

No: 105/2026/NQ-HĐQT

HaNoi, April 23, 2026



**RESOLUTION**

Regarding: Implementing the increase of Charter Capital of PGBank

**BOARD OF DIRECTORS PROSPERITY AND GROWTH COMMERCIAL JOINT  
STOCK BANK**

- Pursuant to the Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024, and its guiding documents on amendments and supplements;
- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its guiding documents on amendments and supplements;
- Pursuant to the Law on Securities No. 54/2019/QH14 date November 26, 2019, and its guiding documents on amendments and supplements;
- Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of several articles of the Law on Securities;
- Pursuant to Decree No. 245/2025/NĐ-CP dated September 11, 2025, of the Government amending and supplementing several articles of Decree No. 155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of several articles of the Law on Securities;
- Pursuant to the Charter of Prosperity and Growth Commercial Joint Stock Bank (PGBank/The Bank);
- Pursuant to the Resolution of the 2026 Annual General Meeting of Shareholders No. ..../2026/NQ-ĐHĐCĐ dated April 21, 2026, of PGBank;
- Pursuant to the Minutes of Vote Counting No. 91./2026/PGB-BBKP, April 23, 2026.

**RESOLVES:**

**Article 1.** To approve the implementation of PGBank's Charter Capital increase plan as follows:

1. To implement the plan for share issuance for dividend payment in accordance with the Charter Capital increase plan approved by the 2026 Annual General Meeting of Shareholders in Resolution No.02/2026/NQ-ĐHĐCĐ dated April 21, 2026 (*The plan is attached to this Resolution*).
2. To implement the plan for additional public offering of shares to existing shareholders in accordance with the Charter Capital increase plan approved by the 2026 Annual General Meeting of Shareholders in Resolution No. 02/2026/NQ-ĐHĐCĐ dated April 21, 2026 (*The plan is attached to this Resolution*).

3. To commit to registering the trading of PGBank's additionally issued shares on the securities trading system after the completion of the offering, in compliance with Clause 2, Article 15 and Clause 2, Article 29 of the Law on Securities and other relevant regulations.

**Article 2.** To approve the sequence for implementing the issuance tranches under PGBank's Charter Capital increase plan as follows: The share issuance for dividend payment shall be conducted prior to the public offering of shares to existing shareholders.

**Article 3.** To assign the Office of the Board of Directors as the focal point to coordinate with relevant units to prepare dossiers, perform legal procedures, and seek approval from Competent Authorities for PGBank's Charter Capital increase plan, ensuring compliance with the law and PGBank's regulations.

**Article 4.** To approve the authorization for the Chairman of the Board of Directors and/or the General Director of PGBank to implement the following contents:

1. Direct relevant departments to negotiate and execute the contract with MBS on the basis of ensuring PGBank's interests and complying with legal regulations.
2. Prepare, approve, and sign dossiers, documents, instruments, commitments, and reports in the application submitted to the State Securities Commission (SSC), including: Documents reporting the share issuance for dividend payment; the registration dossier for the additional public offering of shares (including 2 tranches); and the reporting dossier for the Phase 2 share offering.
3. Prepare, approve, amend, supplement, update, and sign dossiers, documents, instruments, commitments, and reports to explain, supplement, and finalize the reporting dossier for the share issuance for dividend payment and the registration dossier for the additional public offering of shares as required by the SSC (including the reporting dossier for the Phase 2 share offering), ensuring compliance with legal regulations so that the SSC issues a notice of receipt of the report on share issuance for dividend payment and grants the Certificate of Registration for Additional Public Offering of Shares.
4. Organize the implementation of the share issuance plan after the SSC notifies receipt of the report on share issuance for dividend payment and grants the Certificate of Registration for Additional Public Offering of Shares, including but not limited to the following tasks:
  - Conduct information disclosure regarding the share issuance in accordance with the law; sign all relevant documents, dossiers, and instruments as prescribed by law and guided by competent authorities to implement and finalize the contents approved by the Board of Directors;
  - Organize and implement the share issuance to shareholders, issue notices of issuance, and distribute securities in accordance with legal regulations;
  - Organize and report the results of PGBank's issuance tranches to the SSC as regulated upon the completion of each tranche;
  - Organize the performance of legal procedures to amend PGBank's Establishment and Operation License according to the new charter capital after the completion of each issuance tranche;



- Sign all relevant documents, dossiers, and instruments to perform additional securities registration at the Vietnam Securities Depository and Clearing Corporation (VSDC) and additional trading registration at the Stock Exchange for the additionally issued shares upon the completion of each tranche as regulated.

