

Ho Chi Minh City, May 09th, 2025**RESOLUTION OF THE BOARD OF DIRECTORS**

Re: Supplementing information and clarifying the 2025 Charter Capital Increase Plan according to the Resolution of the 2025 Annual General Meeting of Shareholders of Nam A Commercial Joint Stock Bank

THE BOARD OF DIRECTORS OF NAM A COMMERCIAL JOINT STOCK BANK

Pursuant to the Charter of Nam A Commercial Joint Stock Bank as amended and supplemented and approved by the General Meeting of Shareholders on July 29th, 2024;

Pursuant to the Regulation on organization, management and administration of Nam A Commercial Joint Stock Bank issued under Decision No. 1642/2024/QĐQT-NHNA dated October 28th, 2024 of the Board of Directors of Nam A Commercial Joint Stock Bank;

Pursuant to the Resolution of the 2025 Annual General Meeting of Shareholders dated March 28th, 2025 of Nam A Commercial Joint Stock Bank;

Pursuant to the Resolution No. 415/2025/NQQT-NHNA dated April 11th, 2025 of the Board of Directors on implementing the 2025 Charter Capital Increase Plan of Nam A Commercial Joint Stock Bank;

Pursuant to the Proposal No. 514/2025/TTr-NHNA-VPHDQT dated May 09th, 2025 of the Office of the Board of Directors on supplementing information and clarifying the 2025 Charter Capital Increase Plan according to the Resolution of the 2025 Annual General Meeting of Shareholders of Nam A Commercial Joint Stock Bank;

Pursuant to the Approval of voting of the members of the BOD;

Pursuant to the Power of Attorney No. 379/2025/UQQT-NHNA dated April 04th, 2025 issued by the Chairman of the Board of Directors authorizing the Vice Chairwoman – Mrs. Vo Thi Tuyet Nga.

HEREBY RESOLVES:

Article 1. To approve the supplementation of information and clarifications of the contents of the 2025 Charter Capital Increase Plan according to the Resolution of the 2025 Annual General Meeting of Shareholders of Nam A Commercial Joint Stock Bank (Nam A Bank), details are as follows:

- The supplementation of information and clarifications of the contents of Clause 3 Section III _ 2025 Charter Capital Increase Plan:

“ 3. Issuance Plan:

- Share Name: Shares of Nam A Commercial Joint Stock Bank.
- Share Type: Ordinary shares.
- Currency of Issuance: Vietnamese Dong (dong).
- Par value: 10,000 dong/share.

- Total number of shares expected to be issued: 428,137,638 shares (*Four hundred and twenty-eight million, one hundred and thirty-seven thousand, six hundred and thirty-eight shares*).
- Total par value: 4,281,376,380,000 dong (*Four trillion, two hundred and eighty-one billion, three hundred and seventy-six million, three hundred and eighty thousand dong*).
- The specific release sequence and plan are as follows:

❖ **Issuing shares to increase share capital from equity capital (Charter Capital Increase – Phase 1):**

- + Number of outstanding shares of Nam A Bank: 1,372,550,553 shares (*One billion, three hundred seventy-two million, five hundred fifty thousand, five hundred fifty-three shares*).
- + Number of shares expected to be issued: 343,137,638 shares (*Three hundred and forty-three million, one hundred and thirty-seven thousand, six hundred and thirty-eight shares*).
- + Total par value: 3,431,376,380,000 dong (*Three trillion, four hundred and thirty-one billion, three hundred and seventy-six million, three hundred and eighty thousand dong*).
- + Issuance rate: 25% ($343,137,638 \text{ shares} \div 1,372,550,553 \text{ shares}$).
- + Handling of fractional shares: additional shares issued to shareholders will be rounded down to the nearest whole unit. Fractional shares arising from rounding (if any) will be canceled.

For Example: On the record date, Shareholder A holds 187 shares. The number of shares to be received is 46.75 shares ($= 187 \times 25\%$). After rounding down, Shareholder A will receive 46 shares. The fractional share of 0.75 will be canceled.

