



# **PLAN FOR INCREASING ABBANK'S CHARTER CAPITAL**

Thông tin  
Đại hội đồng cổ đông



Hanoi, April 2, 2026

No.: 02/TT-HĐQT.26



## PROPOSAL

### Regarding the Plan to increase ABBank's charter capital

*(Submitted to the Annual General Meeting of Shareholders 2026 for approval)*

Based on the current situation, and in order to further enhance financial capacity and ensure sufficient capital to meet the needs of business development and increase operational efficiency during the accelerated development phase in the coming years, in accordance with ABBank's strategic direction; and based on current legal regulations, the the Board of Directors respectfully submits to the General Meeting of Shareholders plan to increase ABBank's charter capital:

#### I. BASIS FOR THE PROPOSAL

In the second half of 2025 and early 2026, based on the resolutions of the General Meeting of Shareholders, and with the approval of the State Bank of Vietnam (SBV) and the State Securities Commission (SSC), ABBank successfully implemented an increase in its charter capital through the offering of additional shares to existing Shareholders and the issuance of shares under the Employee Stock Ownership Program (ESOP). To date, ABBank's charter capital has reached VND 13,972,086,850,000. The proceeds from these offerings and issuances will be used to supplement ABBank's capital for providing credit to customers.

The continued increase in ABBank's charter capital, with a roadmap to reach over VND 16,000 billion in 2026 and over VND 20,000 billion by the end of Q1/2027, is carried out for the following reasons and purposes:

- To meet the dividend payment needs of Shareholders based on the achieved business results, especially the high profit level in 2025. Based on this, undistributed accumulated profits will be used to increase charter capital through stock dividends.
- To continue supplementing new capital from Shareholders and investors to increase the charter capital size, enhance ABBank's competitiveness in the market, and proactively meet the capital adequacy ratio (CAR) according to the new standards in Circular No. 14/2025/TT-NHNN dated June 30, 2025 of the State Bank of Vietnam, increasing risk management capacity and responding to market fluctuations.
- To meet capital needs to boost business operations, increase operational efficiency, enhance credit granting capacity, and develop services for ABBank.
- To continue issuing shares to employees under the Employee Stock Ownership Program (ESOP) to strengthen employee engagement and responsibility towards

the Bank's business performance and to implement a policy of attracting and retaining talent.

- To contribute to improving ABBank's credit rating, enhancing its reputation and brand recognition in the market; to improve the Bank's position in the stock market, and to support the successful listing of ABB shares on the Ho Chi Minh Stock Exchange (HOSE), which is expected to be implemented this year.

## II. PLAN TO INCREASE CHARTER CAPITAL

### 1. Current total charter capital and expected capital increase:

**1.1.** Current charter capital (calculated based on charter capital after the additional offering of 30% of shares to existing Shareholders and the issuance of shares under the ESOP 5%, completed on the same day March 3, 2026): **VND 13,972,086,850,000** (In words: *Thirteen trillion nine hundred seventy-two billion eighty-six million eight hundred fifty thousand Vietnamese Dong*) corresponding to **1,397,208,685** common shares.

**1.2.** The total expected increase in charter capital is: **VND 6,112,787,970,000** (In words: *Six thousand one hundred twelve billion, seven hundred eighty-seven million, nine hundred seventy Vietnamese Dong*) corresponds to the expected number of additional common shares to be offered and issued: **611,278,797** shares.

**1.3.** The total expected charter capital after the increase is: **VND 20,084,874,820,000** (In words: *Twenty thousand eighty-four billion, eight hundred seventy-four million, eight hundred twenty thousand Vietnamese Dong*), corresponding to **2,008,487,482** common shares.

### 2. Details of the increase in charter capital:

No	Contents	Maximum charter capital after capital increase (VND)	Maximum additional charter capital (VND)	Number of additional shares offered/ issued (shares)	Percentage (%)
Phase 1	Issuance of shares to pay dividends to Shareholders	16,067,899,870,000	2,095,813,020,000	209,581,302	15
Phase 2	Offering additional shares to existing Shareholders and Issuance of shares under the Employee Stock Ownership Plan	20,084,874,820,000	4,016,974,950,000	401,697,495	25

No	Contents	Maximum charter capital after capital increase (VND)	Maximum additional charter capital (VND)	Number of additional shares offered/ issued (shares)	Percentage (%)
	(ESOP). Of which:				
	<i>Offering additional shares to existing Shareholders</i>		<b>3,213,579,970,000</b>	<b>321,357,997</b>	<b>20</b>
	<i>Issuance of shares under the ESOP. Of which:</i>		<b>803,394,980,000</b>	<b>80,339,498</b>	<b>5</b>
	- Issuance of shares for sale to employees		<b>642,715,990,000</b>	<b>64,271,599</b>	<b>4</b>
	- Issuance of bonus shares to employees		<b>160,678,990,000</b>	<b>16,067,899</b>	<b>1</b>

**Details:**

**2.1. Phase 1:**

Issuance of shares to pay dividends to Shareholders.

Issuance of **209,581,302 shares** to pay dividends to Shareholders from undistributed profits after tax. The issuance target is existing Shareholders as listed in the List of Securities Holders (List of Shareholder) on the Last Registration Date (the Date of Closing List) to exercise the right to receive dividends of Shareholders compiled by the Vietnam Securities Depository and Clearing Corporation (VSDC). Issuance ratio to pay dividends: **15%**. Implementation plan: After approval by the General Meeting of Shareholders, approval by the State Bank of Vietnam, and completion of issuance procedures with the State Securities Commission. Expected implementation in Q2/2026; the specific implementation time will be decided by the Board of Directors.

