



Số: 42/2025/TPB.HĐQT  
No.: 42/2025/TPB.HĐQT

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM  
Độc lập - Tự do - Hạnh phúc  
THE SOCIALIST REPUBLIC OF VIETNAM  
Independence - Freedom - Happiness

Hà Nội, ngày 25 tháng 04 năm 2025  
Hanoi, April 25, 2025

**CÔNG BỐ THÔNG TIN TRÊN CỔNG THÔNG TIN ĐIỆN TỬ CỦA  
ỦY BAN CHỨNG KHOÁN NHÀ NƯỚC VÀ SGDCK TP.HCM  
DISCLOSURE OF INFORMATION ON THE STATE SECURITIES  
COMMISSION'S PORTAL AND HOCHIMINH STOCK EXCHANGE'S PORTAL**

Kính gửi: - Ủy ban Chứng khoán Nhà nước  
- Sở Giao dịch Chứng khoán Thành phố Hồ Chí Minh  
To: - The State Securities Commission  
- The Hochiminh Stock Exchange

- Tên tổ chức: Ngân hàng Thương mại Cổ phần Tiên Phong  
*Organization name: Tien Phong Commercial Joint Stock Bank*
- Mã chứng khoán: TPB  
*Securities Symbol: TPB*
- Địa chỉ trụ sở chính: Tòa nhà TPBank, Số 57, Phố Lý Thường Kiệt, Phường Trần Hưng Đạo, Quận Hoàn Kiếm, Thành phố Hà Nội  
*Address: TPBank Building, No. 57, Ly Thuong Kiet Str., Tran Hung Dao Ward, Hoan Kiem District, Hanoi City*
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- Người thực hiện công bố thông tin: Ông Lê Quang Tiến  
*Submitted by: Mr. Le Quang Tien*  
Chức vụ: Phó Chủ tịch Hội đồng Quản trị  
*Position: Vice Chairman of the Board of Directors*

Loại thông tin công bố: ☒ định kỳ ☐ bất thường ☐ 24h ☐ theo yêu cầu

Information disclosure type: ☒ Periodic ☐ Irregular ☐ 24 hours ☐ On demand

**Nội dung thông tin công bố:** Biên bản họp và Nghị quyết Đại hội đồng cổ đông thường niên năm 2025.

**Content of Information disclosure:** Minutes and Resolution of 2025 Annual General Meeting of Shareholders.

Thông tin này đã được công bố trên trang thông tin điện tử của Ngân hàng vào ngày 25/04/2025 tại đường dẫn: <https://tpb.vn/nha-dau-tu/dai-hoi-dong-co-dong>

*This information was disclosed on Bank's Portal on April 25, 2025 available at: <https://tpb.vn/eng/nha-dau-tu/dai-hoi-dong-co-dong>.*

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*I declare that all information provided in this paper is true and accurate; I shall be legally responsible for any misrepresentation./.*

**Nơi nhận:**

- Như Kính gửi;
- Lưu: VP. HĐQT.

**Recipients:**

- As above;
- Archived by BOD Office.

**Đại diện tổ chức**

**Organization representative**

Người UQ CBTT

Person authorized to disclose information

**PHÓ CHỦ TỊCH HĐQT**

**VICE CHAIRMAN OF THE BOD**



**Lê Quang Tiến**







Số: 01 /2025/BB-TPB.DHĐCĐ  
No.: 01 /2025/BB-TPB.DHĐCĐ

**BIÊN BẢN HỌP**  
**ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NĂM 2025**  
**MEETING MINUTES**  
**2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Hôm nay, ngày 24 tháng 04 năm 2025, Đại hội đồng cổ đông thường niên năm 2025 của Ngân hàng Thương mại Cổ phần Tiên Phong ("**TPBank**") đã được tiến hành họp với những nội dung sau đây/ *Today, April 24, 2025, the 2025 Annual General Meeting of Shareholders of Tien Phong Commercial Joint Stock Bank ( "TPBank" ) was held with the following contents:*