**Article 5.** This Resolution shall take effect from the date of signing. Members of the Board of Directors, members of the Board of Management, and relevant units and individuals of PGBank are responsible for the implementation of this Resolution.

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

**Recipients:**

- *As specified in Article 5;*
- *Archived: Office Administration,  
Office of the BOD.*

**Cao Thi Thuy Nga**

**CHARTER CAPITAL INCREASE PLAN OF PG BANK**

*(Attached to Resolution No. 105/2026/NQ-HĐQT dated April 23/2026 of the Board of  
Directors of Prosperity and Growth Commercial Joint Stock Bank)*

**I. INFORMATION ABOUT THE ISSUER**

- Name of Issuer: Prosperity and Growth Commercial Joint Stock Bank
- English Name: Prosperity and Growth Commercial Joint Stock Bank
- Abbreviation: PG Bank
- Establishment and Operation License: No. 42/GP-NHNN dated June 16, 2021, issued by the State Bank of Vietnam to Prosperity and Growth Commercial Joint Stock Bank, and subsequent amendments, supplements, or replacements from time to time.
- Head Office Address: Floors 4, 5, 6, Thanh Cong Tower, Plot P-D17, Cau Giay New Urban Area, Cau Giay Ward, Hanoi City.
- Telephone: (84.24) 6281 1298
- Website: <https://www.pgbank.com.vn/>

**II. LEGAL BASIS**

- The Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024, and its guiding documents on amendments and supplements (“Law on Credit Institutions 2024”);
- The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its guiding documents on amendments and supplements (“Law on Enterprises 2020”);
- The Law on Securities No. 54/2019/QH14 dated November 26, 2019; The Law on amendments and supplements to several articles of the Law on Securities, Law on Accounting, Law on Independent Audit, Law on State Budget, Law on Management and Use of Public Assets, Law on Tax Administration, Law on Personal Income Tax, Law on National Reserve, and Law on Handling of Administrative Violations No. 56/2024/QH15 dated November 29, 2024, and its guiding documents for implementation;
- Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of several articles of the Law on Securities (“Decree No. 155/2020/NĐ-CP”);
- Decree No. 245/2025/NĐ-CP dated September 11, 2025, of the Government amending and supplementing several articles of Decree No. 155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of several articles of the Law on Securities;
- Circular No. 118/2020/TT-BTC dated December 31, 2020, of the Ministry of Finance guiding several contents on offering and issuance of securities, public tender offers, share repurchases, registration of public companies, and cancellation of public company status;
- Circular No. 115/2025/TT-BTC dated December 15, 2025, of the Ministry of Finance



amending and supplementing several articles of Circular No. 118/2020/TT-BTC dated December 31, 2020, guiding several contents on offering and issuance of securities, public tender offers, share repurchases, registration of public companies, and cancellation of public company status;

- Circular No. 22/2019/TT-NHNN dated November 15, 2019, of the State Bank of Vietnam on limits and prudential ratios in the operations of banks and foreign bank branches, and its amendments and supplements;
- Circular No. 50/2025/TT-NHNN dated December 24, 2025, of the State Bank of Vietnam on dossiers and procedures for approval of certain changes of commercial banks and foreign bank branches;
- Other relevant legal documents;
- Charter on the Organization and Operation of PGBank.