**2.2. Phase 2:**

Offering additional shares to existing Shareholders and issuing shares under the ABBank Employee Stock Ownership Plan (ESOP). Specifically:

- Offering additional shares to existing Shareholders: Offering an additional **321,357,997 shares** through the issuance of share purchase rights to existing Shareholders according to the List of Shareholders on the Date of Closing List to exercise share purchase rights of existing Shareholders compiled by VSDC, at an offering price of VND 10,000 per share, representing an offering ratio of **20%**. Implementation plan: After completion of Phase 1 of capital increase, the share offering is expected in Q4/2026; the specific implementation time will be decided by the Board of Directors,
- Issuing shares under the ESOP: Issuing **80,339,498 shares** under the ESOP, with an issuance rate of 5%, Of which:

- **64,271,599 shares** sold to employees, at an issuance price of VND 10,000/share, with an issuance rate of **4%**.
- **16,067,899 bonus shares** for employees, with the capital sourced from accumulated undistributed profits after tax, with issuance rate of **1%**.

Implementation plan: After the completion of Phase 1 of the capital increase and after the Date of Closing List to exercise share purchase rights of existing Shareholders, the share issuance is expected to be implemented in Q1/2027; the specific implementation time will be decided by the Board of Directors.

Detailed contents of the share offering and issuances are presented in the ABBank's attached Plan to increase charter capital.

### **III. PURPOSE OF USE AND DISBURSEMENT PLAN OF RECEIVED FUNDS**

All proceeds from the share offerings and issuances under the Plan to increase charter capital will be added to ABBank's capital for use in providing credit to customers.

The proceeds from the additional share offering to existing Shareholders and the proceeds from the share issuance under the ESOP for employees are expected to be disbursed in 2027 (priority given to Q1 and Q2/2027).

### **IV. PROPOSALS**

Respectfully submitted to the General Meeting of Shareholders:

1. Approve the Plan to increase ABBank's charter capital, including issuing shares to pay dividends; offering additional shares to the public to existing Shareholders; and issuing shares under the ESOP - the Plan to increase charter capital is attached.
2. Authorization/delegation to the Board of Directors:
  - a) Amend, supplement, adjust or detail the Plan to increase charter capital (if necessary) in accordance with the Bank's actual situation and the provisions of law, or as required by competent authorities.
  - b) Submit to the State Bank of Vietnam for approval of the charter capital increase; register the public offering of securities and report the share issuances to the State Securities Commission as prescribed.
  - c) Conducting the offering and issuances of shares after obtaining the Certificate of Registration for the Offering and completing the issuance reporting procedures.
  - d) Decide/adjust/specify (if necessary) the purpose and plan for disbursing the proceeds from the share offering/issuances in accordance with the Bank's actual situation.
  - e) Report the results of the share offering and issuances as prescribed; submit to the State Bank of Vietnam for amendment and supplementation of the Establishment and Operation License, update and amend the ABBank Charter regarding the charter capital and number of shares based on the offering and issuance results.
  - f) Carry out securities registration and registration of additional transaction/listing for the additional shares offered and issued as prescribed.
  - g) Implement the specific powers and authorizations assigned in the Plan to increase charter capital.
  - h) Decide on all other matters and issues arising related to increasing the charter capital, offering and issuing shares; securities registration; registration of

additional share transaction/listing; and ensuring compliance with information disclosure obligations as prescribed.

The Board of Directors may delegate/authorize the Chairman of the Board of Directors, the General Director to carry out the contents within the scope of the above-mentioned authorization, the authorized contents in the Plan for offering, issuance of shares, and other specific related tasks to implement the increase charter capital according to the Plan approved by the General Meeting of Shareholders.

Respectfully submitted.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**

*(Signed)*

**Vu Van Tien**

**PLAN TO INCREASE CHARTER CAPITAL OF ABBANK***(Submitted to the Annual General Meeting of Shareholders 2026 for approval)***I. THE NECESSITY OF INCREASING CHARTER CAPITAL**

With ABBank's strategic development orientation, aimed at strengthening competitiveness and best meeting domestic and international capital adequacy requirements, increasing ABBank's charter capital is essential. This stems from the need for sustainable development in line with ABBank's strategic orientation and is also an objective requirement both now and in the coming years. The increase in ABBank's charter capital is carried out for the following reasons and purposes:

- To meet the dividend distribution needs of Shareholders based on the achieved business results, especially the high profit level expected in 2025. Accordingly, the Bank will increase its charter capital by using undistributed accumulated profits to issue shares as dividends to Shareholders.
- Continue to supplement new capital from Shareholders and investors to increase the charter capital, enhance ABBank's competitiveness in the market; meet capital needs to promote business activities, increase operational efficiency, improve credit granting capacity, and develop ABBank's services; and at the same time, strengthen the capacity to comply with the internal capital adequacy level, proactively meet the capital adequacy ratio (CAR) according to the new standards in Circular No. 14/2025/TT-NHNN dated June 30, 2025 of the State Bank of Vietnam (SBV), improve the capacity to respond to market fluctuations, ensure safe and efficient banking operations and accelerate the successful implementation of ABBank's restructuring plan.
- Continue implementing the employee stock ownership plan (ESOP) to enhance employee engagement, benefits, and responsibility in relation to the Bank's business performance; create a competitive and attractive work environment; and maintain and promote employee dedication to the Bank's development.

- Through increasing the charter capital, improving the credit rating, enhancing ABBank's reputation and brand recognition in the market; improving the Bank's position in the stock market, and supporting the successful listing of ABB shares on the Ho Chi Minh Stock Exchange (HOSE), which is expected to be implemented this year.

This plan to increase charter capital is developed in accordance with the roadmap for implementing the Bank's strategic objectives and the need to accelerate development based on an analysis and assessment of the current economic context, financial situation, and actual capital needs to ensure efficiency, feasibility, compliance with legal regulations, and the best interests of the Bank and its Shareholders.