- + Issuance subjects: existing shareholders listed on the record date will receive additional shares as per the Board of Directors' Resolution.
- + Issuance capital: From equity capital (undistributed profit after tax and capital supplementary reserve fund based on the 2024 audited financial statements of Nam A Bank), specifically as follows:

No.	Items	Figures as of 31/12/2024 according to Audited Separate Financial Statements (dong)	Figures as of 31/12/2024 according to Audited Consolidated Financial Statements (dong)	Amount utilized for charter capital increase (dong)
1	Capital supplementary reserve	830,291,880,703	839,795,291,748	398,039,660,000
2	Surplus equity	62,989,081	62,989,081	-
3	Retained earnings (after deducting other funds)	3,341,322,620,123	3,341,322,620,123	3,033,336,720,000
3.1	Profit amount utilized for shares issuance to increase share capital from equity capital	3,033,336,720,000	3,033,336,720,000	3,033,336,720,000
3.2	Residual earnings	307,985,900,123	307,985,900,123	-
4	Other Funds	1,315,590,395,417	1,334,597,217,503	-
4.1	Financial reserve	1,298,408,567,607	1,317,415,389,693	-
4.2	Development investment fund	8,567,615,773	8,567,615,773	-
4.3	Science and training research fund	8,614,212,037	8,614,212,037	-
Amount utilized to increase share capital from equity capital				3,431,376,380,000

- + Expected issuance time: Quarter 2 of 2025, after obtaining approval from the State Bank of Vietnam (SBV) and the State Securities Commission (SSC).
- + Expected completion time: As stipulated in the License/Approval Document issued by the competent State agencies, expected in Quarter 2 or Quarter 3 of 2025.

- + Expected number of outstanding shares after completion of the first phase of charter capital increase: 1,715,688,191 shares (*One billion, seven hundred and fifteen million, six hundred and eighty-eight thousand, one hundred and ninety-one shares*).
- + List of shareholders and their ownership ratios of 5% or more compared to the voting share capital and the current charter capital and the expected charter capital after the first phase of charter capital increase^(*):

No.	Share holder's Name	Address	Enterprise Registration Certificate No., Issue Date, Issuing Authority	Legal Representative	Ownership Ratio compared to the voting share capital and the current charter capital	Ownership Ratio compared to the voting share capital and the expected charter capital after the first phase of charter capital increase
1	Pacific Dragon Company Limited	600 Dien Bien Phu, Ward 22, Binh Thanh District, HCMC	No. 0301835179 issued by HCMC Department of Planning and Investment on first issuance date Oct 07 th , 1999	Ha Hoc Duy ID No. 068089000203 issued by Department of Social Security Administration on Dec 22 nd , 2021	9.092%	9.092%
Total					9.092%	9.092%

^(*) All outstanding shares of Nam A Bank are ordinary shares (excluding preferred shares or treasury shares). Therefore, 100% of the charter capital of Nam A Bank consists of voting share capital.

- + List of Investors expected to become major shareholders after the first phase of charter capital increase: None.
- + List of shareholders and their affiliated persons expected to own 15% or more compared to the current charter capital and the expected charter capital after the first phase of charter capital increase: None.
- + Information on total current foreign ownership and expected foreign ownership after the first phase of charter capital increase:

- Total foreign ownership as of April 29th, 2025: 24,225,889 shares (*Twenty-four million, two hundred twenty-five thousand, eight hundred eighty-nine shares*), accounting for 1.765% of the charter capital (based on the shareholder list as of April 29th, 2025, provided by the Vietnam Securities Depository and Clearing Corporation).
- Total expected foreign ownership after the first phase of charter capital increase: 30,282,361 shares (*Thirty million, two hundred eighty-two thousand, three hundred sixty-one shares*), accounting for 1.765% of the charter capital.

❖ **Issuing shares under the Employee Stock Ownership Plan of Nam A Bank (Charter Capital Increase – Phase 2):**

- + Number of shares expected to be issued: 85,000,000 shares (Eighty-five million shares).
The number of additional ESOP shares expected to be issued is determined to be a maximum of (=) 5% of the expected number of outstanding shares after completing the issuance of shares to increase charter capital from equity capital according to 2025 Charter Capital Increase Plan, rounded down to the nearest whole unit, and therefore a maximum of (=) 85,784,409 shares ($=5\% \times 1,715,688,191$ shares).

The issuance of shares under the ESOP Program must ensure that at the time of issuance, it is in compliance with the provisions of Clause 2, Article 64 of Decree No. 155/2020/ND-CP dated December 31st, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities, specifically: “2. *The total number of shares issued under the program in each 12-month period must not exceed 5% of the company's outstanding shares.*”.

- + Total par value: 850,000,000,000 dong (Eight hundred and fifty billion dong).
- + Issuance price: At par value (10,000 dong/share).
- + Issuance subjects: Officers and employees of Nam A Bank and its subsidiaries (Employees).
- + Standards for employees eligible to participate in the ESOP Program: Employees with Vietnamese nationality and:
 - Have been officially recruited for at least 01 (one) year up to the time of making the list of employees participating in the ESOP Program.
 - Have been recognized as an individual emulation title in 2024.
 - Not fall into 01 (one) of the cases that are not eligible to participate in the ESOP Program according to the Regulations on issuance of shares under the employee selection program of Nam A Bank issued from time to time.
- + Transfer Restrictions: Shares issued under the ESOP Program are subject to transfer restrictions of 100% of the shares within 01 (one) year from the end date of issuance and 50% of the shares in the following year.