**I. GIỚI THIỆU VỀ TPBANK/ INTRODUCTION**

Tên ngân hàng/	<b>NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN TIÊN PHONG</b>
Name:	<b>TIEN PHONG COMMERCIAL JOINT STOCK BANK</b>
Địa chỉ/ Address:	Tòa nhà TPBank, Số 57, Phố Lý Thường Kiệt, Phường Trần Hưng Đạo, Quận Hoàn Kiếm, Thành phố Hà Nội <i>TPBank Building, No. 57, Ly Thuong Kiet Street, Tran Hung Dao Ward, Hoan Kiem District, Hanoi City</i>
Giấy phép Thành lập và hoạt động/ License	Số 123/GP-NHNN do Ngân hàng Nhà nước Việt Nam cấp lần đầu ngày 05/05/2008
for Establishment and Operation:	<i>No. 123/GP-NHNN issued by the State Bank of Vietnam for the first time on May 5, 2008</i>
Mã số doanh nghiệp/ Business registration	Số 0102744865 do Sở Kế hoạch và Đầu tư Thành phố Hà Nội cấp lần đầu ngày 12/05/2008
No.:	<i>No. 0102744865 issued by Hanoi Department of Planning and Investment for the first time on May 12, 2008</i>

**II. THỜI GIAN/ TIME**

Đại hội đồng cổ đông bắt đầu họp từ 08h30 sáng ngày 24 tháng 04 năm 2025/ *The General Meeting of Shareholders begins from 8:30 am on April 24, 2025*

**III. ĐỊA ĐIỂM/ VENUE**

Đại hội đồng cổ đông được tổ chức họp tại Phòng họp Dragon Hall – Tầng 12A, Tòa nhà DOJ, số 5 Lê Duẩn, Phường Điện Biên, Quận Ba Đình, Thành phố Hà Nội/ *The General*

*Meeting of Shareholders was held at Dragon Hall Meeting Room - Floor 12A, DOJ Tower, No. 5 Le Duan, Dien Bien Ward, Ba Dinh District, Hanoi City*

#### **IV. THÀNH PHẦN THAM DỰ/ PARTICIPANTS**

**1. Cổ đông/ Shareholders:**

- Tổng số cổ đông được mời tham dự: 100%/ *Total number of shareholders invited to attend: 100%*

- Tổng số cổ đông trực tiếp và ủy quyền tham dự: 265 cổ đông/ *Total number of direct and authorized shareholders attending: 265 shareholders*

- Đại diện cho: 1.888.099.108 cổ phần phổ thông, tương đương với 71,47% tổng số cổ phần có quyền biểu quyết của TPBank/ *Representing: 1,888,099,108 ordinary shares, equivalent to 71.47% of TPBank's total voting shares*

**2. Khách mời: Đại diện Ngân hàng Nhà nước Việt Nam ("NHNN")/ *Guests: Representatives from the State Bank of Vietnam ("SBV")***

- Bà Hoàng Huyền Châm – Phó Giám đốc NHNN Chi nhánh Khu vực 1/ *Mrs. Hoang Huyen Cham – Deputy Director of the SBV, Region 1 Branch*

- Ông Phạm Anh Khoa – Quyền Trưởng phòng – Phòng Quản lý, giám sát ngân hàng và chi nhánh ngân hàng nước ngoài, NHNN Chi nhánh Khu vực 1/ *Mr. Pham Anh Khoa – Acting Head of Department – Department of Management and Supervision of Banks and Foreign Bank Branches, SBV, Region 1 Branch*

- Bà Võ Thị Thu Hương – Phó Trưởng phòng, Cục Quản lý giám sát các tổ chức tín dụng, NHNN Việt Nam/ *Mrs. Vo Thi Thu Huong – Deputy Head of Department, Department of Management and Supervision of Credit Institutions, SBV*

- Bà Nông Bích Diệp – Chuyên viên, Cục Quản lý giám sát các tổ chức tín dụng, NHNN Việt Nam/ *Ms. Nong Bich Diep – Specialist, Department of Management and Supervision of Credit Institutions, SBV*

#### **V. DIỄN BIẾN/ DEVELOPMENTS**

**1. Thủ tục khai mạc/ Opening procedures**

1.1. Đại hội đồng cổ đông làm lễ chào cờ và tuyên bố lý do tổ chức họp/ *The General Meeting of Shareholders held a flag-raising ceremony and announced the reason for holding the meeting.*