## II. PLAN TO INCREASE CHARTER CAPITAL

### 1. Current and expected increase in charter capital<sup>1</sup>:

- 1.1. Current charter capital: **VND 13,972,086,850,000** (In words: *Thirteen trillion nine hundred seventy-two billion eighty-six million eight hundred fifty thousand Vietnamese Dong*) corresponding to 1,397,208,685 shares, par value VND 10,000/share. All of these shares are common shares currently outstanding; ABBank does not have preferred shares or treasury shares.
- 1.2. The total expected increase in charter capital is **VND 6,112,787,970,000** (In words: *Six thousand one hundred twelve billion, seven hundred eighty-seven million, nine hundred seventy thousand Vietnamese Dong*), corresponding to the expected number of additional common shares to be offered and issued: **611.278,797 shares**, with a par value of VND 10,000 per share.
- 1.3. Total par value of additional shares offered: **VND 6,112,787,970,000** (In words: *Six thousand one hundred twelve billion, seven hundred eighty-seven million, nine hundred seventy thousand Vietnamese Dong*).

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<sup>1</sup> The current charter capital is based on the figures after the additional share offering to existing Shareholders (30%) and the share issuance under the ESOP (5%), both completed on March 3, 2026. ABBank has completed all procedures for reporting the results of the offering and issuance to the State Securities Commission, notified the change in the number of voting shares, completed securities registration at the Vietnam Securities Depository and Clearing Corporation (VSDC), submitted the application and is awaiting registration of the newly issued shares for trading (supplementary) on the Hanoi Stock Exchange (HNX) in accordance with the law on securities; and has submitted the application and is awaiting the State Bank of Vietnam to amend and supplement the charter capital content in ABBank's Establishment and Operation License (which is also the Business Registration Certificate) in accordance with the Law on Credit Institutions. The calculation for increasing charter capital under this plan is based on the above-mentioned current charter capital figures and aims to achieve ABBank's target charter capital of over VND 16,000 billion in 2026 and over VND 20,000 billion by the end of Q1/2027.



1.4. Type of shares offered: Common shares.

1.5. Expected charter capital after increase: **VND 20,084,874,820,000** (In words: *Twenty thousand eighty-four billion, eight hundred seventy-four million, eight hundred twenty thousand Vietnamese Dong*), corresponding to **2,008,487,482** common shares, par value VND 10,000/share.

1.6. Share Offering/Issuance target: Existing Shareholders, ABBank employees (according to each specific content of plan to increase charter capital in Section II.2 below).

1.7. Contents of charter capital increase:

No	Contents	Maximum charter capital after capital increase (VND)	Maximum additional charter capital (VND)	Number of additional shares issued (shares)	Percentage (%)
Phase 1	Issuance of shares to pay dividends to Shareholders	16,067,899,870,000	2,095,813,020,000	209,581,302	15
Phase 2	Offering additional shares to existing Shareholders and Issuance of shares under the Employee Stock Ownership Plan (ESOP). Of which:	20,084,874,820,000	4,016,974,950,000	401,697,495	25
	<i>Offering additional shares to existing Shareholders</i>		3,213,579,970,000	321,357,997	20
	<i>Issuance of shares under the Employee Stock Ownership Plan (ESOP). Of which:</i>		803,394,980,000	80,339,498	5
	<i>- Issuance of shares for sale to employees</i>		642,715,990,000	64,271,599	4
	<i>- Issuance of bonus shares to employees</i>		160,678,990,000	16,067,899	1

## 2. Specific Plan for Increasing Charter Capital:

### 2.1. Plan for issuing shares to pay dividends:

a) Share Name: An Binh Commercial Joint Stock Bank Shares.

- b) Share Type: Common Shares.
  - c) Par Value: **VND 10,000/share**.
  - d) Expected number of shares to be issued: **209,581,302 shares**.
  - e) Total value of issuance at par value: **VND 2,095,813,020,000**.
  - f) Expected increase in charter capital: **VND 2,095,813,020,000**.
  - g) Issuance ratio (Expected number of shares to be issued / Number of outstanding shares): **15%**.
  - h) Exercise ratio: **100:15**. Accordingly, Shareholders owning each share at the time of closing the Shareholder list have 1 right. With 100 rights, Shareholders will receive 15 shares as dividends.
  - i) Funding source: Undistributed accumulated profits of ABBank based on the most recent audited financial statements, ensuring sufficient funds to pay dividends. Information on the amount of accumulated undistributed profits used to increase charter capital is detailed in Appendix 1 attached to this Plan to increase charter capital.
  - j) Expected issuance time: After ABBank receives written approval from the State Bank of Vietnam for the increase in charter capital and a written notification from the State Securities Commission confirming receipt of all necessary issuance documents. Expected implementation in Q2/2026.
- The General Meeting of Shareholders authorizes/authorizes the Board of Directors to decide/adjust (if any) the specific implementation time.
- k) Expected completion time of the issuance: Q2/2026, ensuring compliance with regulations on the issuance deadline, the validity of the State Bank of Vietnam's approval document, and regulations on dividend payment deadlines as stipulated by law.
  - l) Handling of fractional shares: The number of shares issued to pay dividends to each Shareholder is rounded down to the nearest whole number. Any fractional shares will be canceled.

*Example: Based on the list of Shareholders entitled to receive dividends, Shareholder A owns 151 shares. Based on the dividend issuance ratio, the number of shares calculated is  $(151 \times 15)/100 = 22.65$ . Accordingly, the calculated number of shares is rounded down, the fractional part is canceled, and Shareholder A will receive 22 dividend shares.*

- m) Eligible recipients: Shareholders whose names are on the consolidated list of securities holders entitled to receive dividends (hereinafter referred to as the Shareholder List) on the Last Registration Date (Date of Closing List) to exercise the right to receive dividends, provided by the Vietnam Securities Depository and Clearing Corporation (VSDC).
- n) Transfer restrictions: Shares issued to pay dividends to Shareholders are not subject to transfer restrictions, except in cases where Shareholders are restricted from transferring their shares as stipulated in Article 64 of the Law on Credit Institutions.
- o) List of Shareholders with ownership of 5% or more of the voting shares and the charter capital at the time of approval of this Plan and expected after the capital increase, as per Appendix 2 attached to this Plan to increase charter capital.

The issuance of shares to pay dividends to ABBank Shareholders meets the conditions stipulated in Article 60 of Government Decree 155/2020/ND-CP dated December 31, 2020 and other relevant documents.