### **III. NECESSITY OF INCREASING CHARTER CAPITAL**

The increase of PGBank's Charter Capital is essential and holds significant importance in enhancing the Bank's financial capacity, operational efficiency, and competitiveness during the economic integration process, as well as meeting the requirements of State authorities, specifically:

1. Meeting the requirements of the State Bank of Vietnam regarding the enhancement of financial capacity for commercial joint-stock banks, creating a foundation for network development, market expansion, business scale growth, and diversification of the Bank's products and services.
2. Enhancing financial capacity for investment in infrastructure upgrades, headquarters construction, and the modernization of information technology systems to support business operations, corporate governance, and the provision of new banking products and services.
3. Ensuring compliance and fulfilling prudential ratios, while improving risk management capabilities within the Bank's operations.
4. Supplementing capital for business operations.

### **IV. CHARTER CAPITAL INCREASE PLAN**

#### **1. Amount of Charter Capital Increase**

##### **1.1. Current Charter Capital Information:**

- Current Charter Capital: VND **6,815,876,080,000** (*In words: Six thousand eight hundred fifteen billion, eight hundred seventy-six million, eighty thousand Vietnamese Dong*).
- Number of issued common shares: **681,587,608** (*Six hundred eighty-one million, five hundred eighty-seven thousand, six hundred and eight*) shares.
- Number of treasury shares: 0 (*Zero*) shares.
- Number of outstanding common shares: 681,587,608 (*Six hundred eighty-one million, five hundred eighty-seven thousand, six hundred and eight*) shares.

##### **1.2. Expected Incremental Charter Capital::**

- Maximum expected incremental charter capital: VND 3,184,123,920,000 (*In words: Three thousand one hundred eighty-four billion, one hundred twenty-three million, nine hundred twenty thousand Vietnamese Dong*).
- Maximum expected number of additionally issued shares: 318,412,392 (*Three hundred eighteen million, four hundred twelve thousand, three hundred and ninety-two*) shares.

### **1.3. Expected Charter Capital after completion of the capital increase:**

- Expected Charter Capital after completion: VND **10,000,000,000,000** (*In words: Ten thousand billion Vietnamese Dong*).
- Expected number of outstanding common shares after completion: **1,000,000,000** (*One billion*) shares.
- Total par value of expected shares after completion: VND **10,000,000,000,000** (*In words: Ten thousand billion Vietnamese Dong*).

## **2. Form of Capital Increase**

- Share issuance for dividend payment and
- Additional Public Offering of shares to existing shareholders (consisting of 02 issuance tranches).

## **3. Detailed issuance plan to increase Charter Capital (“Issuance Plan”)**

### **3.1. Plan to increase Charter Capital through share issuance for dividend payment**

Name of share	: Share of Prosperity and Growth Commercial Joint Stock Bank
Type of share	: Common share
Par value	: 10.000 VND/share ( <i>Ten thousand Vietnamese Dong per share</i> )
Ticker symbol	: PGB
Expected number of shares to be issued	: Maximum 51,119,070 ( <i>Fifty-one million, one hundred nineteen thousand, and seventy</i> ) shares
Total expected issuance value (at par value)	: Maximum VND 511,190,700,000 ( <i>Five hundred eleven billion, one hundred ninety million, seven hundred thousand Vietnamese Dong</i> )
Target participants	: Existing shareholders named in the List of Shareholders of PGBank as of the last registration date to finalize the list of shareholders entitled to receive shares (the “List”).  The timing to finalize the List shall be authorized by the General Meeting of Shareholders to the Board of Directors for decision.
Issuance method	: Share issuance for dividend payment through the method of rights exercise.



Expected issuance : 7.5% (Number of shares expected to be issued / Number of outstanding shares).

Expected rights : 1.000:75. Accordingly, at the record date to exercise rights, a shareholder owning 01 share will receive 01 right, and for every 1,000 rights, they will receive 75 additionally issued shares. The number of shares received will be rounded down to the nearest whole unit.

Issuance resources : Undistributed after-tax profit based on PGBank's audited 2025 Financial Statements, after fulfilling tax obligations and making statutory reserve fund contributions as regulated. In which:

Unit: VND

No.	Item	Figures as of Dec 31, 2025 (Audited)	Value used for Charter Capital increase
1	Accumulated undistributed profit	658,235,430,988	511,190,700,000
2	Charter capital supplementary reserve fund	75,576,302,857	-
3	Investment and development fund	650,000,000	-
4	Financial reserve fund	311,990,443,863	-

Transfer restrictions : Additionally issued shares will not be subject to transfer restrictions, except for the cases stipulated in Clause 1, Article 64 of the Law on Credit Institutions 2024 and its amendments and supplements.