1.2. Bà Nguyễn Thị Thu Hương - Trưởng Ban Kiểm soát thay mặt Ban Kiểm soát báo cáo kết quả thẩm tra tư cách đại biểu tham dự họp Đại hội đồng cổ đông và kết luận: cuộc họp Đại hội đồng cổ đông được tổ chức hợp lệ và có đủ điều kiện tiến hành họp theo đúng quy định của pháp luật và Điều lệ của TPBank/ *Ms. Nguyen Thi Thu Huong - Head of the Supervisory Board, on behalf of the Supervisory Board, reported the results of verifying the eligibility of delegates to attend the General Meeting of Shareholders and concluded: the General Meeting of*



*Shareholders was held validly and have enough conditions to conduct meetings in accordance with the provisions of law and TPBank's Charter.*

1.3. Đại hội đồng cổ đông nhất trí thông qua kết quả thẩm tra tư cách đại biểu tham dự họp Đại hội đồng cổ đông/ *The General Meeting of Shareholders unanimously approved the results of verifying the eligibility of delegates to attend the General Meeting of Shareholders.*

1.4. Ban Tổ chức đã đề cử và đề nghị Đại hội đồng cổ đông thông qua thành phần Đoàn Chủ tịch, Ban Thư ký, Ban Kiểm phiếu của cuộc họp, cụ thể như sau/ *The Organizing Committee has nominated and recommended that the General Meeting of Shareholders approve the members of the Presidium, Secretariat, and Voting Committee of the meeting, specifically as follows:*

**a) Đoàn Chủ tịch/ Presidium:**

- Ông Đỗ Minh Phú - Chủ tịch Hội đồng Quản trị ("HDQT"): Chủ tọa/ *Mr. Do Minh Phu - Chairman of the Board of Directors ("BOD"): Chairperson*
- Ông Lê Quang Tiến - Phó Chủ tịch HDQT/ *Mr. Le Quang Tien - Vice Chairman of the BOD*
- Bà Nguyễn Thị Thu Hương - Trưởng Ban Kiểm soát/ *Ms. Nguyen Thi Thu Huong - Head of the Supervisory Board*
- Ông Nguyễn Hưng - Tổng Giám đốc/ *Mr. Nguyen Hung - Chief Executive Officer*

**b) Ban Thư ký/ Secretariat:**

- Ông Nguyễn Hữu Thanh - Trưởng Ban Thư ký/ *Mr. Nguyen Huu Thanh - Head of the Secretariat*
- Bà Nguyễn Thị Thanh Tâm - Thành viên/ *Ms. Nguyen Thi Thanh Tam - Member*

**c) Ban Kiểm phiếu/ The voting committee:**

- Bà Nguyễn Thị Ngọc Tú - Trưởng Ban kiểm phiếu/ *Ms. Nguyen Thi Ngoc Tu - Head of the Voting Committee*
- Bà Nguyễn Hoài Giang - Thành viên/ *Ms. Nguyen Hoai Giang - Member*
- Ông Phạm Quang Hưng - Thành viên/ *Mr. Pham Quang Hung - Member*

d) Đại hội đồng cổ đông nhất trí thông qua Danh sách Đoàn Chủ tịch, Ban Thư ký, Ban Kiểm phiếu theo đề cử của Ban Tổ chức bằng hình thức giơ phiếu biểu quyết với tỷ lệ tán thành của 100% cổ đông tham dự họp Đại hội đồng cổ đông/ *The General Meeting of Shareholders unanimously approved the List of Presidium, Secretariat, and Voting Committee as nominated by the Organizing Committee by raising votes with the approval rate of 100% of shareholders attending the General Meeting of Shareholders.*

**2. Đề nghị thông qua chương trình và nội dung họp Đại hội đồng cổ đông/ Approval of the agenda and contents of the General Meeting of Shareholders**

2.1. Ban Tổ chức đề nghị Đại hội đồng cổ đông xem xét và biểu quyết thông qua Chương trình họp và các nội dung cần biểu quyết thông qua tại tài liệu họp Đại hội đồng cổ đông, cụ thể/ *The Organizing Committee requests that the General Meeting of Shareholders consider and vote to*



approve the Meeting Agenda and the contents that need to be voted in meeting documents, specifically:

