. Content of Disclosed Information:** Amendment to the documents for the 2025 Annual General Meeting of Shareholders, specifically as follows:

- Amend the content of the "Report on the evaluation of the Board of Directors' activities, the implementation of the General Meeting's resolutions, and the business performance of Vietnam Bank for Industry and Trade Joint Stock Commercial Bank in 2024"
- Amend the proposal on the "Capital increase plan for 2025"
- Amend the proposal on the "Approval of the regulation on organizing the online General Meeting of Shareholders and electronic voting and balloting"

**9.** This information has been disclosed on the Bank's website on 21/04/2024 at the following link: <https://bvbank.net.vn/> (Investor Section).

We hereby commit that the disclosed information is true and we fully take responsibility before the law for the content of the disclosed information.

Attached documents:

- The 2025 General Meeting of Shareholders' Proposals (as amended above)

**VIET CAPITAL BANK**  
**INFORMATION DISCLOSURE**  
**REPRESENTATIVE**  
**DEPUTY CHIEF EXECUTIVE OFFICER**  
(signed and sealed)  
**NGUYEN THANH TU**

## **REPORT**

### **Regarding the evaluation of the work of the Board of Directors, the results of the implementation of the resolutions of the General Meeting of Shareholders, and the business performance of Viet Capital Commercial Joint Stock Bank in 2024**

#### **To: SHAREHOLDERS OF VIET CAPITAL COMMERCIAL JOINT STOCK BANK**

The Board of Directors (BOD) respectfully reports to the General Meeting of Shareholders on the work of the BOD, the results of the implementation of the resolutions of the General Meeting of Shareholders, and the business performance of Viet Capital Commercial Joint Stock Bank in 2024 as follows:

#### **I. REPORT ON THE PARTICIPATION OF THE BOD FOR THE TERM 2020-2025**

Viet Capital Commercial Joint Stock Bank (Ban Viet Bank) continues to maintain the list of BOD members for the term 2020-2025 as approved by the State Bank as follows:

- |                               |  |
|-------------------------------|--|
| (i) Mr. Le Anh Tai            | - Chairman of the BOD                    |
| (ii) Mrs. Nguyen Thanh Phuong | - Member of the BOD                      |
| (iii) Mr. Ngo Quang Trung     | - Member of the BOD cum General Director |
| (iv) Mr. Nguyen Nhat Nam      | - Member of the BOD                      |
| (v) Mr. Pham Quang Khanh      | - Independent Member of the BOD          |

#### **II. REPORT ON THE ORGANIZATIONAL WORK AND IMPLEMENTATION OF THE BOD'S TASKS IN 2024**

- Based on the operational direction and the business plan approved by the General Meeting of Shareholders at the 2024 Shareholder meeting, as well as the orientations of the Government and the State Bank, the BOD has issued policies and directed the Executive Board to implement business activities to ensure sustainable and safe development. As a result, in 2024, all key business targets have been achieved as assigned by the General Meeting of Shareholders.
- In 2024, the BOD held quarterly meetings with 04 (four) sessions as required, with all members attending fully, contributing insightful opinions, demonstrating a high sense of responsibility. The contents of the meetings, as well as the decisions made, were all agreed upon by the participating BOD members.

- In addition to regular meetings, issues arising between meetings, and contents within the BOD's authority, the BOD has implemented the process of obtaining opinions in writing for timely approval of critical matters, ensuring business operations are aligned with the direction approved by the General Meeting of Shareholders. Accordingly, in 2024, a total of 170 items were approved and implemented by the BOD.

### **III. REPORT ON THE RESULTS OF IMPLEMENTING THE RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS IN 2024**

#### **3.1 Results according to the general orientation:**

(i) **Total assets:** as of 31/12/2024, the total assets of BVBank reached over 103.536 billion VND, an increase of 18% compared to 2023, exceeding the set target. Total mobilization from economic organizations and individuals reached over 74.915 billion VND, growing by 12% compared to 2023. Total credit outstanding to customers reached 68.142 billion VND, an increase of 18%, in which the proportion of small-scale loans and consumer credit through digital banking channels has gradually improved, and the quality of credit has progressively enhanced, in line with the direction approved by the General Meeting of Shareholders.

(ii) The work of handling debts and controlling bad debts has always been a focus, with a model for monitoring the status and developments of processing debts being implemented based on modernization and the application of IT; the Bank has also accelerated the application of various solutions for handling, thus improving the debt recovery efficiency compared to before.

(iii) Efforts to enhance the role and develop financial analysis solutions and modern business models in governance and operations have yielded positive results; operating costs have been well-controlled, capital utilization efficiency has increased, contributing to an overall improvement in the Bank's business performance.

(iv) **Operational network:** In 2024, the Bank established 10 new business locations, raising the total number of branches and transaction offices of BVBank to 126 across provinces and cities nationwide. Furthermore, the quality of the operational network has also been improved. Several previously poorly-located business locations were relocated to more suitable positions, ensuring more effective brand recognition.

(v) The implementation of a specialized model combined with training initiatives to improve service quality and customer experience has been launched throughout the system, with initial results receiving high appreciation from customers, and the number of customers using services, as well as the range of services used, has significantly increased compared to 2023.

### **3.2 Results by Specific Orientation:**

#### **(i) Credit Activities:**

- Over the past year, in line with the direction of the Board of Directors, the Executive Board has issued numerous products suitable for the actual market situation, with a strong focus on the segment of corporate customers and individuals engaged in small-scale production and business who utilize various banking products and services; the development of customers through digital banking channels has also been emphasized and achieved high results, closely aligned with the Bank's development orientation.

- For loans to large-scale customer groups, over the past year, the Bank has implemented many synchronized solutions, with development efforts being selective and cautious, in accordance with the Bank's risk appetite during each period, always adhering to the policies of the Government and the State Bank, resulting in a significant increase in the number and outstanding loans of new customers, with improved credit quality compared to before.