Expected implementation timeline and completion of the issuance : Within 2026. The specific issuance timing shall be decided by the Board of Directors in accordance with the approval from the State Bank of Vietnam ("SBV") and the Notice of receipt of full documentation for share issuance for dividend payment of PGBank from the State Securities Commission ("SSC").

Share distribution period : After receiving the Notice of receipt of full documentation for the report on share issuance for dividend payment of PGBank from the SSC and within the distribution period as prescribed by law.

Purpose of the issuance : Share issuance for dividend payment.

Principle of rounding down and handling of fractional shares : The number of shares issued according to the rights distribution ratio for each shareholder will be rounded down to the nearest whole unit. Any fractional shares (the decimal part resulting from rounding down, if any) will be cancelled.

Additional registration and depository, and additional trading registration : The additionally issued shares will be subject to additional registration and depository at the Vietnam Securities Depository and Clearing Corporation (“VSDC”) and additional trading registration on the Hanoi Stock Exchange (“HNX”) in accordance with legal regulations upon completion of the issuance.

### **3.2. Plan to increase Charter Capital through additional Public Offering of shares to existing shareholders**

Name of share : Share of Prosperity and Growth Commercial Joint Stock Bank

Type of share : Common share

Par value : 10.000 VND/share (*Ten thousand Vietnamese Dong per share*)

Ticker symbol : PGB

Expected number of offering tranches : 02 tranches (“Issuance Tranche”)

Maximum expected number of shares to be offered, expected to be divided into 02 Issuance Tranches as follows: : Maximum 267,293,322 (Two hundred sixty-seven million, two hundred ninety-three thousand, three hundred and twenty-two) shares

- *Number of shares issued in Tranche 1* : 150,000,000 shares

- *Number of shares issued in Tranche 2* : 117,293,322 shares + the number of undistributed shares from Tranche 1 (if any)

Total expected offering value (at par value), expected to be divided into 02 Issuance Tranches as follows: : Maximum VND 2,672,933,220,000 (*Two thousand six hundred seventy-two billion, nine hundred thirty-three million, two hundred twenty thousand Vietnamese Dong*)



- *Value of shares* : VND 1,500,000,000,000  
*issued in Tranche 1*

- *Value of shares* : VND 1,172,933,220,000 + *value at par value of the undistributed*  
*issued in Tranche 2* *shares from Tranche 1 (if any)*

Offering price : 10.000 VND/share.  
(applicable for both  
Tranche 1 and Tranche  
2)

Offering method : Offering shares to existing shareholders within the Target  
Participants.

Target participants : Existing shareholders named in the List of Shareholders as of the  
last registration date to finalize the list of shareholders for  
exercising purchase rights of each Issuance Tranche (the “List”).  
  
The timing to finalize the List shall be authorized by the General  
Meeting of Shareholders (GMS) to the Board of Directors (BOD)  
for decision.

Expected issuance : Issuance ratio of Tranche 1 = Number of shares expected to be  
ratio for each tranche offered in Issuance Tranche 1 / Number of outstanding shares at  
the expected offering time of Issuance Tranche 1.

Issuance ratio of Tranche 2 = (Number of shares expected to be  
offered in Tranche 2 + Number of undistributed shares from  
Tranche 1, if any) / Number of outstanding shares at the expected  
offering time of Issuance Tranche 2.

The GMS authorizes the BOD of PGBank to base on the actual  
number of PGBank’s outstanding shares before the  
implementation of each tranche to decide the specific Issuance  
Ratio for each tranche accordingly, ensuring the total expected  
issuance quantity of both tranches does not exceed the maximum  
expected issuance quantity.

Expected rights : The GMS authorizes the BOD of PGBank to decide the Rights  
exercise ratio for each Exercise Ratio of each Issuance Tranche to be consistent with the  
tranche Issuance Ratio of each tranche.