<u>Nội dung 1/</u> <u>Content 1:</u>	Báo cáo của HĐQT, bao gồm/ <i>Reports of the BOD, including:</i> a) Báo cáo hoạt động năm 2024 và Kế hoạch năm 2025 của HĐQT/ <i>The report on 2024 operations and 2025 targets of the BOD.</i> b) Báo cáo hoạt động của Thành viên HĐQT độc lập và đánh giá của Thành viên HĐQT độc lập về hoạt động của HĐQT năm 2024/ <i>The report on activities of the BOD's independent member and the evaluation of the BOD's independent member on BOD's operations in 2024.</i> c) Báo cáo sử dụng ngân sách năm 2024 và Kế hoạch ngân sách năm 2025 của HĐQT/ <i>The report on 2024 budget implementation and 2025 budget plan of the BOD.</i>
<u>Nội dung 2/</u> <u>Content 2:</u>	Báo cáo kết quả hoạt động, chỉ tiêu kinh doanh năm 2024 và kế hoạch kinh doanh năm 2025 của Ban Điều hành/ <i>The report of 2024 business performance and 2025 business plan of the Board of Management.</i>
<u>Nội dung 3/</u> <u>Content 3:</u>	Báo cáo của Ban Kiểm soát, bao gồm/ <i>Reports of the Supervisory Board, including:</i> a) Báo cáo kết quả hoạt động năm 2024 và công tác trọng tâm năm 2025 của Ban Kiểm soát/ <i>The report on 2024 operations and 2025 targets of the Supervisory Board.</i> b) Báo cáo sử dụng ngân sách năm 2024, kế hoạch ngân sách năm 2025 của Ban Kiểm soát/ <i>The report on 2024 budget implementation, 2025 budget plan of the Supervisory Board.</i>
<u>Nội dung 4/</u> <u>Content 4:</u>	Một số nội dung thuộc thẩm quyền phê duyệt của Đại hội đồng cổ đông/ <i>Some contents under the authority of the General Meeting of Shareholders:</i> a) Báo cáo tài chính năm 2024 đã được kiểm toán của TPBank/ <i>TPBank's 2024 audited financial statements.</i> b) Phương án phân phối lợi nhuận và trích lập các quỹ theo quy định năm 2024/ <i>2024 profit distribution plan.</i> c) Lựa chọn tổ chức kiểm toán độc lập cho năm tài chính 2026/ <i>Select an independent auditing organization for 2026 fiscal year.</i> d) Một số nội dung khác theo quy định của pháp luật/ <i>Other contents as prescribed by law.</i>
<u>Nội dung 5/</u> <u>Content 5:</u>	Phương án chi trả cổ tức bằng tiền mặt và Phương án tăng vốn điều lệ năm 2025/ <i>The cash dividend payment plan and the plan to increase charter capital in 2025</i>
<u>Nội dung 6/</u> <u>Content 6:</u>	Miễn nhiệm thành viên HĐQT nhiệm kỳ 2023 – 2028/ <i>Dismissal of the BOD's member for the term 2023 – 2028</i>
<u>Nội dung 7/</u> <u>Content 7:</u>	Phương án khắc phục dự kiến trong trường hợp được can thiệp sớm/ <i>The proposed remedial plan in the event of early intervention</i>



2.2. Ngoài các nội dung nêu trên, không có cổ đông hoặc nhóm cổ đông nào có kiến nghị đưa thêm các nội dung, chương trình khác vào nội dung, chương trình họp của Đại hội đồng cổ đông. Đại hội đồng cổ đông nhất trí 100% ý kiến thông qua nội dung, chương trình họp của Đại hội đồng cổ đông/ *In addition to the above contents, no shareholder or group of shareholders has proposed to add other contents or programs to the content and agenda of the General Meeting of Shareholders. The General Meeting of Shareholders unanimously agreed with 100% of opinions to approve the content and agenda of the General Meeting of Shareholders.*

### **3. Nội dung chi tiết/ Details**

#### **3.1.Trình bày các Báo cáo của HĐQT bao gồm/ Presentation of reports of the BOD includes:**

a) Báo cáo hoạt động năm 2024 và Kế hoạch năm 2025 của HĐQT/ *The report on 2024 operations and 2025 targets of the BOD.*