- The customer assessment, post-loan monitoring, and improvement of processes and regulations, as well as training to enhance staff competencies, have always been prioritized, leading to significant improvements and greater efficiency in the operational coordination between departments and business units over the past year.

The result of outstanding credit reached 68.142 billion VND, an increase of 18% compared to the previous year. The bad debt ratio was controlled at 2.69%.

#### **(ii) Capital Mobilization Activities**

In 2024, the Bank has implemented many flexible capital mobilization policies, focusing on monitoring the overall market mobilization situation to establish appropriate interest rates and mobilization scales; proactively reducing the proportion of ultra-large customer groups while continuously expanding and increasing the number of retail customers; issuing numerous products, collaborating with partners in payment, etc., to increase the proportion of non-term deposits; these policies have helped the Bank maintain a stable capital mobilization source, resulting in a low average mobilization interest rate, ensuring compliance with the interest rate policy of the State Bank.

The mobilization result reached over 74.915 billion VND, a growth of 12% compared to 2023. The interest rate on customer deposits remained low, with a significant reduction in capital costs. Accordingly, the overall mobilization interest rate of the Bank at the end of the year decreased by 1.32% compared to the previous year.

#### **(iii) Debt Recovery Activities**

In 2024, the Bank has simultaneously applied various measures to expedite the process of handling bad debts and overdue debts, particularly by implementing a more advanced debt management and recovery monitoring system that allows for real-time updates and immediate access to authorized personnel, facilitating timely and effective debt recovery efforts; the delegation of authority has also been expanded by the Board of Directors, enhancing the proactivity of the Executive Board and related departments, resulting in more effective debt recovery outcomes in 2024.

The total amount of overdue and bad debts recovered in 2024 was 2.929 billion VND, including:

- Principal recovery of 2.622 billion VND
- Interest recovery of 307 billion VND

**(iv) Digital Banking and Information Technology**

- The development of digital banking continues to be one of the key activities in the business strategy of Viet Capital Bank, with 2024 marking a year of significant development, while the growth of digital banking has also enhanced the Bank's brand recognition in the market, receiving positive evaluations and continuing to be a favored bank among users, consistently being among the pioneering banks introducing new utilities to customers.
- The field of information technology has also been prioritized, with investments in IT infrastructure and human resources being a focus; over the past year, the system has operated safely and smoothly, effectively supporting the Bank's business activities.

**(v) Regarding Enhancing the Role of Management and Financial Analysis:**

- In 2024, the interest rate situation saw many fluctuations, and the intervention of the State Bank had a significant impact on interest rate changes in the market. Therefore, the Board of Directors and the Executive Board strengthened management efforts, consistently monitoring market supply and demand trends, as well as monetary market information and government and State Bank policies. They promptly issued reasonable policies, which helped with capital mobilization efforts and credit development, ensuring they remained balanced. Low deposit interest rates supported the reduction of lending rates, assisting customers in their production and business activities and enabling the development of many new clients.
- In addition to strengthening management efforts, enhancing the role of financial analysis, and building management models, etc., to better support financial management, the work of evaluating business performance has also been implemented. These efforts are being gradually put into application to serve the bank's business activities.

**(vi) Network Expansion Activities:**

Based on the contents approved in previous Shareholders' General Meetings as well as by the State Bank, in 2024, the Bank completed the development of its network in accordance with the approved number of transaction points. Currently, the Bank has 126 transaction points, including 01 head office, 41 branches, and 84 transaction offices across provinces and cities nationwide.

**(vii) Customer Service Enhancement:**

In 2024, the Board of Directors approved the adjustment of the organizational structure and the functions and tasks of several departments and units as proposed by the Executive Board. Results indicate that management, operations, and service quality enhancements have significantly improved. The development and care for customers, as well as the enhancement of customer experience, have continuously evolved and become increasingly professional.

**IV. REPORT ON THE IMPLEMENTATION OF THE BOARD OF MANAGEMENT'S  
ASSIGNED TASKS**

(i) In 2024, each member of the Board of Directors effectively fulfilled their assigned duties through the resolutions and decisions directing governance activities, principles, policies, and business operations, contributing significantly to ensuring governance based on safe, effective, and sustainable development principles.

(ii) In the process of approving credit files, depending on market conditions, credit orientation, and the Bank's risk appetite, the Board of Directors has issued various credit policies and flexibly adjusted approval authority. Additionally, 04 standing members of the Board of Directors have directly participated in meetings for credit limit approvals. In 2024, the Board has approved a total of 324 credit files, with a new credit limit totaling 46.081 billion VND.

(iii) In the process of approving senior personnel of the Bank, to ensure operational effectiveness and enhance objectivity and transparency, in addition to promulgating reasonable policies and personnel standards, 03 standing members of the Board of Directors directly participated in recruiting senior personnel. In 2024, the Board approved a total of 34 cases, including the recruitment of 06 new personnel, the appointment of 02 personnel, the reappointment of 24 personnel, and the termination of 01 employment contract, while appropriately reallocating management positions for 01 current employee.

(iv) Besides participating in various tasks at the committees and boards under the Board of Directors, the standing members have also provided timely directives in operational management. Especially in response to unfavorable economic fluctuations and the emergence

of unofficial information potentially negatively impacting the Bank's reputation, the Board promptly directed the development of response scenarios to market fluctuations. It also promulgated capital mobilization programs, increased scale, and adjusted funding costs appropriately to ensure overall liquidity while establishing regular communication mechanisms between leadership and staff to stabilize employee morale.

**(v) A report on the implementation of the 2024 charter capital increase plan has been approved by the Shareholders' General Meeting according to Resolution No. 01/24/BVBank/NQ-DHĐCĐ dated April 19, 2024.**

The current charter capital of BVBank, under the Decision No. 2222/QĐ-NHNN dated October 2, 2024 issued by the State Bank of Vietnam (SBV), is: 5,518,462,000,000 VND (In words: Five trillion, five hundred eighteen billion, four hundred sixty-two million Vietnam dongs only). Currently, BVBank is implementing its 2024 charter capital increase plan, which was approved by the General Meeting of Shareholders under Resolution No. 01/24/BVBank/NQ-DHĐCĐ dated April 19, 2024. Detailed information regarding this plan will be presented in Submission No. 49/25/BVBank/TT-HĐQT dated April 3, 2025, as part of the documents of this General Meeting.