Expected : Tranche 1: Expected in 2026. The specific issuance timing shall  
implementation be decided by the BOD in accordance with the approval from the  
timeline and SBV and the SSC.

completion of the : Tranche 2: Expected in 2027. The specific issuance timing shall  
issuance be decided by the BOD in accordance with the approval from the  
SBV and the SSC.

Share distribution period	: After obtaining approval from the SSC and within the distribution period as prescribed by law.  Tranche 2 shall only be implemented after the completion of Tranche 1, with the interval between Tranche 2 and Tranche 1 not exceeding 12 months.
Purpose of the issuance	: To provide loans to meet customers' capital needs.
Transfer of purchase rights (applicable for each Issuance Tranche)	: Existing shareholders named in the List of Shareholders provided by VSDC are entitled to transfer their purchase rights to others (one or more people) within the prescribed time for each Issuance Tranche.  Purchase rights may only be transferred once ( <i>the transferee cannot transfer them to a third party</i> ). The transferor and transferee shall mutually agree on the transfer price, payment, and take responsibility for fulfilling all obligations related to the transfer as per regulations.  <i>Example: On the record date, Shareholder A owns 200 shares and receives 200 purchase rights. Shareholder A may transfer 100 rights to Investor B and 100 rights to Investor C. Investors B and C are not allowed to further transfer these rights to a third party.</i>
Principle of rounding down and handling of fractional shares (applicable for each Issuance Tranche)	: Regarding fractional shares (if any) arising from the exercise of rights, to ensure the number of offered shares does not exceed the quantity for each Issuance Tranche, the number of additionally offered shares that a shareholder is entitled to buy will be rounded down to the nearest whole unit.
Minimum success rate of the offering (applicable for each Issuance Tranche)	: Not applicable.
Plan for use of proceeds	: The proceeds from the share issuance are expected to be allocated and used for the Bank's operations in accordance with the capital use plan in Section V of this Proposal.
Plan for handling undistributed shares (applicable to each Issuance Tranche)	: The number of remaining shares not fully distributed to existing shareholders in each Issuance Tranche (including fractional shares resulting from rounding down, shares remaining due to shareholders not exercising their purchase rights, shares remaining unissued due to other reasons, and the discrepancy between the number of shares registered for offering in each Issuance Tranche and the total number of shares actually purchased by shareholders



in each Issuance Tranche) shall be offered by the BOD to other investors (including other existing shareholders) at an offering price not lower than the offering price for existing shareholders exercising their purchase rights, ensuring compliance with relevant legal regulations, including but not limited to, regulations on the foreign ownership limit at the Bank, or the offering tranche may be terminated as decided by the BOD.

The GMS assigns/authorizes the BOD to decide on the offering, search, and selection of other investors who have the demand to purchase the remaining undistributed shares of each tranche.

Criteria for selecting investors to purchase the remaining undistributed shares:

- Domestic organizations and individuals expressing interest and possessing sufficient financial capacity to invest in PGBank shares.
- Investors capable of contributing to the development of PGBank.
- Investors whose business activities do not negatively affect the interests of PGBank.

Detailed distribution methods for the remaining undistributed shares:

- For Tranche 1: The number of remaining shares not fully subscribed by existing shareholders of Tranche 1 shall be handled as follows: (i) The BOD distributes these shares to other investors; any further remaining shares will be added to the Tranche 2 distribution; or (ii) All remaining undistributed shares from Tranche 1 will be directly added to Tranche 2.
- For Tranche 2: The number of remaining shares not fully subscribed by existing shareholders of Tranche 2 shall be handled as follows: (i) The BOD distributes these shares to other investors; upon the expiry of the distribution period, the BOD shall decide to cancel the remaining shares (if any) and conclude the offering; or (ii) The BOD decides to cancel all remaining undistributed shares of Tranche 2 and conclude the offering.

Assessment of the : During the share issuance to existing shareholders, the risk of  
expected share  
dilution level after the  
issuance

(i) Dilution of basic earnings per share;  
(ii) Dilution of book value per share;  
(iii) Dilution of ownership percentage and voting rights;

- (iv) Dilution of the reference price on the ex-rights date for the additional share issuance.