- + Issuance Purposes:
 - To reward employees with outstanding achievements.
 - To align employee benefits with Nam A Bank's performance.
 - To attract and retain qualified employees for senior leadership positions.
- + Plan for handling undistributed shares: In case employees refuses to purchase or do not purchase all the shares entitled to purchase, the BOD has the right to distribute these shares to other employees who meet the criteria for selecting employees entitled to purchase ESOP shares. The issuance price and transfer restrictions of these shares are similar to those for shares offered to employees under the ESOP Program.
- + Share Buybacks Terms: Details as specified in the Regulations of issuing shares under the ESOP Program of Nam A Bank.
- + Expected issuance time: Quarter 3 or Quarter 4 of 2025, after obtaining approval from the SBV, the SSC and after completing the first phase of charter capital increase.
- + Expected time of completion: In accordance with the License/Approval Document issued by the competent State agencies, expected in Quarter 4 of 2025.
- + Information on the issuance of shares under the ESOP program in the last 12 months:
 - Number of issued shares: 50,000,000 shares (*Fifty million shares*).
 - Completion date: October 2nd, 2024.
- + Expected number of outstanding shares after completion of the second phase of charter capital increase: 1,800,688,191 shares (*One billion, eight hundred million, six hundred eighty-eight thousand, one hundred ninety-one shares*).
- + List of shareholders and their ownership ratios of 5% or more compared to the voting share capital and the expected charter capital after the first and second phases of charter capital increase^(**).

No.	Share holder's Name	Address	Enterprise Registration Certificate No., Issue Date, Issuing Authority	Legal Representative	Ownership Ratio compared to the voting share capital and the expected charter capital after the first phase of charter capital increase	Ownership Ratio compared to the voting share capital and the expected charter capital after the second phase of charter capital increase
1	Pacific Dragon Company Limited	600 Dien Bien Phu, Ward 22, Binh Thanh District, HCMC	No. 0301835179 issued by HCMC Department of Planning and Investment on first issuance date Oct 07 th , 1999	Ha Hoc Duy ID No. 068089000203 issued by Department of Social Security Administration on Dec 22 nd 2021	9.092%	8.663%
Total					9.092%	8.663%

(**) All outstanding shares of Nam A Bank are ordinary shares (excluding preferred shares or treasury shares). Therefore, 100% of the charter capital of Nam A Bank consists of voting share capital.

- + List of Investors expected to become major shareholders after the second phase of charter capital increase: None.
- + List of shareholders and their affiliated persons expected to own 15% or more of the charter capital after the first and second phases of charter capital increase: None.
- + Information on total expected foreign ownership after the first and second phases of charter capital increase:
 - Total foreign ownership expected after the first phase of charter capital increase: 30,282,361 shares (Thirty million, two hundred eighty-two thousand, three hundred sixty-one shares), accounting for 1.765% of the charter capital.
 - Total foreign ownership expected after the second phase of charter capital increase: 30,282,361 shares (Thirty million, two hundred eighty-two thousand, three hundred sixty-one shares), accounting for 1.682% of the charter capital."

- The supplementation of information in the 2025 Charter Capital Increase Plan is in compliance with the provisions of laws, Nam A Bank's Charter and the contents approved by the 2025 Annual General Meeting of Shareholders of Nam A Commercial Joint Stock Bank.

Article 2. The Board of Directors is responsible for: (i) Implementing the issuance of shares to increase share capital from equity capital and issuing shares under the Employee Stock Option Program and (ii) Reporting the results of the charter capital increase at the next Annual General Meeting of Shareholders of Nam A Commercial Joint Stock Bank.

Article 3. This Resolution takes effect from the signing date.

Members of the Board of Directors, the Board of Supervisors, the Board of Management and relevant organizations, individuals are responsible for the implementation of this Resolution./.

Recipients:

- The Board of Directors;
- The Board of Supervisors;
- The Chief Executive Officer;
- Archived: Office of BOD.

**FOR BOARD OF DIRECTORS
POWER OF ATTORNEY OF CHAIRMAN –
LEGAL REPRESENTATIVE
VICE CHAIRWOMAN**



Vo Thi Tuyet Nga