**BAB: Board Resolution**

On November 30, 2023, Bac A Commercial Joint Stock Bank announced Resolution No. 141/2023/NQ-HDQT approving the plan on the public offering of bonds for round 2 as follows:

‎‎Article 1. Approve the plan on the public offering of bonds for round 2, with the following main contents:

1. Bond name: Bonds issued by Bac A Commercial Joint Stock Bank to the public for round 2
2. Bond type: Bonds that are non-convertible, without warrants, without guarantees, are subordinated debts, and satisfy the conditions to be included in Tier 2 capital of the Issuer according to the provisions of current law.
3. Bond par value: VND 100,000/bond
4. Issue price: VND 100,000/bond
5. Total number of bonds to be issued, total value of bonds to be issued and number of issuances are expected as follows:

* Total number of bonds to be issued: Maximum of 90,000,000 bonds
* Total value of bonds to be issued (calculated by par value): Maximum of VND 9,000,000,000,000
* Number of issuances: 6 rounds.

Details of expected issuances are as follows:

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| --- | --- | --- | --- |
| Round | Number of bonds | Bond value | Expected issue time |
| Round 1 | 20,000,000 | VND 2,000 billion | Q1 - Q2/2024 |
| Round 2 | 15,000,000 | VND 1,500 billion | Q4/2024 |
| Round 3 | 15,000,000 | VND 1,500 billion | Q2/2025 |
| Round 4 | 15,000,000 | VND 1,500 billion | Q4/2025 |
| Round 5 | 15,000,000 | VND 1,500 billion | Q2/2026 |
| Round 6 | 10,000,000 | VND 1,000 billion | Q4/2026 |

In case the number of bonds distributed in each round is not fully offered as expected, the remaining bonds will be transferred to the next round.

The General Manager or the person authorized by the General Manager decides on the issue time, adjusts the number of issuances, adjusts the number of bonds to be issued and issue time (if any) of each round depending on market conditions, and ensures not exceeding the total number of bonds expected to be issued.

1. Interest rate: Fixed interest rate and/or Floating interest rate

* Bond interest rate for round 1 (corresponding to 3 bond groups):
* Bond BAB201-07L: Reference interest rate + 1.2%/year
* Bond BAB201-07C: Reference interest rate + 1.5%/year
* Bond BAB201-08C: Reference interest rate + 1.9%/year

In case the Issuer does not exercise the redemption rights at the respective Redemption Rights Exercise Date of each bond, the bond interest rate applied for the Interest Calculation Period from the 6th year until the bond's maturity is as follows:

* Bond BAB201-07L: Reference interest rate + 3.0%/year
* Bond BAB201-07C: Reference interest rate + 3.1%/year
* Bond BAB201-08C: Reference interest rate + 3.2%/year

In particular, "Reference Interest Rate" is the interest rate on regular personal savings deposits in Vietnamese Dong, with interest paid in arrears with a 12-month term, announced on the official website of Bac A Commercial Joint Stock Bank at the Interest Rate Determination Date.

The Interest Rate Determination Date is officially announced when information is disclosed according to regulations before each issuance.

In case there are preferential interest rates for one or several specific customers or for one or several specific deposit rates, the Reference Interest Rate is the highest interest rate announced.

* Bond interest rate for round 2: Fixed interest rate and/or Floating interest rate.

The reference interest rate to apply fixed interest rate and/or floating interest rate must be at least as follows:

* Reference interest rate of Bac A Commercial Joint Stock Bank: is the interest rate on regular personal savings deposits in Vietnamese Dong, interest paid in arrears with a 12-month term announced on the official website of Bac A Bank at the Interest Rate Determination Date, or:
* Reference interest rates of relevant banks: is the average interest rate on regular personal savings deposits in Vietnamese Dong, interest paid in arrears, with a 12-month term announced on the official website of four Vietnamese commercial banks including: Vietnam Joint Stock Commercial Bank for Industry and Trade, Vietnam Joint Stock Commercial Bank for Investment and Development, Vietnam Joint Stock Commercial Bank for Foreign Trade, Vietnam Bank for Agriculture and Rural Development (each of these banks is referred to as a “Reference Bank”) at the Interest Rate Determination Date.

The General Manager or the person authorized by the General Manager decides on the method of determining the interest rate, reference interest rate, interest rate margin (if any) and official interest rates depending on market conditions at the time of issuance and in accordance with Bac A Bank's regulations and the law.

1. Term: Maximum 07 years and maximum 08 years from date of issuance.

The total expected issue value is VND 9,000 billion, corresponding to 2 term groups as follows:

* Maximum term of 07 years (bond group with last symbols 07L and 07C): expected issue value is VND 7,000 billion
* Maximum term of 08 years (bond group with last symbol 08C): expected issue value is VND 2,000 billion

1. Issue method: Directly issue via the Head Office/Branch/Transaction Office system of Bac A Bank and/or Issuing Agent.

The General Manager or the person authorized by the General Manager will decide on the issue method for each respective round (if any).