Based on the actual conditions at the time of the issuance, the BOD shall provide a specific assessment of the expected share dilution level after the issuance (details will be specified in the Share Offering Prospectus).

Transfer restrictions (applicable to each Issuance Tranche) : The remaining shares not fully distributed of each Issuance Tranche when offered to other parties according to the decision of the BOD shall be restricted from transfer within 01 year from the date of completion of the offering tranche in accordance with legal regulations, except for cases prescribed in Clause 1, Article 64 of the Law on Credit Institutions 2024 and its amending and supplementing documents.

The distribution of shares not fully offered to other investors must meet the conditions as per the Law on Enterprises 2020, the Law on Securities 2019, Decree No. 155/2020/NĐ-CP, and relevant legal regulations, including but not limited to the following conditions:

- (i) Compliance with the provisions in Clause 2, Article 195 of the Law on Enterprises 2020: “A subsidiary company is not allowed to invest in purchasing shares or contributing capital to its parent company. Subsidiary companies of the same parent company are not allowed to simultaneously contribute capital or purchase shares to possess cross-ownership”.
- (ii) Ensuring the offering conditions prescribed in Article 42 of Decree No. 155/2020/NĐ-CP issued by the Government on December 31, 2020, detailing the implementation of several articles of the Law on Securities.

Foreign ownership limit (applicable to each Issuance Tranche) : PGBank commits to strictly comply with legal regulations regarding the foreign share ownership ratio before, during, and after the share issuance at PGBank and shall be held responsible for any violation of this commitment. To ensure that the share issuance meets the regulations on the foreign ownership limit at PGBank:

- Existing shareholders are only permitted to transfer their share purchase rights to domestic organizations and individuals.
- The remaining shares of each issuance tranche, if further distributed, shall only be distributed to domestic organizations and individuals.



Additional registration, depository, and additional trading registration (applicable to each Issuance Tranche) : Additionally issued shares of each Issuance Tranche shall be subject to additional registration and depository at VSDC and additional trading registration on HNX in accordance with legal regulations immediately after the conclusion of each Issuance Tranche.

Obligations of Shareholders/Transferees of purchase rights (applicable to each Issuance Tranche) :

- Shareholders/Transferees of purchase rights must fully perform the obligations of a shareholder in accordance with the Law on Credit Institutions currently in effect and its amending and supplementing documents, and relevant guidelines.
- Be legally responsible for the legality of the funds used to purchase shares and be responsible for providing all relevant dossiers and documents concerning the source of capital to purchase shares as requested by PGBank or competent State authorities (if requested).
- Not use funds provided by credit institutions or branches of foreign banks as credit to pay for the share purchase at PGBank.
- Not purchase PGBank shares under the name of other individuals or organizations in any form, except for cases of investment entrustment in accordance with legal regulations.
- In the case of receiving investment entrustment for individuals or other organizations, the Shareholder/Transferee of purchase rights must provide PGBank with information on the actual owner of the shares for which they receive investment entrustment. PGBank has the right to suspend the status and rights of the shareholder if it discovers that the Shareholder/Transferee does not provide accurate and authentic information about the actual owner of the shares.
- Be responsible for complying with the provisions of the Law on Credit Institutions currently in effect regarding share ownership limits of a shareholder, a shareholder and their related persons, and compliance with regulations on major shareholders and related persons of major shareholders.
- Fully perform the obligation to disclose information in accordance with legal regulations (if belonging to the category of entities required to disclose information under Circular No. 96/2020/TT-BTC) and its amending and supplementing documents, and be fully responsible for the implementation of this information disclosure obligation.

**4. List of shareholders and share ownership ratios of shareholders owning 5% or more of the voting shares and Charter Capital as of March 31, 2026, and the expected ratios after the capital increase**

Details are specified in Appendix I attached to this Proposal.