**(vi) A report on the self-nomination and the nomination of personnel expected to be elected as members of the Board of Management and the Supervisory Board for the term 2025-2030**

To carry out the nomination process for personnel expected to be elected as members of the Board of Directors and the Supervisory Board for the term 2025-2030, BVBank's Board of Directors has issued two announcements: No. 146/24/BVBank/TB-HĐQT dated November 26, 2024, regarding nominations and proposals for members of the Board of Directors, and members of the Supervisory Board for the term 2025-2030, and Announcement No. 26/25/BVBank/TB-HĐQT dated March 18, 2025, regarding nominations for supplementary elections.

However, as of now, the Bank has not completed the procedures to fully meet the requirements for the State Bank's approval in accordance with the Law on Credit Institutions 2024 and related laws.

Therefore, in the upcoming period, the Bank will continue to perform the nomination and application procedures as required.

**(vii) A report on the utilization of funds raised from the public bond issuance in 2024-2025 (phase 1) and the public share offering in 2023 .**

In order to increase the scale of the bank's operating capital and supplement Tier 2 capital, enhance short, medium, and long-term funding sources to support business activities and

meet customer credit demand, BVBank has issued an offer for the sale of Bonds BVB124020 on August 8, 2024 (Quantity: 14,685,500 bonds) and offered the sale of BVB shares on March 14, 2023 (Quantity: 79,527,136 shares).

In 2024, the bank has utilized the entire amount of capital raised from these offerings in accordance with the capital utilization plan approved by the General Meeting of Shareholders, detailed as follows:

Unit: billion VND

	Purpose of use	Plan	Used
<b>A. Regarding the capital raised from the bond issuance on August 8, 2024</b>			
	Increase in Tier 2 Capital	1,468.55	1,468.55
	+ <i>Lending Activities</i>	1,468.55	1,468.55
	+ <i>Investment Activities</i>	-	-
<b>B. Regarding the capital raised from the sale of BVB shares on March 14, 2023</b>			
	Increase in Tier 2 Capital	795.27	795.27
	+ <i>Lending Activities</i>	395.27	395.27
	+ <i>Investment Activities</i>	400	400

The above-mentioned capital utilization situation has been audited by Ernst & Young Vietnam Limited Company on December 20, 2024 (for bonds), and August 30, 2024 (for shares), and has been publicly disclosed on the bank's electronic information page, as well as on the stock exchange in accordance with relevant regulations.

## **V. REPORT ON THE RESULTS OF IMPLEMENTING CONTENTS UNDER THE AUTHORITY OF THE SHAREHOLDERS' GENERAL MEETING AUTHORIZED TO THE BOARD OF DIRECTORS**

### **1.1 Implemented Contents:**

- (i) Decide on the handling of credit and non-credit loss risks, including the use of provisions, interest waivers or reductions, etc., to accelerate the recovery of debts and other receivables as per regulations, in order to quickly recover capital for reinvestment into business activities. Decide on solutions to address significant financial fluctuations of BVBank.
- (ii) Decide on the remuneration, bonuses, and other benefits for each member of the Board of Directors based on the business results for 2024 of BVBank.
- (iii) Decide on the adjustment of targets in the 2024 business plan to align with actual conditions according to the directives of the Government, the State Bank, and the business operations of Vietnam Bank for Industry and Trade.



- (iv) Decide on issues and contents authorized related to the implementation of the project for increasing charter capital previously approved by the Shareholders' General Meeting. This includes making decisions and directing the implementation of procedures related to the listing of publicly issued securities of the Bank after completing the issuance rounds on the stock exchange/stocks trading system as stipulated by law.
- (v) Decide to amend the contents of the Charter that have been approved by the Shareholders' General Meeting and carrying out legal procedures as prescribed by law to finalize the amendment of the Charter.

## **1.2 Contents Not Implemented:**

- (i) Decide on the plan for capital contribution or share purchase in enterprises with a value of 20% or more of BVBank's charter capital, as reflected in the most recent audited financial report; establish or acquire subsidiaries and affiliated companies to conduct business activities in accordance with current legal regulations.;
- (ii) Decide on the foreign operation project; Decide on the investment plan, asset transactions, construction of facilities, and technical equipment; Decide on investments and asset transactions of BVBank with a value of 20% or more of the charter capital of BVBank stated in the most recent audited financial statement to ensure compliance with business operational requirements.
- (iii) Decide on contracts valued over 20% of BVBank's charter capital as stated in the most recent audited financial statement between BVBank and members of the Board of Directors, members of the Supervisory Board, General Director, major shareholders, related persons of managers, members of the Supervisory Board, major shareholders of BVBank; subsidiaries, affiliated companies of BVBank.
- (iv) Deciding to participate in support, handling plans, restructuring the credit funds presented to the State Bank and authorized agencies for consideration and approval. Make edits, complete and implement the plan in accordance with the regulations and guidance of the Bank to enhance the reputation and brand of the Bank in the financial market.
- (v) Decide on the transfer of BVBank shares from UPCOM to listing on the stock exchange.

## **VI. RESULTS OF BUSINESS OPERATIONS IN 2024**

With the results achieved in the past year, the Board of Directors respectfully presents to the General Shareholders' General Meeting the business performance report for the year 2024 of BaoViet Bank as follows:

Unit: billion VND

No.	Criteria	Year 2024	2024 Targets Approved by the Shareholders' General Meeting	2024 Targets (as adjusted)	Completion rate compared to the adjusted plan
1	Total Assets	103,536	100,000	100,000	104%
2	Customer Deposits	74,915	74,086	74,086	101%
3	Outstanding Credit	68,142	65,937	65,937	103%
4	Profit Before Tax	391	200	350	112%
5	Bad Debt Ratio	2,69%	<3%	<3%	
6	Number of Transaction Points	126	126		

Above is the report evaluating the performance of the Board of Directors, the results of implementing the resolutions of the General Meeting of Shareholders, and the business operations of Viet Capital Commercial Joint Stock Bank in 2024.