Thay mặt HĐQT, Ông Đỗ Minh Phú - Chủ tịch HĐQT trình bày Báo cáo hoạt động năm 2024 và Kế hoạch năm 2025 của HĐQT/ *On behalf of the BOD, Mr. Do Minh Phu - Chairman of the BOD presented The report on 2024 operations and 2025 targets of the BOD.*

b) Báo cáo hoạt động của Thành viên HĐQT độc lập và đánh giá của Thành viên HĐQT độc lập về hoạt động của HĐQT năm 2024/ *The report on activities of the BOD's independent member and the evaluation of the BOD's independent member on BOD's operations in 2024.*

Thay mặt HĐQT, Bà Võ Bích Hà - Thành viên HĐQT độc lập trình bày Báo cáo hoạt động của Thành viên HĐQT độc lập và đánh giá của Thành viên HĐQT độc lập về hoạt động của HĐQT năm 2024/ *On behalf of the BOD, Ms. Vo Bich Ha - the BOD's independent member presented The report on activities of the BOD's independent member and the evaluation of the BOD's independent member on BOD's operations in 2024.*

c) Báo cáo sử dụng ngân sách năm 2024 và Kế hoạch ngân sách năm 2025 của HĐQT/ *The report on 2024 budget implementation and 2025 budget plan of the BOD*

Thay mặt HĐQT, Ông Lê Quang Tiến - Phó Chủ tịch HĐQT, trình bày Báo cáo sử dụng ngân sách năm 2024 và Kế hoạch ngân sách năm 2025 của HĐQT/ *On behalf of the BOD, Mr. Le Quang Tien - Vice Chairman of the BOD, presented The report on 2024 budget implementation and 2025 budget plan of the BOD.*

#### **3.2.Trình bày Báo cáo của Ban Điều hành/ Presentation of the Board of Management:**

Thay mặt Ban Điều hành, Ông Nguyễn Hưng - Tổng Giám đốc trình bày Báo cáo kết quả hoạt động, chỉ tiêu kinh doanh năm 2024 và kế hoạch kinh doanh năm 2025 của Ban Điều hành/ *On behalf of the Board of Management, Mr. Nguyen Hung - Chief Executive Officer presented The report of 2024 business performance and 2025 business plan of the Board of Management.*

#### **3.3.Trình bày các Báo cáo của Ban Kiểm soát/ Presentation of reports of the Supervisory Board:**

Thay mặt Ban Kiểm soát, Bà Nguyễn Thị Thu Hương - Trưởng Ban Kiểm soát trình bày/ *On behalf of the Supervisory Board, Ms. Nguyen Thi Thu Huong - Head of the Supervisory Board presented:*



a) Báo cáo kết quả hoạt động năm 2024 và công tác trọng tâm năm 2025 của Ban Kiểm soát/ *The report on 2024 operations and 2025 targets of the Supervisory Board.*

b) Báo cáo sử dụng ngân sách năm 2024, kế hoạch ngân sách năm 2025 của Ban Kiểm soát/ *The report on 2024 budget implementation, 2025 budget plan of the Supervisory Board.*

**3.4.Trình bày về một số nội dung thuộc thẩm quyền phê duyệt của Đại hội đồng cổ đông/ *Presentation of some contents under the authority of the General Meeting of Shareholders***

Thay mặt HĐQT, Bà Nguyễn Thị Mai Suong – Thành viên HĐQT trình bày về một số nội dung thuộc thẩm quyền phê duyệt của Đại hội đồng cổ đông, bao gồm/ *On behalf of the BOD, Ms. Nguyen Thi Mai Suong - the BOD's member presented some contents under the authority of the General Meeting of Shareholders, including:*

a) Báo cáo tài chính năm 2024 đã được kiểm toán của TPBank/ *TPBank's 2024 audited financial statements.*

b) Phương án phân phối lợi nhuận và trích lập các quỹ theo quy định năm 2024/ *2024 profit distribution plan.*

c) Lựa chọn tổ chức kiểm toán độc lập cho năm tài chính 2026/ *Select an independent auditing organization for 2026 fiscal year.*

d) Một số nội dung khác theo quy định của pháp luật/ *Other contents as prescribed by law.*

**3.5.Trình bày về Phương án chi trả cổ tức bằng tiền mặt và Phương án tăng vốn điều lệ năm 2025/ *Presentation of The cash dividend payment plan and the plan to increase charter capital in 2025***