**5. List of shareholders and their related persons owning 15% or more of the Charter Capital as of March 31, 2026, and the expected ratios after the capital increase: None.**

**6. Information on total share ownership of foreign investors before and after the capital increase**

**a) Total number of shares owned by foreign investors at PGBank before and after the capital increase:**

- According to the List of Shareholders finalized on March 31, 2026, provided to PGBank by VSDC, the total share ownership of foreign investors at PGBank before the capital increase is: 6,101 shares (equivalent to a ratio of 0.001%)
- The expected total number of shares owned by foreign investors at PGBank after the capital increase is: 8,949 shares (equivalent to a ratio of 0.001%).

**b) In the event of handling undistributed shares under the plan to distribute shares to other investors (including existing shareholders), which may include foreign investors (if any), PGBank shall ensure compliance with regulations regarding the foreign ownership limit at the Bank.**

**c) PGBank commits to strictly comply with legal regulations on the share ownership ratio of foreign investors before, during, and after the share issuance at PGBank and shall be held responsible for any violation of this commitment. To ensure that the share issuance meets the foreign ownership regulations:**

- Existing shareholders are only permitted to transfer their share purchase rights to domestic organizations and individuals.
- The remaining shares, if further distributed, shall only be distributed to domestic organizations and individuals.

**7. Information Disclosure**

PGBank shall perform information disclosure in accordance with PGBank's internal regulations, legal regulations, and guidelines from competent authorities (if any)

**V. PLAN FOR USE OF PROCEEDS**

The total amount of proceeds expected to be collected from the public offering of additional shares to existing shareholders to increase the Charter Capital is VND 2,672,933,220,000 (Two thousand six hundred seventy-two billion, nine hundred thirty-three million, two hundred twenty thousand Vietnamese Dong). The use of proceeds shall be implemented as follows:



Unit: VND

Issuance Tranche	Item	Expected Amount to be Used	Expected Timeline for Use
Tranche 1	To provide loans to meet customers' capital needs	1,500,000,000,000	2026 - 2028
Tranche 2	To provide loans to meet customers' capital needs	1,172,933,220,000	2026 - 2028
	<b>Total</b>	<b>2,672,933,220,000</b>	

The GMS assigns/authorizes the BOD to proactively adjust, balance, and allocate the proceeds from the capital increase for the intended purposes in a reasonable manner, depending on the actual situation to ensure efficiency and the interests of the Bank and its shareholders, and in compliance with legal regulations and this Proposal.

In the event that the proceeds collected from the offering are insufficient for all intended purposes, the Bank may utilize legal borrowed funds, ensuring compliance with the Bank's prudential capital adequacy ratios and relevant legal regulations.

## VI. EXPECTED BUSINESS PLAN AFTER THE CHARTER CAPITAL INCREASE

PGBank expects several key business targets for the period of 2026 – 2028 following the completion of the charter capital increase as follows:

Unit: Million VND

Item	2026 Forecast	2027 Forecast	2028 Forecast
Total assets	117.419	139.915	167.943
Total credit exposure	61.770	77.213	96.516
Total resources mobilized	103.593	124.334	149.637
Total income	3.504	4.529	5.682
Operating expenses & Provisions	2.066	2.479	2.833
Profit before tax	1.438	2.050	2.849
Charter capital	10.000	10.000	10.000
Non-performing loan ratio	Below 2%		
Capital Adequacy Ratio (CAR)	Ensure compliance with SBV regulations		

## **VII. FEASIBILITY OF THE PROPOSAL**

### **1. Feasibility of the Charter Capital increase**

- To enhance PGBank's financial capacity and competitiveness, and to ensure the interests of shareholders, increasing the charter capital is an inevitable trend. Following the capital increase, PGBank will be able to improve its investment capacity, develop infrastructure, expand its network, and achieve synchronized, modern development in line with current trends, thereby ensuring that shareholders' interests are protected.
- According to the audited Financial Statements for 2025, the accumulated undistributed profits and the charter capital supplementary reserve fund—used for issuing shares to increase capital after deducting appropriate fund appropriations—are sufficient to execute the charter capital increase of VND 511,190,700,000 through share issuance for dividend payment.
- Given the current development of the stock market and PGBank's reputation, the charter capital increase of VND 2,672,933,220,000 through a Public Offering of additional shares to existing shareholders at an offering price lower than the market price is highly feasible.

