

No.: 415 /2025/NQQT-NHNA

Ho Chi Minh City, April 11th, 2025**RESOLUTION OF THE BOARD OF DIRECTORS****On the 2025 charter capital increase plan 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;

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 Resolution of the 2025 Annual General Meeting of Shareholders dated March 28th, 2025 of Nam A Commercial Joint Stock Bank;Pursuant to Proposal No. 390/2025/TTr-NHNA-VPĐQT dated April 08th, 2025 of the Office of the BOD on implementing the 2025 charter capital increase Plan 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. 349/2025/UQQT-NHNA dated April 04th, 2025 of the Chairman of the BOD authorizing the Vice Chairwoman of the BOD – Mrs. Vo Thi Tuyet Nga.**HEREBY RESOLVES:****Article 1.** Approve the implementation of the 2025 charter capital increase Plan of Nam A Commercial Joint Stock Bank (Nam A Bank) according to Proposal No. 390/2025/TTr-NHNA-VPĐQT dated April 08th, 2025 of the Office of the Board of Directors, with the following details:

- 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 thousand two hundred and eighty-one billion, three hundred and seventy-six million, three hundred and eighty thousand dong*).
- Charter capital is expected to increase from 13,725,505,530,000 dong (*Thirteen thousand seven hundred and twenty-five billion, five hundred and five million, five hundred and thirty thousand dong*) to 18,006,881,910,000 dong (*Eighteen thousand and six billion, eight hundred and eighty-one million, nine hundred and ten thousand dong*).

- The specific release sequence and plan are as follows:

1. Issuing shares to increase share capital from equity capital:

No.	Contents	Details of issuance plan
1.	Nam A Bank's outstanding shares	1,372,550,553 shares (<i>One billion, three hundred and seventy-two million, five hundred and fifty thousand, five hundred and fifty-three shares</i>).
2.	Number of shares expected to be issued	343,137,638 shares (<i>Three hundred and forty-three million, one hundred and thirty-seven thousand, six hundred and thirty-eight shares</i>).
3.	Total par value	3,431,376,380,000 dong (<i>Three thousand four hundred and thirty-one billion, three hundred and seventy-six million, three hundred and eighty thousand dong</i>).
4.	Issuance rate	25% (343,137,638 shares ÷ 1,372,550,553 shares).
5.	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.
6.	Issuance subjects	Existing shareholders listed on the record date will receive additional shares as per the Board of Directors's Resolution.
7.	Issuance capital	From equity capital (undistributed profit after tax and other funds as prescribed by law as of December 31 st , 2024 based on the 2024 consolidated audited financial statements of Nam A Bank) (*).
8.	Expected issuance time	In 2025, upon obtaining approval from the State Bank of Vietnam and the State Securities Commission.
9.	Expected completion time	In 2025, as prescribed in the Approval Document of the competent State Agencies.
10.	Transfer Restrictions	Additional shares issued to increase share capital from equity capital are not restricted.
11.	Number of shares expected to be in circulation after completing of issuing shares to increase charter capital from equity capital	1,715,688,191 shares (<i>One billion, seven hundred and fifteen million, six hundred and eighty-eight thousand, one hundred and ninety-one shares</i>).

(*)Information on the amount of undistributed profit after tax and other funds as prescribed by law as of December 31st, 2024 based on the 2024 consolidated audited financial statements of Nam A Bank used to issue shares to increase share capital from equity capital is as follows:

No.	Items	Figures as of 31/12/2024 according to Seperate Audited Financial Statements (dong)	Figures as of 31/12/2024 according to Consolidated Audited 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	-
Total amount utilized for charter capital increase				3,431,376,380,000



2. Issuing shares under the Employee Stock Ownership Plan of Nam A Bank (ESOP):

No.	Contents	Details of issuance plan
1.	Number of shares expected to be in circulation after completing of issuing shares to increase charter capital from equity capital	1,715,688,191 shares (<i>One billion, seven hundred and fifteen million, six hundred and eighty-eight thousand, one hundred and ninety-one shares</i>).
2.	Number of shares expected to be issued	85,000,000 shares (<i>Eighty-five million shares</i>).
3.	Total par value	850,000,000,000 dong (<i>Eight hundred fifty billion dong</i>).
4.	Issuance rate	4,954% (85,000,000 shares ÷ 1,715,688,191 shares) (**).
5.	Issuance price	At par value (10,000 dong/share).
6.	Issuance subjects	Officers and employees of Nam A Bank and its subsidiaries (Employees)
7.	Standards for employees eligible to participate in the ESOP Program	<p>Employees with Vietnamese nationality and::</p> <ul style="list-style-type: none"> - 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.
8.	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.

No.	Contents	Details of issuance plan
9.	Issuance Purposes	<ul style="list-style-type: none"> - 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.
10.	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.
11.	Shares Buybacks Terms	Details as specified in the Regulations of issuing shares under the ESOP Program of Nam A Bank.
12.	Expected issuance time	In 2025, upon obtaining approval from the State Bank of Vietnam and the State Securities Commission.
13.	Expected completion time	In 2025, as prescribed in the Approval Document of the competent State Agencies.
14.	Information on the issuance of shares under the ESOP program in the last 12 months	<ul style="list-style-type: none"> - Number of issued shares: 50,000,000 shares (<i>Fifty million shares</i>). - Completion date: October 02nd, 2024.
15.	Number of shares expected to be in circulation after completing of issuing shares	1,800,688,191 shares (<i>One billion, eight hundred million, six hundred and eighty-eight thousand, one hundred and ninety-one shares</i>).

(**)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."

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