Thay mặt HĐQT, Ông Lê Quang Tiến – Phó Chủ tịch HĐQT trình bày về Phương án chi trả cổ tức bằng tiền mặt và Phương án tăng vốn điều lệ năm 2025/ *On behalf of the BOD, Mr. Le Quang Tien - Vice Chairman of the BOD presented The cash dividend payment plan and the plan to increase charter capital in 2025.*

**3.6.Trình bày về việc Miễn nhiệm thành viên HĐQT nhiệm kỳ 2023 – 2028/ *Presentation of Dismissal of the BOD's member for the term 2023 - 2028***

Thay mặt HĐQT, Ông Lê Quang Tiến – Phó Chủ tịch HĐQT trình bày về việc Miễn nhiệm thành viên HĐQT nhiệm kỳ 2023 – 2028/ *On behalf of the BOD, Mr. Le Quang Tien - Vice Chairman of the BOD presented Dismissal of the BOD's member for the term 2023 – 2028.*

**3.7.Trình bày về Phương án khắc phục dự kiến trong trường hợp được can thiệp sớm/ *Presentation of The expected remedial plan in case of early intervention***

Thay mặt HĐQT, Bà Võ Bích Hà - Thành viên HĐQT độc lập trình bày về Phương án khắc phục dự kiến trong trường hợp được can thiệp sớm/ *On behalf of the BOD, Ms. Vo Bich Ha - the BOD's independent member presented The expected remedial plan in case of early intervention.*

**4. Thảo luận/ *Discussion***

Đoàn Chủ tịch điều hành việc thảo luận/ *The Presidium moderates the discussion.*



**a) Các câu hỏi của Cổ đông/ Questions from Shareholders:**

**(i) Cổ đông:**

- Tác động của thương chiến Mỹ - Trung sẽ có tác động đến doanh nghiệp FDI và doanh nghiệp trong nước, đề nghị TPBank cho biết tỷ trọng cấp tín dụng cho các doanh nghiệp này trong TPBank là như thế nào? Biện pháp nào để hỗ trợ các doanh nghiệp này?/ *The impact of the US-China trade war will have an impact on FDI enterprises and domestic enterprises. TPBank is requested to inform us about the proportion of credit granted to these enterprises in TPBank. What measures are there to support these enterprises?*

- Hạn mức tín dụng của TPBank đến nay là bao nhiêu? Tăng trưởng tín dụng đến từ đâu?/ *What is TPBank's credit limit so far? Where does credit growth come from?*

**(ii) Cổ đông:**

- Tôi là trái chủ của trái phiếu do Công ty Hưng Thịnh Quy Nhơn phát hành. Những vi phạm về trái phiếu của TPBank có kế hoạch xử lý thế nào? Trái chủ đã muốn gặp và làm việc với Ban Lãnh đạo ngân hàng mà vẫn không được gặp/ *I am a bondholder of bonds issued by Hung Thinh Quy Nhon Company. How does TPBank plan to handle bond violations? The bondholder wanted to meet and work with the bank's management but was not able to meet.*

- Chúng tôi là cổ đông nhưng không nhận được thông tin cuộc họp ngày hôm nay, hôm qua phải tìm đến Ngân hàng để xin xác nhận mời họp. Thực tế, app của TPBank trong năm qua cũng hay gặp lỗi, như vậy hoạt động số hóa ngân hàng có hiệu quả đến đâu?/ *We are shareholders but did not receive information about today's meeting, yesterday we had to go to the Bank to ask for confirmation of the meeting invitation. In fact, TPBank's app has often had errors in the past year, so how effective is the digitalization of banking?*

**(iii) Cổ đông:**

- Trước tình hình xung đột địa chính trị hay thương chiến Mỹ - Trung, TPBank dự đoán thế nào về tác động của những xung đột này? TPBank có chiến lược gì để ứng phó với các tác động đó?/ *In geopolitical conflicts or the US-China trade war, how does TPBank predict the impact of these conflicts? What strategies does TPBank have to respond to these impacts?*