The Board of Directors sincerely thanks the support and trust of esteemed shareholders and state management authorities towards the operations of BVBank in general and the activities of the Board of Directors in particular in the past period. We hope that you will continue to be committed and support the Board of Directors in the upcoming period.

Thank you very much!

***Recipients:***

- Shareholders' General Meeting;
- Board of Directors, Supervisory Board;
- Archive of the Board of Directors Office.

**FOR BOARD OF DIRECTORS**

**PRESIDENT**

*(Signed and sealed)*

**LE ANH TAI**

## PROPOSAL

(Re: Plan for Charter Capital Increase for the Year 2025)

To: **SHAREHOLDERS OF VIET BANK COMMERCIAL JOINT STOCK BANK**

- Pursuant to the Law on Credit Institutions No. 32/2024/QH15 passed by the National Assembly on January 18, 2024;
- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;
- Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020 providing detailed regulations for the implementation of certain articles of the Law on Securities;
- Pursuant to Circular No. 22/2024/TT-NHNN dated June 28, 2024 amending and supplementing a number of articles of Circular No. 50/2018/TT-NHNN dated December 31, 2018 on the application dossier, order and procedures for approval of certain changes of commercial banks and foreign bank branches;
- Pursuant to the Charter of Viet Capital Commercial Joint Stock Bank;

### A. REPORT ON THE IMPLEMENTATION STATUS OF RESOLUTION NO. 01/24/BVBank/NQ-GMS DATED APRIL 19, 2024

Resolution	Content	Plan approved under the Resolution	Implementation result	Note
Capital increase plan pursuant to Resolution No. 01/24/BVBank/NQ-GMS dated April 19, 2024	The capital increase will be carried out by means of a public offering of shares to existing shareholders at a ratio of 8:1.	The Bank plans to increase its charter capital by VND 689,810,000,000 through the issuance of 68,981,000 new shares	Currently being implemented in accordance with the Certificate of Public Offering Registration. Total number of shares to be offered: 68,980,776 shares, equivalent to VND 689,807,760,000.	-Charter capital before the increase: 5,518,462,150,000 VND - Expected additional capital increase: 889,807,760,000 VND
	"Increase capital through the Employee Stock Ownership Plan (ESOP)	Increase the capital by VND 200,000,000,000, equivalent to issuing 20,000,000 shares.	Continue to implement in parallel with the capital increase plan in the form of issuing shares to the public at a ratio of 8:1. Total expected shares to increase: 20,000,000 shares	- Expected charter capital after completion of the increase: 6,408,269,910,000 VND

We respectfully request the General Meeting of Shareholders (GMS) to approve the continued implementation of the capital increase plan in accordance with GMS Resolution No. 01/24/BVBank/NQ-GMS dated April 19, 2024.

### B. 2025 CHARTER CAPITAL INCREASE PLAN

**1. Capital Increase Plan:** To strengthen financial capacity, expand operational scale, enhance competitiveness, and ensure the Bank's stable and sustainable development, the Board of Directors respectfully submits to the GMS the proposed charter capital increase plan for 2025 as follows:

- Expected maximum charter capital upon completion of the 2024 capital increase plan: 6,408,269,910,000 VND

- Expected additional charter capital in 2025: 1,268,044,980,000 VND, including:

No.	Target audience and method of issuance	Number of shares expected to be issued.	Estimated issuance value at par value.
		(Unit: share)	(Unit: share)
1	Public offering of shares (offering to existing shareholders) at a ratio of 6:1 (shareholders owning 6 shares will receive 1 right to purchase additional shares)	106,804,498	1,068,044,980,000
2	Issuance of shares under the Bank's Employee Stock Ownership Program (ESOP)	20,000,000	200,000,000,000
	Expected total	126,804,498	1,268,044,980,000

Estimated maximum charter capital after the increase: 7,676,314,890,000 VND

**a. Content 1:** Charter capital increase through public offering of shares (offering to existing shareholders) at a ratio of 6:1 (Each shareholder holding 01 share will receive 01 right, and every 06 rights entitle the holder to purchase 01 new share), with a total offering value of 1,068,044,980,000 VND

(Amount in words: One trillion, sixty-eight billion, forty-four million, nine hundred eighty thousand Vietnamese dong)

- Stock code: BVB

- Type of share: Common share

- Par value: 10,000 VND /share

- Expected charter capital before the issuance: 6,408,269,910,000 VND

- Expected number of outstanding shares before the issuance: 640,826,991 shares

- Expected number of shares to be issued: 106,804,498 shares

- Issuance method: Public offering of additional securities (offering to existing shareholders in accordance with the exercise rights)

- Issuance target: Existing shareholders listed as of the shareholder registration date are entitled to purchase newly issued shares (the registration date will be determined by the Board of Directors as authorized by the General Shareholders' Meeting).

- Issuance method:

- Shares issued to existing shareholders will be allocated based on rights offering;

- Offering ratio: 6:1 (On the record date, shareholders holding 01 share will receive 01 right; for every 06 rights, shareholders can purchase 01 new share);

- Rights are non-transferable

- Handling of fractional and unsold shares:

- For shares offered to existing shareholders, the number of shares each shareholder is entitled to purchase will be rounded down to the nearest whole number. Any fractional shares (if any) will be aggregated and handled as per the plan for fractional shares:

*Example: On the record date, shareholder Nguyen Van A holds 125 shares. The number of shares he is entitled to purchase is:  $125 / 6 * 1 = 20.833$  shares. After rounding down, he is eligible to register to purchase 20 shares, and the remaining 0.833 fractional share will be aggregated and handled as follows.*