### **2. Regarding governance capability, management, and supervision capacity of PGBank relative to the capital and operational scale after the Charter Capital increase**

- Members of the Board of Directors and the Supervisory Board possess strong reputations, professional qualifications, and extensive experience in bank governance. They are highly dedicated and responsible, contributing significantly to the Bank's development.
- Furthermore, the Board of Management consists of highly qualified members who are well-trained, professional in their conduct, ethical, and dedicated to the Bank's growth.
- Additionally, PGBank has completed its internal control system, which includes a framework of policies, regulations, internal rules, and guiding procedures, along with functional departments for auditing and risk control within each operational activity. PGBank's internal control system fundamentally ensures compliance with Circular No. 83/2025/TT-NHNN and its amending and supplementing documents, while remaining suitable for practical operations.
- The unified governance and management mechanism, characterized by regular and effective coordination between the Board of Directors and the Board of Management in overseeing business operations, is a key factor enabling PGBank to develop efficiently and sustainably.

## **VIII. TIMELINE FOR CHARTER CAPITAL INCREASE**

To ensure the smooth execution of share distribution, the BOD has decided on the expected timeline for the charter capital increase for the 2026 – 2027 period as follows:

1. The share issuance for dividend payment shall be conducted in 2026 and shall be implemented prior to the public offering of additional shares to existing shareholders.
2. The public offering of additional shares to existing shareholders shall be conducted during the 2026 – 2027 period, divided into 02 tranches, of which: Tranche 1 will be implemented in 2026; Tranche 2 will be implemented following the conclusion of Tranche 1, expected



in 2027, ensuring that the interval between Tranche 2 and Tranche 1 does not exceed 12 months

## **IX. IMPLEMENTATION**

The Board of Directors is responsible for carrying out the procedures to issue shares for the charter capital increase in accordance with the authorizations specified in this Proposal and the Proposal to the General Meeting of Shareholders (GMS) No. .../2026/TTr-HĐQT dated .../.../2026 regarding the approval of PGBank's Charter Capital Increase Plan.

# APPENDIX I:

List of shareholders and share ownership ratios of shareholders owning 5% or more of the voting shares and Charter Capital as of March 31, 2026, and the expected ratios after the capital increase

No.	Name of shareholder	Business Registration Number	Head Office Address	Legal Representative of the entity	ID Card / Personal Identification Number / Passport Number / Other equivalent documents; Date of issue, Place of issue	Nationality	As of March 31, 2026 <sup>1</sup>		Expected after capital increase	
							Ratio of shares to voting shares (%)	Ratio of shares to Charter Capital (%)	Ratio of shares to voting shares (%)	Ratio of shares to Charter Capital (%)
1	Cuong Phat International Joint Stock Company	0106772542	Kinh No Hamlet, Uy No Commune, Dong Anh District, Hanoi City, Vietnam	Nguyen Van Manh		Vietnam	9.18%	9.18%	9.18%	9.18%
1.1	Lê Độ							0,01%	0,01%	0,01%
2	Vu Anh Duc Trading Joint Stock Company	0800839877	Linh Dong Residential Area, Pham Thai Ward, Mon Hai Town, Hai Duong Province, Vietnam	Nguyen Van Dat		Vietnam	9.06%	9.06%	9.06%	9.06%

<sup>1</sup> Data determined according to the most recent List of Shareholders of PGBank received from VSDC dated March 31, 2026.



2.1	Nguyễn Đức Anh							4,69%	4,69%	4,69%	4,69%
3	Gia Linh Trading Development and Import Export Company Limited	0104948021	No. 103, Lane 79, Cau Giay Street, Cluster 7, Yen Hoa Ward, Cau Giay District, Hanoi City, Vietnam	Pham Thi Phuong			Vietnam	8.88%	8.88%	8.88%	8.88%
3.1	Nguyễn Tiến Dũng							2,8%	2,8%	2,8%	2,8%