## ***2.2. Plan for offering additional shares to existing Shareholders:***

- a) Share name: An Binh Commercial Joint Stock Bank Shares
  - b) Share type: Common shares
  - c) Par value: **VND 10,000/share**
  - d) Offering price: **VND 10,000/share**
  - e) Expected number of shares offered: **321,357,997 shares**
  - f) Ratio of additional shares offered to total outstanding shares: **20%**
  - g) Exercise ratio: **100:20**. Accordingly, for each share a Shareholder owns at the Date of Closing List, the Shareholder has 1 right. For every 100 rights, the Shareholder is entitled to purchase an additional 20 newly offered shares.
- Shareholders, Shareholders and related parties owning shares exceeding the shareholding ratio stipulated in Article 63 of the Law on Credit Institutions (if any) are not allowed to purchase additional shares until they comply with the regulations on shareholding ratios.
- h) Total expected par value of the offering: **VND 3,213,579,970,000.**
  - i) Total expected increase in charter capital: **VND 3,213,579,970,000.**
  - j) Total expected capital raised: **VND 3,213,579,970,000.**

- k) Expected offering time: After the State Bank of Vietnam issues a written approval for the increase in charter capital; the State Securities Commission issues a Certificate of Registration for Public Offering of Securities; and after the completion of Phase 1 of capital increase. The offering is expected to be implemented in Q4/2026.

The General Meeting of Shareholders delegated/authorizes the Board of Directors to decide/adjust (if any) the specific implementation time.

- l) Expected completion time of the offering: Q1/2027, ensuring compliance with regulations on the deadline for the offering and the validity of the State Bank of Vietnam's approval.
- m) Offering method: Additional public offering of securities through the issuance of share purchase rights to existing Shareholders.
- n) Share Offering Target: Shareholders whose names are on the Shareholder List as at the Date of Closing List for exercising the share purchase rights, provided by the Vietnam Securities Depository and Clearing Corporation (VSDC).
- o) Transfer of purchase rights: Purchase rights may be transferred once to an existing Shareholder or another organization/individual (the transferee may not transfer it to another person). The transferor and the transferee shall mutually agree on the transfer price, payment, and be responsible for fulfilling the obligations as stipulated in the regulations related to the transfer. Organizations and individuals receiving the right to purchase shares must comply with the provisions of the Law on Credit Institutions regarding the limit on share ownership of Shareholders, Shareholders and related parties, and the ownership ratio of foreign investors.

The General Meeting of Shareholders delegates/authorizes the Board of Directors to approve the plan to ensure that the issuance of shares meets the regulations on the foreign ownership ratio.

- p) Rounding principle: The number of additional shares offered proportionally to the exercise of the rights for each existing Shareholder will be rounded down to the nearest whole number (any decimal fraction will be rounded down to 0).

*Example: Based on the list of Shareholders entitled to exercise their rights, Shareholder A owns 109 shares. The number of additional shares offered proportionally to the exercise of the rights is calculated as  $(109 \times 20)/100 = 21.80$ .*

*Accordingly, the calculated number of shares is rounded down, and Shareholder A will be entitled to purchase 21 additional shares.*

- q) Handling of unsold shares and fractional shares arising from the allocation of rights (fractional shares): If a Shareholder or transferee of the right to purchase does not purchase all the shares offered, the remaining shares and fractional shares will be offered by the Board of Directors to other investors (including other existing Shareholders) at an offering price no lower than the offering price to existing Shareholders, ensuring compliance with regulations on shareholding limits for Shareholders, related parties, and foreign ownership ratios as stipulated in the Law on Credit Institutions and ABBank's Charter, or the offering will be terminated at the discretion of the Board of Directors.

The General Meeting of Shareholders authorizes the Board of Directors to determine the criteria and decide on the selection of investors interested in purchasing the remaining unsold shares.

- r) Transfer restrictions: Shares offered to existing Shareholders in accordance with the exercise ratio of purchase rights are not subject to transfer restrictions, except in cases where Shareholders are restricted from transferring shares as stipulated in Article 64 of the Law on Credit Institutions.

The remaining shares not fully distributed to existing Shareholders and fractional shares offered by the Board of Directors to other investors are subject to a transfer restriction of 01 (one) year from the date of completion of the offering as stipulated.

- s) List of Shareholders with an ownership ratio of 5% or more compared to the voting share capital and compared to the charter capital at the time of approval of this Plan and expected after the capital increase as per Appendix 2 attached to this Plan to increase charter capital.

The public offering of additional shares to existing Shareholders of ABBank meets the conditions stipulated in Clause 2, Article 15 of the Securities Law 2019 and other relevant documents.

### ***2.3. Plan for issuing shares to employees under the Employee Stock Ownership Plan (ESOP):***

#### ***2.3.1. General Information***

- a) Share name: An Binh Commercial Joint Stock Bank shares.

- b) Share type: Common shares.
- c) Par value: VND **10,000/share**.
- d) Expected number of shares to be issued: **80,339,498 shares**. Of which:
  - i. Shares sold to employees: **64,271,599 shares**;
  - ii. Bonus shares for employees: **16,067,899 shares**.
- e) Total value of shares issued at par value (Increased charter capital of the issuance) is expected to be: **VND 803,394,980,000**. Of which:
  - i. Value of shares issued for sale to employees: **VND 642,715,990,000**;
  - ii. Value of bonus shares issued to employees: **VND 160,678,990,000**.
- f) Issuance ratio (expected number of shares to be issued / number of outstanding shares): 5%. Of which:
  - i. Ratio of shares issued for sale to employees: 4%;
  - ii. Ratio of bonus shares issued to employees: 1%.
- g) Issuance method: Issuance of shares under the Employee Stock Ownership Plan (ESOP), including shares sold to employees and bonus shares for employees.
- h) Share Issuance Target: Members of the Board of Directors, the Board of Supervisors, committees/councils under the Board of Directors; employees who have signed employment contracts with the Bank and meet the criteria for participating in the ESOP and are not subject to restrictions on purchasing shares as stipulated by law and ABBank's Charter, ensuring compliance with regulations on share ownership limits for Shareholders, Shareholders and related parties, and foreign ownership ratios as stipulated by the Law on Credit Institutions and ABBank's Charter.
- i) Eligibility criteria for employees participating in the ESOP and the formula for allocating shares to each recipient: As per Appendix 3 attached to this Capital Increase Plan.
- j) List of employees participating in the Program, the number of shares distributed to each individual, cases where ABBank repurchases shares from employees, and the sale of repurchased shares: The General Meeting of Shareholders authorizes the Board of Directors to approve the list of employees participating in the ESOP and the number of shares distributed to each participant, cases where ABBank repurchases shares from employees, and the plan for selling the repurchased shares (if any).
- k) Expected issuance time: After receiving written approval from the State Bank of Vietnam regarding the increase in charter capital and the