- The fractional shares and the number of shares not subscribed to by existing shareholders will be authorized by the General Meeting of Shareholders for the Board of Directors to allocate to other investors (including existing shareholders wishing to increase their holdings), with the principle that the selling price shall not be lower than the offering price to existing shareholders and must comply with applicable laws.
- In case the allocation period (including any extended period) expires and there are still unsold shares, the remaining unsold shares will be canceled, and the Board of Directors shall decide to conclude the offering.
- Offering price determination principle: Not lower than 10,000 VND /share
- Offering price: Authorized to the Board of Directors to decide based on the above-mentioned pricing principle, in compliance with applicable laws and ensuring the best interests of the Bank and its shareholders
- Shares currently subject to transfer restrictions (if any) are still entitled to purchase additional shares. Newly issued shares will not be subject to transfer restrictions.
- Transfer restriction: Shares offered to existing shareholders will be freely transferable. However, fractional shares and shares not subscribed to that are offered to other investors will be subject to a 1-year transfer restriction from the date of completion of the offering, in accordance with Clause 2, Article 42 of Decree No. 155/2020/ND-CP dated December 31, 2020.
- Dilution impacts post-issuance: This offering may cause: (i) Price dilution if the offering price is lower than the BVB closing price on the ex-rights date; and/or (ii) Earnings Per Share (EPS) dilution due to the increase in the total number of outstanding shares while the capital raised has not yet generated immediate revenue or profit.
- Expected implementation period: In 2025 and Q1–Q2 of 2026. Specific timing will be decided by the Board of Directors after receiving approval from competent State authorities.
- Plan for use of additional capital raised:

All proceeds from the capital increase will be used as follows:

No.	Purpose of using capital	Amount (VNT)
1	Supplement loan capital	1,068,044,980,000
	<b>TOTAL</b>	<b>1,068,044,980,000</b>

**b. Content 2:** Charter Capital Increase through the Employee Stock Ownership Plan (ESOP) with a total par value of 200,000,000,000 VND (Amount in words: Two hundred billion Vietnam dong only)

- Stock code: BVB

- Type of share: Common share

- Par value: VND 10,000/share
- Eligible recipients: Employees of the Bank and its subsidiaries, as approved by the Board of Directors (hereinafter referred to as "Employees"). The General Meeting of Shareholders authorizes the Board of Directors to determine and issue regulations, criteria for allocation, the list of eligible Employees, and the number of shares each Employee is entitled to purchase under the ESOP.
- Eligibility criteria for participating in the ESOP:  
The allocation of shares to each Employee will be based on the following criteria:
  - + Job title and position (\*)
  - + Years of service
  - + Performance evaluation results for 2024*(\*) In case an Employee concurrently holds multiple positions that could affect the determination of share entitlement, the Employee will receive the highest number of shares among the possible calculations.*
- Expected number of shares to be issued: Up to 20,000,000 shares
- Principle for determining offering price: Not lower than 10,000 VND /share
- Offering price: Authorized to the Board of Directors to determine based on the above pricing principle, in compliance with current laws and in the best interests of the Bank and its shareholders.
- Total par value of issuance: Up to 200,000,000,000 VND
- Transfer restriction condition: Shares issued under this program will be subject to a 1-year transfer restriction from the closing date of the issuance, in accordance with Clause 8, Article 64 of Decree No. 155/2020/ND-CP.
- Plan for unsold shares: The General Meeting of Shareholders authorizes the Board of Directors to reallocate unsold shares to other Employees eligible under the ESOP at a price of VND 11,000/share.
- Expected implementation period: In 2025 and Q1–Q2 of 2026. The specific timeline will be determined by the Board of Directors upon receiving approval from the competent State authorities.
- Use of proceeds from the offering:  
All proceeds from the offering will be used as follows:

No.	Purpose of using capital	Amount (VNT)
1	Supplement loan capital	200,000,000,000
	<b>TOTAL</b>	<b>200,000,000,000</b>

- Handling of restricted shares held by employees who resign:  
The General Meeting of Shareholders authorizes the Board of Directors to determine the method of handling shares under transfer restriction held by employees who resign during the restricted period.

## **2. Approval of amendments to the Bank's Charter, Operating License, and Business Registration Certificate based on actual issuance results**

The General Meeting of Shareholders approves the amendment of the Bank's charter capital stated in the Business Registration Certificate, Operating License, and Charter of Viet Capital Commercial Joint Stock Bank after the completion of each phase of the charter capital increase based on the actual results of the share issuance.

### **3. Registration for depository, trading/ listing of additional shares issued**

All additional shares issued will be registered for depository at the Vietnam Securities Depository and Clearing Corporation (VSDC), and will be registered for trading on the Hanoi Stock Exchange or listed on the Ho Chi Minh City Stock Exchange/ Vietnam Stock Exchange in accordance with applicable laws.

### **4. Information disclosure**

Viet Capital Commercial Joint Stock Bank shall disclose information and report on the charter capital increase plan and the share issuance in full compliance with current laws and the guidance of the State Bank of Vietnam, the State Securities Commission, and the Stock Exchange.

### **5. Authorization to the Board of Directors to implement the relevant tasks**

The General Meeting of Shareholders authorizes the Board of Directors to decide and implement all matters related to the issuance, specifically:

- Adjust the plan for the use of proceeds from the issuance if necessary to match actual conditions, the Bank's investment strategy, and development orientation in compliance with applicable laws;
- Adjust the issued charter capital amount and number of shares to be issued in each specific phase, provided that the total charter capital does not exceed the maximum amount approved by the General Meeting of Shareholders;
- Accurately calculate figures, revise and supplement documents, proactively prepare and submit issuance applications to the State Bank of Vietnam and the State Securities Commission; proactively amend the issuance plan and related documents upon request of regulatory authorities;
- Determine the specific offering price for each public offering to existing shareholders and the ESOP issuance (including adjustments in accordance with actual conditions), based on the pricing principles approved by the General Meeting of Shareholders;
- Choose an appropriate record date and time for implementation of the offering, including amending, supplementing, finalizing, and selecting the timing for share distribution to ensure the offering is legally compliant;
- Supplement and revise any issues or contents of the capital increase plan (including those not presented in this Proposal) to complete the dossier as required by competent authorities;
- Carry out all necessary procedures for the approved share issuance and capital increase plan; handle fractional shares and unsubscribed shares; record the actual number of shares issued;