1. Bond redemption rights before maturity:

* Bac A Bank has the rights to redeem before maturity all bonds issued at the Redemption Rights Exercise Date. Accordingly, bond owners have the obligation to resell all bonds to Bac A Bank and receive 100% of the bond principal and any unpaid interest arising.
* Redemption Rights Exercise Date from the Issue Date:

For bonds issued in round 1:

* For bond group 07L: 18 months
* For bond group 07C: 2 years
* For bond group 08C: 3 years

From round 2 onwards, the General Manager or the person authorized by the General Manager decides the Redemption Rights Exercise Date for the bond groups in each respective round, ensuring a minimum of 18 months from the Issue Date.

1. Payment method of bond principal and interest:

* Principal: is refunded once on the maturity date, the Redemption Rights Exercise Date, the agreed redemption date, or another due date.
* Interest: is paid in arrears, periodically every 1 year from the Issue Date.

1. Centralized bond registration and bond listing:

* Bonds will be centrally registered at the Vietnam Securities Depository and Clearing Corporation and listed on the trading system of the Hanoi Stock Exchange after the end of the issuance.

1. Capital use plan:

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| --- | --- | --- | --- |
| Round | Capital use purpose | Amount | Capital use progress (expected) |
| 1 | Supplement loan capital for Individual and Institutional customers | VND 2,000 billion | Q1 - Q2/2024 |
| 2 | Supplement loan capital for Individual and Institutional customers | VND 1,500 billion | From Q4/2024 |
| 3 | Supplement loan capital for Individual and Institutional customers | VND 1,500 billion | From Q2/2025 |
| 4 | Supplement loan capital for Individual and Institutional customers | VND 1,500 billion | From Q4/2025 |
| 5 | Supplement loan capital for Individual and Institutional customers | VND 1,500 billion | From Q2/2026 |
| 6 | Supplement loan capital for Individual and Institutional customers | VND 1,000 billion | From Q4/2026 |
| Total | | VND 9,000 billion |  |

The actual amount and time disbursed to customers depends on the volume of bonds successfully issued and the capital borrowing progress implemented by the General Manager or the person authorized by the General Manager depending on the needs of Bac A Bank.

In case the expected proceeds from the offering are not enough to use for all planned purposes, Bac A Bank can use and arrange the capital source via other capital mobilization channels such as: mobilizing deposits from residents and organizations; issuing other valuable papers,... in accordance with the provisions of law to ensure and meet maximum disbursement/borrowing needs on the basis of ensuring the goal of balance, effective and safe use of capital of Bac A Bank.

1. Plan for repaying collected capital:

* Interest payment

Interest collected from the areas that Bac A Bank plans to disburse from the capital source for bond issuance and other legal revenue sources after deducting expenses will be used to pay interest to investors on the condition that the payment does not lead to a loss in Bac A Bank's business results for the year.

* Principal payment

Bac A Bank will use the amount from principal/interest collection of borrowings financed from the capital source for bond issuance and other mobilized capital sources, self-accumulated capital source, and Bac A Bank's business operating profits and financial potential to pay principal at maturity or redeem bonds before maturity.

1. Other content and detailed plans: According to the issue plan and plan for using capital and repaying capital collected from the public offering of bonds of Bac A Commercial Joint Stock Bank (round 2) promulgated by the General Manager on November 30, 2023 that is attached to this Resolution.

‎‎Article 2. Report to the Bac A Bank’s Annual General Meeting of Shareholders 2024 on the plan on the public offering of bonds approved by the Board of Directors and submit to the General Meeting of Shareholders to approve the bond listing of Bac A Commercial Joint Stock Bank for public offering (round 2) on Hanoi Stock Exchange after the end of rounds (expected 06 rounds), ensuring compliance with the provisions of the Law on Securities, documents guiding its implementation, and relevant legal regulations. At the same time, the Board of Directors submits to the General Meeting of Shareholders for approval to authorize the Board of Directors to direct the implementation; and the General Manager to organize and implement the bond listing of Bac A Bank according to the content approved by the General Meeting of Shareholders, ensuring compliance with the regulations of Bac A Commercial Joint Stock Bank and the provisions of law. The General Manager can authorize another person within the assigned scope and authority to implement tasks related to the bond listing on the basis of approval by the General Meeting of Shareholders.

‎‎Article 3. The Board of Directors assigns/authorizes the General Manager to implement relevant tasks, ensuring compliance with Bac A Bank's regulations and the law, including, but not limited to the following:

* Choose the appropriate time to organize and direct the implementation of the issue plan, sign contracts and related documents, complying with the provisions of law;
* Adjust the plan and decide on issues related to the issue plan in accordance with legal regulations;
* Use proceeds from the offering to ensure the interest of Bac A Bank and in accordance with legal regulations;
* Implement centralized bond registration at Vietnam Securities Depository and Clearing Corporation and list bonds on Hanoi Stock Exchange after the end of round;
* Decide on bond redemption before maturity;
* Implement other necessary tasks related to bonds issued to the public in accordance with the law and regulations of Bac A Bank;
* The General Manager can authorize others within the assigned scope and authority to implement the above tasks.

‎‎Article 4. This Resolution takes effect from the date of its signing. Members of the Board of Directors, the General Manager, the Deputy General Manager, Heads of Units and relevant individuals are responsible for implementing this Resolution./.