document from State Securities Commission confirming receipt of all necessary documents for the issuance report, after completion of the Phase 1 of capital increase; and the issuance is carried out after the Date of Closing Shareholder List to exercise the share purchase rights of existing Shareholders (as outlined in section II.2.2 of this Plan for capital increase), the issuance is expected to be implemented in Q1/2027.

The General Meeting of Shareholders delegates/authorizes the Board of Directors to decide/adjust (if any) the specific implementation time.

- l) Expected completion time for the issuance: End of Q1/2027, ensuring compliance with the regulations on the limit on the number of shares issued under the ESOP every 12 months as stipulated in Clause 2, Article 64 of Government Decree 155/2020/ND-CP dated December 31, 2020 and compliance with the regulations on the issuance deadline and the validity of the State Bank of Vietnam's approval document.
- m) Transfer of subscription rights: Employees are not allowed to transfer their subscription rights to others if they do not purchase the shares.
- n) Transfer restrictions: ESOP shares are subject to a transfer restriction of 01 (one) year from the date of completion of the issuance (except in cases where ABBank repurchases ESOP shares in accordance with the Regulation on the issuance of shares under the Employee Stock Ownership Plan (ESOP). ESOP shares that are subject to transfer restrictions and are repurchased by ABBank will no longer be subject to transfer restrictions, and ABBank is permitted to sell the repurchased shares in accordance with the guidance of the Minister of Finance.
- o) List of Shareholders with an ownership ratio of 5% or more compared to the voting share capital and compared to the charter capital at the time of approval of this Plan and expected after the capital increase, as per Appendix 2 attached to this Plan to increase charter capital.

The General Meeting of Shareholders delegates/authorizes the Board of Directors, based on this Plan and the actual situation, to issue the ESOP Regulation, necessary documents to supplement and specify the relevant contents, and to organize the implementation.

### ***2.3.2. Shares under the ESOP to be sold to Employees***

- a) Expected number of shares to be issued: **64,271,599 shares.**
- b) Total value of shares issued at par value VND **642,715,990,000.**

- c) Increase in charter capital: **VND 642,715,990,000.**
- d) Issuance ratio (expected number of shares to be issued / number of outstanding shares): **4%.**
- e) Issue price: **VND 10,000/share.**
- f) Expected total proceeds from the issuance: **VND 642,715,990,000.**
- g) Handling unsold ESOP shares: If employees do not purchase all the shares, the remaining shares will be distributed by the Board of Directors to other employees at a price no lower than the ESOP share issuance price (VND 10,000/share), subject to principles and criteria determined by the Board of Directors, ensuring compliance with regulations on shareholding limits for Shareholders, related parties, and foreign ownership ratios as stipulated in the Law on Credit Institutions and ABBank's Charter, or the issuance may be terminated at the discretion of the Board of Directors.

### ***2.3.3. Share under the ESOP to reward employees***

- a) Expected number of shares to be issued: **16,067,899 shares.**
- b) Total value of shares issued at par value: **VND 160,678,990,000.**
- c) Increase in charter capital: **VND 160,678,990,000.**
- d) Issuance ratio (expected number of shares to be issued / number of outstanding shares): **1%.**
- e) Funding source: From ABBank's undistributed accumulated profits based on the most recent audited financial statements, ensuring sufficient funds for implementation. Information on the amount of accumulated undistributed profits used to issue bonus shares to employees is provided in Appendix 1 attached to this Plan to increase charter capital.

The issuance of shares under ABBank's ESOP meets the conditions stipulated in Article 64 of Decree 155/2020/ND-CP dated December 31, 2020, as amended and supplemented by Decree 245/2025/ND-CP dated September 11, 2025, of the Government, and other relevant legal regulations.

## **III. PURPOSE OF USE AND PLAN FOR DISBURSEMENT OF PROCEEDS FROM OFFERING AND ISSUANCES**

### ***1. Purpose of capital utilization and expected disbursement time of funds raised from share offering and issuances:***



The entire amount of funds obtained from the offering and issuing of shares under this Plan to increase charter capital will be added to ABBank's capital for use in providing credit to customers.

The expected amount to be raised from the additional share offering to existing Shareholders is VND 3,213,579,970,000, and the amount to be raised from the share issuance under the ESOP for ABBank employees is VND 642,715,990,000. These funds are expected to be disbursed in 2027 (with priority given to disbursement in Q1 and Q2 of 2027).

**2. *Handling in case the proceeds are insufficient:***

If the proceeds from the share offering are less than expected, the shortfall will be supplemented by other capital sources in accordance with the law and ABBank's Charter and Regulation on Financial Management.

**IV. ASSESSMENT OF POTENTIAL SHARE DILUTION**

During the share offering, issuances to increase charter capital, dilution risks may occur, including:

- Dilution of reference price on the ex-rights trading date;
- Dilution of basic earnings per share (EPS);
- Dilution of book value per share (BVPS);
- Dilution of ownership ratio and voting rights.

The ownership ratio and voting rights of existing Shareholders will be reduced by a ratio corresponding to the ratio that Shareholders refuse/do not exercise purchase rights or are not allowed to exercise purchase rights in this issuance due to Shareholders, Shareholders and related persons currently owning shares exceeding the ownership limit as prescribed.