- Approve and issue internal regulations and principles for determining the number of shares allocated to each Employee; approve agreements, commitments with individual Employees, and the list and number of shares for each Employee under the ESOP;
- Approve contents of contracts, documents, and paperwork during the implementation of the issuance procedures;
- Determine solutions to ensure that each offering complies with legal regulations on foreign ownership limits;
- Decide and select a consulting firm to implement the charter capital increase plan for the year 2025;
- Conduct procedures to amend the Operating License, Business Registration Certificate, and Charter of Viet Capital Commercial Joint Stock Bank according to the new charter capital after completion of the issuance as per this Proposal;
- Register additional depository at VSDC and register additional trading on the Hanoi Stock Exchange or listing on the Ho Chi Minh City Stock Exchange/ Vietnam Stock Exchange for the actual number of shares issued;
- Perform any other relevant tasks necessary to complete the assigned responsibilities;
- Depending on each specific case, the Board of Directors may authorize the Chief Executive Officer to perform one or several of the tasks mentioned above.

The Board of Directors respectfully submits this Proposal for the General Meeting of Shareholders to approve the 2025 Charter Capital Increase Plan.

Respectfully submitted for your consideration./.

The Recipients:

- *General Meeting of Shareholders;*
- *Board of Directors;*
- *Saved: Archives, HDQT*

**FOR BOARD OF DIRECTOR**

**CHAIRMAN**

(signed and sealed)

***Le Anh Tai***



**PROPOSAL**

Regarding the issuance of the Regulation on organizing the Shareholders' General Meeting online and voting by electronic methods

**To: THE SHAREHOLDERS' GENERAL MEETING OF VIET CAPITAL COMMERCIAL JOINT STOCK BANK**

The Board of Directors (the "BOD") respectfully submits to the Shareholders' General Meeting the proposal to issue the Regulation on organizing the Shareholders' General Meeting online and voting by electronic methods ("Online Shareholders' General Meeting Regulation") as follows:

According to the 2020 Enterprise Law, the 2024 Law on Credit Institutions, Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of certain provisions of the Securities Law, it is required that credit institutions develop internal regulations on corporate governance to apply modern information technology so that shareholders can attend and express their opinions at the Shareholders' General Meeting through online meetings, electronic voting, or other electronic methods. Therefore, the Board respectfully submits to the Shareholders' General Meeting for consideration and approval:

1. Approval of the issuance of the Regulation on organizing the Shareholders' General Meeting online, as detailed in the attached draft; and
2. Authorization for the Board to finalize, issue the Regulation, and organize its implementation.

Respectfully submitted.

**Recipients:**

- As above;
- Board of Directors, Supervisory Board;
- Archived at the Board of Directors Office.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**PRESIDENT**

*(Signed and sealed)*

**LE ANH TAI**

**DRAFT REGULATIONS**  
**On the Organization of Online General Meetings of Shareholders and Voting by**  
**Electronic Means**

**CHAPTER I**  
**GENERAL PROVISIONS**

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

1. These Regulations govern the organization of the online General Meeting of Shareholders (GMS), and hybrid meetings (a combination of in-person and online attendance) of Viet Capital Commercial Joint Stock Bank (the “Bank”).
2. These Regulations apply to all shareholders of the Bank.

**Article 2. Interpretation of Terms and Abbreviations**

1. Definitions:
  - a) *“Meeting Organizing Committee”* means the committee established by the Board of Directors (“BOD”) to carry out tasks and procedures in accordance with these Regulations to facilitate the organization of the online GMS and enable voting and ballot casting via electronic means.
  - b) *“Vote Counting Committee”* means the team responsible for assisting with the vote and election counting process during the GMS, nominated by the Chairperson and approved by the GMS.
  - c) *“Online General Meeting of Shareholders”* or *“GMS”* refers to the form of organizing the GMS using electronic means to connect and transmit audio and video via the internet, allowing shareholders from different locations to attend, follow the meeting proceedings, participate in discussions, and vote on meeting matters. The online GMS includes fully online meetings and hybrid meetings combining in-person and online attendance.
  - d) *“Participant”* means a shareholder or a shareholder’s authorized representative who has the right to attend and/or vote at the online GMS.
  - e) *“Main Venue”* refers to the location where the Chairperson is present and presides over the online GMS.
  - f) *“Online System”* means the total technical infrastructure selected and announced by the Bank for the purpose of organizing and operating the online GMS, enabling shareholders to exercise their rights to attend, vote, and cast ballots electronically.

- g) *"Internal Corporate Governance Regulations"* refer to the Bank's internal corporate governance regulations.
  - h) *"Force Majeure Event"* refers to events that occur objectively, beyond the will and control of the Bank, unforeseeable and unpreventable despite all necessary and possible measures being taken.
2. Other capitalized or abbreviated terms used in these Regulations shall have the meanings as defined in the Bank's Charter, Internal Corporate Governance Regulations, and relevant laws and regulations.

### **Article 3. General Principles**

1. Based on actual circumstances, where deemed necessary, the Board of Directors (BOD) may decide to convene the General Meeting of Shareholders (GMS) in an online format and implement voting and ballot casting via electronic means.
2. The organization of an online GMS and the implementation of electronic voting and ballot casting must ensure procedures and processes similar to those of an in-person GMS in accordance with the Bank's Charter, Internal Corporate Governance Regulations, and relevant laws and regulations.
3. The BOD may establish a Meeting Organizing Committee to carry out procedures and tasks in accordance with these Regulations to facilitate the organization of the online GMS and the implementation of electronic voting and ballot casting.
4. An online GMS shall have the same legal validity as an in-person GMS. Voting and ballot casting via electronic means shall have the same legal validity as voting and ballot casting via traditional methods.
5. The BOD and/or the Meeting Organizing Committee shall be responsible for issuing necessary guidelines for organizing the online GMS and implementing electronic voting and ballot casting.
6. The BOD shall select the Online System to support the organization of the GMS and the implementation of electronic voting and ballot casting, and notify shareholders of such selection based on actual conditions.

