



No.: 11/2021/TTr-HDQT-VINGROUP

Hanoi, 4 June 2021

PROPOSAL FROM THE BOARD OF DIRECTORS

Re.: Employee Stock Option Plan (ESOP)

**Respectfully submitted to: THE GENERAL MEETING OF SHAREHOLDERS OF
VINGROUP JOINT STOCK COMPANY**

The Board of Directors (“**BOD**”) would like to submit to the General Meeting of Shareholders’ (“**GMS**”) for consideration and approval the Employee Stock Option Plan (“**ESOP**”) of Vingroup Joint Stock Company (“**the Company**”) as follows:

1. Issuance Plan

- Issuance Purpose : Issue shares under ESOP to the management and key managers of the Company and its subsidiaries in order to recognize their contribution to the Company, its subsidiaries and affiliates
- Methodology : New share issuance
- Use of proceeds from ESOP : To fund the Company’s business activities
- Type of share : Ordinary share
- Par value : VND 10,000 per share
- Expected number of issued shares : Maximum 0.2% of the Company’s Charter Capital
- Expected timing : No later than June 2022
- Offering price : To authorize the BOD to decide at the time of issuance
- Eligible subscriber : Management and key managers with substantial contribution to the development of the Company and its subsidiaries
- Transfer restriction : All shares issued under ESOP are subject to a 01 year transfer restriction, beginning from the closing date of the issuance

2. Approve the increase in charter capital and the amendment and supplementation of the Company's Charter.

Approve the increase in charter capital and the amendment and supplementation of the Company's Charter to reflect the charter capital increase by the total par value of the actual number of additional shares issued.

3. Approve the securities registration and additional listing of the actual number of shares issued under ESOP with the Vietnam Securities Depository Center (VSD) and the Stock Exchange.

4. Approve the following authorization and implementation

Delegate to the Board of Directors and approve the BOD's authorization of the Chairman or the CEO to perform the following tasks:

- (i) To issue the Regulation on ESOP as mentioned in Section 1;
- (ii) To decide on the plan and method of issuance; the total number of shares to be issued in accordance

with the issuance plan and the law; criteria for selecting eligible management and managers; the list of qualified management and managers for this program; the number of allocated shares for each qualified management and manager; the Offering price and timing of execution

- (iii) To handle the number of unsubscribed shares if any
- (iv) To complete the necessary procedures to increase charter capital at the business registration office, to register the additional shares issued under ESOP at VSD, and to implement the listing of newly issued shares on the Stock Exchange
- (v) To supplement and adjust the issuance plan as required by the State Securities Commission and/or in pursuant to applicable laws and regulations
- (vi) To decide on other issues that the BOD or the Chairman of the BOD or the CEO (if authorized by the BOD) deems necessary and related to the issuance of shares under the Company's ESOP as approved by the General Meeting of Shareholders.

We would like to propose the above issues for the GSM's consideration and approval.

To:

- *As stated above;*
- *Vingroup Archives*

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

(signed)

Pham Nhat Vuong