The General Meeting of Shareholders delegates/authorizes the Board of Directors to base on actual conditions to provide specific assessments of expected share dilution in share offering, issuances when necessary.

**V. SECURITIES REGISTRATION AND ADDITIONAL TRADING/LISTING  
REGISTRATION**

Immediately after completing the offering, issuances, ABBANK commits to and implements additional securities registration at Vietnam Securities Depository and Clearing Corporation and additional registration of share trading/listing (when ABB shares are listed) on Stock Exchange for the shares offered/issued in accordance with legal regulation.

## **VI. COMPLIANCE WITH REGULATIONS ON RIGHTS AND OBLIGATIONS OF SHAREHOLDERS FOR ORGANIZATIONS AND INDIVIDUALS PURCHASING SHARES**

Organizations and individuals purchasing shares offered/issued to increase ABBANK's charter capital must be responsible for complying with regulations on Shareholders' rights and obligations as prescribed in the Law on Credit Institutions, regulations of the State Bank of Vietnam, other related legal regulations and ABBANK's Charter. Including:

- Being responsible before the law for the legality of capital sources used to purchase and receive share transfers.
- Not using capital provided by credit institutions, foreign bank branches for credit, capital from corporate bond issuance to purchase and receive share transfers.
- Not purchasing shares under the names of other individuals or legal entities in any form, except for entrustment cases as prescribed by law.
- Ensuring and being responsible for complying with the Law on Credit Institutions regarding share ownership limits of Shareholders, Shareholders and related persons, foreign investor ownership ratio. Shareholders, Shareholders and related persons owning shares exceeding the ownership ratio specified in Article 63 of the Law on Credit Institutions are not allowed to purchase additional shares until they comply with regulations on share ownership ratio as prescribed.
- Complying with regulations on major Shareholders, major Shareholders and related persons, Shareholders owning 1% or more of charter capital (for major Shareholders, related persons of major Shareholders, Shareholders owning 1% or more of charter capital).
- Purchasing and receiving share transfers leading to becoming a major Shareholder must be approved in writing by the State Bank of Vietnam before implementation.
- Complying with the regulations of ABBank's Charter and related legal regulations.

Organizations and individuals purchasing shares offered/issued to increase ABBANK's charter capital are treated equally and enjoy full rights as ABBANK Shareholders after completing the share offering and issuances according to this Plan for charter capital increase./.

## APPENDIX 1

### UNDISTRIBUTED ACCUMULATED PROFITS ARE USED TO INCREASE CHARTER CAPITAL

*(Attached to Plan to increase ABBank's charter capital)*

*Currency Unit: million VND*

No	Item	Separate Financial Statements	Consolidated Financial Statements
1	Undistributed accumulated profits as per the audited 2025 financial statements (*)	4,577,245	4,594,898
2	Allocation of the reward and welfare funds from undistributed profits in 2025 (to be submitted to the General Meeting of Shareholders on April 24, 2026) (**)	139,886	139,886
3	The amount of money expected to be used to increase charter capital through the issuance of shares to pay dividends to shareholders	2,095,813	2,095,813
4	The amount of money expected to be used to increase charter capital through the issuance of bonus shares to employees under the ESOP	160,679	160,679
5	Remaining accumulated profit (projected)	2,180,867	2,198,520

(\*) Undistributed accumulated profit after allocated the Financial Reserve Fund and the Capital Reserve Fund from profit after tax in 2025 as prescribed (as shown in the audited consolidated and separate financial statements for 2025);

(\*\*) ABBank allocates the Reward and Welfare Funds based on approval by the Annual General Meeting of Shareholders

Thus, the remaining undistributed accumulated profit is sufficient to increase charter capital through the issuance of shares to pay dividends to shareholders and the issuance of bonus shares to employees under the ESOP (not exceeding the amount of undistributed profit after tax available on both the consolidated and separate financial statements of ABBank for 2025 as audited - After fully allocating funds and implementing the charter capital increase, ABBank's remaining undistributed accumulated profit is still over 2,100 billion VND)

Undistributed profit after tax that can be used to increase ABBank's charter capital are accumulated profits after ABBank has fulfilled its tax obligations and other financial obligations as prescribed by law; has fully distributed to funds and offset previous losses (if any) as prescribed by law and ABBank's Charter; and, immediately after issuing shares to pay dividends to shareholders and issuing bonus shares to employees under the ESOP, ABBank still ensures that it can fully pay all debts and other due financial obligations. Therefore, the issuance of shares to pay dividends to existing shareholders and the issuance of bonus shares to employees under ABBank's ESOP from accumulated undistributed profits meets the conditions stipulated in Clause 2, Article 135 of the 2020 Enterprise Law and related documents.

Based on the audited financial statements and the actual situation, the General Meeting of Shareholders delegates/authorizes the Board of Directors to provide additional explanations and clarifications regarding the source of funds used to increase the charter capital as required by competent authorities, in order to meet the requirements of the charter capital increase dossier and the share issuance dossier



## APPENDIX 2

### LIST OF SHAREHOLDERS WITH AN OWNERSHIP RATIO OF 5% OR MORE OF THE VOTING SHARES AND THE CHARTER CAPITAL AT THE TIME OF APPROVAL OF THE PLAN TO INCREASE CHARTER CAPITAL AND EXPECTED FUTURE AFTER THE CAPITAL INCREASE

(Attached to the Plan to increase ABBank's charter capital)