## **CHAPTER II SPECIFIC PROVISIONS**

#### **Article 4. Preparing the List of Shareholders Entitled to Attend, Meeting Notice, Agenda, and Contents of the Online GMS**

1. The preparation of the list of shareholders entitled to attend, distribution of meeting invitations, meeting documents, and preparation of the meeting agenda and other related tasks shall follow the same procedures as for in-person GMS in accordance with the Bank's Charter, Internal Corporate Governance Regulations, and applicable laws.
2. The meeting notice must include instructions for participating in the online GMS and a link to the Online System through which shareholders can register to attend the online meeting. The meeting materials must contain detailed guidance on how to participate in the online GMS and vote electronically.

#### **Article 5. Registration to Attend the Online GMS**

1. All shareholders listed in the register of shareholders entitled to attend the GMS—established based on the shareholder registry maintained by the Vietnam Securities Depository and Clearing Corporation (VSDC) at the Bank's request and to whom meeting invitations have been sent—are eligible to register for the online GMS.
2. To register for the online GMS, the participant shall access the Online System using the link provided in the meeting invitation and enter the information of the shareholder and/or authorized representative (if applicable), in accordance with registered records.
3. Shareholders whose registered phone number/email with VSDC or personal identification information provided during registration (e.g., name, legal documents) do not match the information provided by or stored at the Bank via VSDC will not be able to attend the online GMS. However, they retain the right to attend the GMS in person and vote using traditional methods (if the GMS is held in hybrid format), provided that they present sufficient documentation to verify their shareholder status as required for in-person meetings.
4. If a shareholder wishes to register a new or updated phone number or email, or update other personal information differing from previously registered details, they must contact the depository member (where their account is held) to update the information before the record date as required by VSDC, or contact the Meeting Organizing Committee for assistance in updating the information for online GMS access.
5. The Bank is not responsible for updating shareholder information with VSDC and shall bear no liability if a shareholder fails to receive login details and thus cannot attend the online GMS or cast votes electronically, provided the Bank has fulfilled all obligations

related to notification and instruction for participating in the online GMS and electronic voting.

6. Depending on the agenda and meeting content, where necessary, the Bank may invite Guests to participate in and discuss specific matters during the meeting. Such Guests shall not have voting rights.

#### **Article 6. Method of Recording Participants Attending the Online GMS**

1. A Delegate shall be deemed present at the online General Meeting of Shareholders (GMS) when successfully logged into and accessed the Online System. The record generated by the Online System serves as the basis to determine the quorum of shareholders attending the meeting.
2. A Delegate participating in the online GMS and casting votes or ballots via the Online System shall be deemed as directly attending, voting, and balloting at the meeting. The results of electronic voting and ballot casting are legally valid and included in the vote count for the adoption of GMS resolutions. Shareholders are responsible for their own voting/balloting results or those of their authorized representatives.

#### **Article 7. Authorization to Attend the Online GMS**

1. A shareholder or a representative of an institutional shareholder may authorize one or more individuals or organizations to attend the online GMS and vote or cast ballots electronically.
2. Authorization shall only be legally valid if the following conditions are met:
  - a) The shareholder completes all required information in the Bank's prescribed proxy form.
  - b) The Bank receives the original proxy document at least one (01) business day prior to the Delegate's registration on the Online System, or by another deadline as announced for each specific GMS (foreign institutional/individual shareholders may send a scanned copy first and submit the original later). In the case of sub-delegation, the Delegate must also submit the original proxy granted by the shareholder.
3. Upon valid authorization under this Article, the proxy holder will receive login information to access the Online System and attend the GMS, vote, and cast ballots via the phone number or email address provided in the proxy document.
4. To revoke or terminate authorization, shareholders must send an official written notice to the Bank. Such revocation or termination shall only be effective if the Meeting Organizing Committee receives the notice before the online GMS officially commences and the change is successfully updated in the Online System. The shareholder may only

vote on matters that the proxy holder has not already voted on, from the time the revocation becomes effective. The Bank shall not be held liable for any impact on the shareholder's voting rights during the processing of the revocation, unless the shareholder can prove that the Bank committed intentional misconduct.

5. When a proxy holder is authorized by multiple shareholders, electronic voting and ballot casting may be carried out in one of the following manners:  
(i) casting votes uniformly on behalf of all authorizing shareholders, or (ii) voting flexibly according to each authorizing shareholder's instruction.

#### **Article 8. Conditions for Convening the Online GMS**

An online GMS shall be convened when the number of Delegates present satisfies the quorum requirement as stipulated in the Bank's Charter and Internal Corporate Governance Regulations. The quorum at online GMS is determined based on the number of Delegates registered for the online meeting pursuant to Article 5 of this Regulation. For a hybrid GMS: the quorum includes both Delegates registered to attend online per Article 5 and shareholders physically attending the in-person meeting.

#### **Article 9. Method for Passing Resolutions at the Online GMS**

Resolutions and decisions of the GMS may be passed via electronic voting and ballot casting during the online meeting, with the required approval ratio as stipulated in the Bank's Charter, Internal Corporate Governance Regulations, and relevant laws.

#### **Article 10. Method of Electronic Voting and Ballot Casting**

1. The method and content of electronic voting and ballot casting shall follow the instructions provided in the online GMS documents sent to shareholders in advance.
2. In case a Delegate, after being recorded as participating in the online GMS per Article 6, still attends the in-person meeting, they shall be allowed to attend only as an observer and not vote or cast ballots in person. In such cases, they shall vote and cast ballots electronically via the Online System. To avoid confusion, the Bank will only recognize one method of participation and voting/ballot casting—either in-person or online—based on which action occurs first.