No	Names	Head Office	Personal identification number / Passport number / Business registration number, Legal representative of the organization	At the time of approved the Plan to increase the charter capital (*)		Expected after capital increase				Notes
						After Phase 1 of capital increase - Issuing shares to pay dividends to shareholders.		After Phase 2 of capital increase - Issuance of share purchase rights to existing shareholders and Issuance of shares under the ESOP		
				Number of shares owned (shares)	Shareholding percentage (%)	Number of shares owned (shares)	Shareholding percentage (%)	Number of shares owned (**)(shares)	Shareholding percentage (%)	
1	Geleximco Group – Joint Stock Company (Geleximco)	No. 36 Hoang Cau Street, O Cho Dua Ward, Hanoi City, Vietnam		132,264,340	9.47%	152,103,991	9.47%	182,524,789	9.09%	
1.1	Vũ Văn Hậu			20,268,001	1.45%	23,308,201	1.45%	27,969,841	1.39%	Chairman of the Board of Directors and CEO, the Legal Representative
1.2	Vũ Văn Tiền			3,788,229	0.27%	4,356,463	0.27%	5,227,755	0.26%	The older brother of the Chairman of the Board of Directors and CEO, the Legal Representative
1.3	Nguyễn Thị Quỳnh Mai			1,475,653	0.11%	1,697,000	0.11%	2,036,400	0.10%	The sister-in-law of the Chairman and CEO, the Legal Representative
1.4	Đào Mạnh Kháng			8,293,252	0.59%	9,537,239	0.59%	11,444,686	0.57%	Husband, Brother-in-law of the Manager, the Executive, the Legal Representative
1.5	Nguyễn Văn Anh			5,780,770	0.41%	6,647,885	0.41%	7,977,462	0.40%	The nephew of the Manager, the Executive, the Legal Representative
1.6	Vũ Phương Duyên			9,691	0.00%	11,144	0.00%	13,372	0.00%	The nephew of the Manager, the Executive, the Legal Representative
1.7	Vũ Hương Thảo			1,826,000	0.13%	2,099,900	0.13%	2,519,880	0.13%	The biological child of the Chairman of the Board of Directors and the CEO, the Legal Representative
	Total of Geleximco Group and Related Parties			173,705,936	12.43%	199,761,823	12.43%	239,714,185	11.94%	
2	Malayan Banking Berhad (Maybank) (***)	Menara Maybank, 100 Jalan Tun Perak, 50050 Kuala Lumpur, Malaysia		169,683,552	12.14%	195,136,084	12.14%	234,163,300	11.66%	

Notes: ↘

(\*) The shareholding ratio at the time of approval of the Plan was calculated based on data including the number of additional shares offered to existing shareholders (30%) and the number of shares issued under the ESOP (5%), completed on March 3, 2026 (ABBank has fully reported the results of the share offering and issuance and received written confirmation from the State Securities Commission, has published information on changes in the number of voting shares, has completed and received confirmation of securities registration (supplementary) from the Vietnam Securities Depository and Clearing Corporation (VSDC), has submitted application and is awaiting the approval of registration for trading (supplementary) of newly issued shares on the Hanoi Stock Exchange (HNX) in accordance with the Law on Securities; has submitted application and is awaiting amendment and supplementation of the charter capital content in ABBank's Establishment and Operation License from SBV (which is also the Business Registration Certificate) in accordance with the Law on Credit Institutions). The Plan to increase charter capital is calculated with a roadmap to raise ABBank's target charter capital to over VND 16,000 billion in 2026 and over VND 20,000 billion by the end of 01/2027.

(\*\*) The number of shares expected after the capital increase does not include shares allocated under the ESOP (if any).

(\*\*\*) Maybank is a foreign organization and therefore does not operate under Vietnamese law; consequently, there is no information available regarding its business registration number or legal representative.

ABBank is responsible for updating data before and after the capital increase, and for reporting to the regulatory authority on the total shareholding and the shareholding ratio of shareholders with a 5% or higher stake compared to the voting shares and compared to the charter capital before and projected after the capital increase, as stipulated.



### **APPENDIX 3**

#### **ELIGIBLE EMPLOYEES, CRITERIA FOR PARTICIPATION IN THE ESOP AND FORMULA FOR ALLOCATING SHARES TO EACH PARTICIPANT**

*(Attached to the Plan to Increase ABBank's Charter Capital)*

##### **1. General Eligibility and Criteria:**

- Eligible participants under the Employee Stock Ownership Plan ("ESOP") shall include: the Chairman, Vice Chairmen, and Members of the Board of Directors ("BOD"); the Head and Members of the Board of Supervisors ("BOS"); Chairpersons and Members of Committees/Councils under the BOD; the Chief Executive Officer ("CEO"), Deputy CEOs, and Members of the Board of Management (BOM); Heads of Divisions/Units equivalent to Head Office Divisions ("Division Heads"); the Chief Accountant; and other employees having valid labor contracts with ABBank who satisfy the specific eligibility criteria set forth in this Appendix.
- Participants must not be subject to any restrictions on share purchase under applicable laws and ABBank's Charter, and must comply with regulations on shareholding limits applicable to shareholders and their related persons, as well as foreign ownership limits under the Law on Credit Institutions and ABBank's Charter.
- Participants must not fall into any of the following cases: having submitted a resignation letter/termination request; unilaterally terminating labor contract; or currently undergoing procedures for termination of employment/termination of employment contract, dismissal/removal from office, disciplinary dismissal, and other cases not eligible for ABBank's benefit policies.

##### **2. Specific Eligible Participants and Criteria by Groups**

###### **2.1. *In case of share issuance for sale to employees***

Eligible participants and specific criteria shall be categorized into groups as follows:

<b>Group</b>	<b>Participant</b>
Group 1.1	Chairman, Vice Chairmen, and Members of the BOD; Head of the BOS; the CEO.
Group 1.2	Members of the BOS; Chairpersons, Members of Committees/Councils under the BOD; Deputy CEOs, Members of the BOM; Division Heads; Chief Accountant.
Group 1.3	Employees at the level of Experts or Team Leaders and above, having a minimum tenure of at least one (01) year as of the list finalization date, and achieved a performance rating of A3 or higher in 2025.
Group 1.4	Employees at the level of Staff, Senior Staff, Specialists, and Senior Specialists, having a minimum tenure of at least three (03) years, and achieved a performance rating of A2 or higher in 2025.
Group 1.5	Employees not falling under the above groups but possessing high expertise, holding key positions, and identified as critical talents for attraction and retention purposes.

## **2.2. *In case of issuing bonus shares to employees***

Participating subjects and specific standards are divided into groups as follows:

<b>Group</b>	<b>Participant</b>
Group 2.1	Chairman, Vice Chairmen, and Members of the BOD; Head of the BOS; the CEO.
Group 2.2	Members of the BOS; Chairpersons, Members of Committees/Councils under the BOD; Deputy CEOs, Members of the BOM; Division Heads; Chief Accountant.
Group 2.3	Employees at the level of Directors, Senior Experts and above, having a minimum tenure of at least one (01) year as of the list finalization date, and achieved a performance rating of A2 or higher in 2025.
Group 2.4	Employees not falling under the above groups but possessing high expertise, holding key positions, and identified as critical talents for attraction and retention purposes.

## **3. Allocation Methodology**

The allocation of shares to employees shall be determined based on their roles, responsibilities, and contributions within the respective participant groups, taking into account the following factors: Position, grade, and job title; Performance results; Length of service; and Individual contribution parameters.

### 3.1. Allocation Formula:

$$ESOP_i = \frac{\text{Total number of shares to be issued for sale to employees OR bonuses for employees under ESOP}}{\text{Total personal points of all employees who can buy shares OR receive bonus shares}} \times P_i \times H_i \times K$$

In which:

- ESOP<sub>i</sub>* means the number of shares allocated to employee *i* (under each issuance case, whether for sale or for bonus purposes under the ESOP)
- P<sub>i</sub>* means the individual score of employee *i*, determined in accordance with the methodology set out in Section 3.2
- H<sub>i</sub>* means the individual contribution and/or potential factor of employee *i* in relation to ABBank's operational efficiency, as defined in Section 3.3
- K* means the adjustment coefficient to ensure that the total number of shares allocated to employees does not exceed the total number of shares issued under ESOP (whether for sale or bonus), as defined in Section 3.4.

### 3.2. Determination of Individual Score (P<sub>i</sub>)

$$P_i = \text{Position Factor} \times \text{Performance Factor (2025)} \times \text{Tenure Factor}$$

- Position Factor:** The Position Factor shall be determined based on the employee's job position group (In cases where an employee falls under multiple groups with different Position Factors, the highest applicable Position Factor shall be applied), as follows:

Group	Position Factor
<b>a1) In case of share issuance for sale to employees</b>	
Group 1.1	100
Group 1.2	75
Group 1.3	25
Group 1.4	10
Group 1.5	25
<b>a2) In case of issuing bonus shares to employees</b>	
Group 2.1	100

Group	Position Factor
Group 2.2	75
Group 2.3	25
Group 2.4	25

- b) Performance Factor 2025:** The Performance Factor shall be determined as follows: For the following positions: Chairman, Vice Chairmen, Members of the BOD; Head and Members of the BOS; the CEO; and Chairpersons/Members of Committees or Councils under the BOD, the Performance Factor shall be determined based on job title. For all other positions, the Performance Factor shall be determined based on the 2025 performance rating in accordance with ABBank's Regulations on Performance Evaluation. In cases where multiple methods may be applied to determine the Performance Factor, the method resulting in the highest Performance Factor shall prevail.

<i>Performance classification</i>	<i>Performance Factor 2025</i>
Chairman, Vice Chairman, Member of the BOD; Head of the BOS, Members of the BOS; the CEO; Chairpersons, Member of Committees/Councils under the BOD	8,00
A1 (Exceptional)	8,00
A2 (Outstanding)	4,00
A3 (Strong)/ B (Needs effort)/C (Poor)/ No rating	2,00

- c) Tenure Factor:** The Tenure Factor shall be determined based on the employee's actual length of service as of the list finalization date for ESOP participation, in accordance with the applicable tenure framework, as follows:

Group tenure		Tenure Factor
<i>c1) In case of share issuance for sale to employees</i>		
From 10 years or more		4,00
From 5 years to less than 10 years		3,00
From 3 years to less than 5 years		2,00
Under 3 years	Group 1.3 and Group 1.5	1,00
	Group 1.4	0,00
<i>c2) In case of issuing bonus shares to employees</i>		
From 10 years or more		4,00



<b>Group tenure</b>	<b>Tenure Factor</b>
From 5 years to less than 10 years	3,00
From 3 years to less than 5 years	2,00
Under 3 years	1,00

**3.3. Contribution Factor  $H_i$ :** The Contribution Factor ( $H_i$ ) reflects the individual employee's level of contribution to ABBank's operations and/or their future potential in roles with significant impact on ABBank's operations. The specific value of  $H_i$  shall be determined by the Board of Directors in accordance with the prescribed framework:

<b>Job group/level of employees</b>	<b>Individual Effective Contribution Level</b>				
	<b>Low</b>	<b>Medium</b>	<b>Medium high</b>	<b>High</b>	<b>Very high</b>
Group 1.1, 1.2 / Group 2.1, 2.2	0	From >0 to <25	From 25 to < 30	From 30 to < 35	From 35 to <= 45
Director/Head	0	From >0 to < 20	From 20 to < 25	From 25 to < 30	From 30 to <= 40
Senior expert/ Expert/ Team leader/ Senior team leader	0	From >0 to < 15	From 15 to < 20	From 20 to < 25	From 25 to <= 35
Remaining positions	0	From >0 to <10	From 10 to < 15	From 15 to < 20	From 20 to <= 30

**3.4. Adjustment Coefficient  $K$ :** The Adjustment Coefficient ( $K$ ) is a system-wide adjustment factor to ensure that the total number of shares allocated to employees does not exceed the total number of shares issued under the ESOP (whether for sale or bonus purposes).  $K$  shall be determined in accordance with the following formula:

$$K = \frac{\text{Total number of shares expected to be issued to sell to employees OR reward employees according to the ESOP}}{\text{Total number of shares calculated according to } P_i \text{ and } H_i \text{ of all employees in each case issued to sell to employees OR reward employees}}$$

**3.5. Rounding Principle:** The number of shares allocated to each employee shall be rounded down to the nearest whole share. Any fractional shares shall be discarded.