#### **Article 11. Vote and Ballot Counting**

1. For electronic voting and ballot casting, the Online System will record votes according to the following categories: affirmative (agree), negative (disagree), and abstentions. The system will then generate results for each voting item as executed by the Delegate.

2. In case of electronic voting, the election results will be recorded in the Online System according to the number of votes for each candidate, and the Online System will generate the election results for each candidate voted on by the Delegate.
3. After the election committee has been established, the Online System will send login information to the election committee's email address so that the committee can log in to organize the vote counting and generate the results for the voting on the issues presented during the meeting. The election committee must ensure the confidentiality of the voting results before the Chairperson announces the results. The organization of vote counting and the preparation of the vote-counting minutes must comply with the principles and procedures stipulated in the Bank's Charter and Internal Governance Regulations.

#### **Article 12. Voting Results Notification**

Based on the voting and ballot results recorded as stipulated in Article 11 of this Regulation, the Vote Counting Committee shall verify, consolidate, and report to the Chairperson the vote counting results for each agenda item, as well as the election results for each candidate for the Board of Directors and the Supervisory Board. The vote counting and election results shall be announced by the Chairperson prior to the closing of the General Meeting.

#### **Article 13. Conditions for the Adoption of Resolutions and Decisions of the General Meeting of Shareholders at the Online GMS**

Resolutions and Decisions at the Online GMS Resolutions and decisions at the online General Meeting of Shareholders (GMS) will be passed when the required approval ratio stipulated in the Bank's Charter and Internal Governance Regulations is met.

#### **Article 14. Meeting Minutes, Resolutions, and Decisions at the Online GMS**

1. The minutes of the online GMS shall be prepared in a manner similar to those for in-person meetings as stipulated in the Bank's Charter and Internal Governance Regulations.
2. The location of the online meeting, as stated in the minutes, shall be the place where the Chairperson is present to conduct the meeting. This location must be within Vietnam.
3. The meeting minutes, resolutions, and decisions of the online GMS must be sent and disclosed as required by the Bank's Charter, Internal Governance Regulations, and applicable laws.

## **Article 15. Rights and Obligations of Delegates Attending the Online GMS and Participating in Electronic Voting and Balloting**

In addition to the rights and obligations specified in the Bank's Charter and Internal Governance Regulations, delegates attending the online GMS have the following rights and obligations:

1. Must prepare and use suitable equipment with internet access to ensure participation and monitoring of the online GMS, and to carry out electronic voting and balloting when attending the meeting online.
2. Must safeguard their login information and other identification elements (if applicable) to ensure that only the Delegate can attend the online GMS and exercise voting and balloting rights electronically. All electronic voting and ballot results on the online system are deemed final decisions of the Delegate, and the Delegate is fully responsible under the law and to the Bank for the voting and balloting results, unless it is proven that the Bank or any third party caused errors in the results.
3. Must immediately notify the Bank if login information or identification elements (if applicable) are lost, stolen, or exposed, or suspected to be exposed, in order for the Bank to block the access name and security device. The Delegate is responsible for any damage, loss, or risk that occurs prior to the Bank receiving the notification.
4. They are responsible for the accuracy of the information they have registered to ensure that they receive meeting invitations, meeting documents, and provide timely feedback to the Bank if there are any changes to their registered information.
5. They must comply with the instructions for participating in the online GMS and the guidance of the meeting organizers regarding the online GMS, voting, and balloting electronically.
6. They must immediately notify the Bank in case of force majeure events and make efforts to resolve such situations when they occur.
7. They agree that the Bank may provide their information to third parties involved in supporting the organization of the online GMS and facilitating electronic voting and balloting.

## **Article 16. Discussion at the Online GMS**



1. Delegates and invited guests at the meeting have the right to discuss the issues presented on the meeting agenda during the time and according to the instructions of the Chairperson.
2. Delegates and invited guests may make statements, offer suggestions, or ask questions at the online GMS through the audio-visual system connected to the meeting organizers or through other feedback systems provided by the Online System.
3. The meeting organizers will arrange the discussion topics of the delegates and forward them to the Chairperson.
4. Based on the discussions of the delegates, the Chairperson or an appointed member will respond to the queries. If time constraints prevent direct answers during the in-person part of the meeting, the Bank will respond to the questions after the meeting.

#### **Article 17. Force Majeure Events**

1. During the online General Meeting of Shareholders (GMS) and the electronic voting and balloting process, if a force majeure event occurs at the main venue (excluding force majeure events affecting one or more attending delegates), such as: natural disasters, epidemics, fires, power outages, loss of internet connection, technical issues at the venue where the Chairperson conducts the meeting, or government directives or orders from competent authorities, the meeting organizers and the Chairperson of the online GMS will make every effort to resolve the force majeure event.
2. If the issue cannot be resolved, and the meeting cannot continue within 60 minutes or another period depending on the actual situation, the Chairperson will announce the temporary suspension of the meeting. Any issues that have been voted on and recorded by the Online System before the suspension will remain valid and will be preserved until the meeting is reconvened. Any unresolved voting or issues that did not meet the required approval rate will be re-voted or decided upon at the next GMS meeting or through written consent.

### **Chapter III: ENFORCEMENT**

#### **Article 18. Implementation Clause**

1. This Regulation will take effect from the date it is approved by the GMS and issued by the Board of Directors. Any issues related to the organization of the online GMS and electronic voting and balloting not addressed in this Regulation will be handled in

accordance with relevant legal provisions, the Bank's Charter, Internal Governance Regulations, and other documents of the Bank.

2. The Board of Directors shall undertake the following:
  - a) Implement and issue specific documents or guidelines detailing the contents of this Regulation, as necessary.
  - b) Decide on amendments or supplements to this Regulation as necessary to meet the requirements of organizing the Bank's GMS and to align with the actual implementation or to update new legal provisions, changes from the State Bank, and the Securities Commission of Vietnam.
  - c) Decide or delegate the CEO of the Bank to choose a service provider and adopt software or technological systems and data management to support the organization of the online GMS and electronic voting, as needed.