**(iv) Cổ đông:**

- Tin tưởng vào cổ đông là Ông Đỗ Minh Phú làm vàng bạc và Ông Nguyễn Hưng từng là lãnh đạo của nhiều ngân hàng lớn, không có gì mà không gửi tiền hay sử dụng dịch vụ của TPBank. Tôi đề nghị chia cổ tức đảo lại (10% cổ phiếu, 5% tiền mặt), mời cổ đông chiến lược nước ngoài vào để tăng nhanh vốn điều lệ, có kế hoạch làm cho cổ đông yên lòng, vì nếu thấy giá cổ phiếu xuống thì cổ đông không yên tâm/ *Trusting shareholders like Mr. Do Minh Phu who is in the gold and silver business and Mr. Nguyen Hung who used to be the leader of many big banks, there is no reason not to deposit money or use TPBank's services. I propose to re-distribute dividends (10% in shares, 5% in cash), invite foreign strategic shareholders to quickly increase charter capital, have a plan to reassure shareholders, because if the stock price drops, shareholders will not be reassured.*



(v) Cổ đông:

- NHNN nhiều lần hạ lãi suất điều hành, vậy trong thời gian tới TPBank có chiến lược gì để duy trì biên lợi nhuận?/ *The SBV has repeatedly lowered operating interest rates, so what strategy does TPBank have in the coming time to maintain profit margins?*

**b) Trao đổi của Đoàn Chủ tịch/ Discussion of the Presidium:**

- Thương chiến sẽ có nhiều yếu tố phức tạp và khó lường. Với TPBank, tổng danh mục dư nợ có khoảng 10.800 tỷ đồng là các doanh nghiệp xuất khẩu sang Mỹ nên mức độ ảnh hưởng đến các khách hàng này không nhiều, TPBank cũng đã rà soát lại để tránh ảnh hưởng. Khi thuế suất cao thì việc tìm kiếm biên lợi nhuận cho hàng xuất sang Mỹ là rất khó khăn. Phân khúc FDI chủ yếu sử dụng kênh thanh toán và dịch vụ, chứ không vay (FDI hay vay ở các ngân hàng chính quốc). Đến hết quý 1, TPBank đạt lợi nhuận hơn 2 nghìn tỷ đồng (tăng tín dụng 3,6%); hạn mức tăng trưởng tín dụng 15,85%/ *The trade war will have many complex and unpredictable factors. For TPBank, the total outstanding loan portfolio has about 10,800 billion VND of enterprises exporting to the US, so the impact on these customers is not much, TPBank has also reviewed to avoid impact. When the tax rate is high, finding profit margins for goods exported to the US is very difficult. The FDI segment mainly uses payment and service channels, not loans (FDI loans from domestic banks). By the end of the first quarter, TPBank achieved a profit of more than 2 trillion VND (credit growth of 3.6%); credit growth limit of 15.85%.*

- Việc trái phiếu của Hưng Thịnh không liên quan đến TPBank. Chúng ta là nhà nước pháp quyền, nếu không thỏa mãn với các trao đổi thì sẽ đưa ra cơ quan pháp luật xử lý. Ngân hàng không liên quan nên có muốn giải quyết cũng không giải quyết được, khách hàng hay cổ đông không nên đến Ngân hàng để quấy nhiễu, gây cản trở kinh doanh, ảnh hưởng đến quyền lợi, lợi ích của khách hàng và cổ đông khác/ *Hung Thinh's bonds are not related to TPBank. We are a state of law, if you are not satisfied with the exchanges, we will bring it to the law enforcement agency for handling. The bank is not involved, so even if we want to resolve it, we cannot resolve it. Customers or shareholders should not come to the bank to harass, hinder business, and affect the rights and interests of other customers and shareholders.*

- Ngân hàng đã số hóa, tài liệu họp đại hội đồng cổ đông đã được đăng tải trên trang web của Ngân hàng theo đúng quy định của pháp luật/ *The Bank has digitized and posted documents of General shareholders' meeting on the Bank's website in accordance with the law.*

- Khi Mỹ áp thuế đối ứng, TPBank đã tổ chức một số cuộc họp để đánh giá tác động của sự kiện này. Với tâm thế sẵn sàng ứng phó, chia sẻ khó khăn với khách hàng, nếu không hẳn đạt được 9 nghìn tỷ đồng lợi nhuận, TPBank mong rằng cổ đông cũng sẵn sàng chia sẻ với Ngân hàng. Mục tiêu an toàn cho hệ thống Ngân hàng được đặt lên trước mục tiêu lợi nhuận. Đến tháng 06/2025 nếu tình hình thay đổi thì Ngân hàng sẽ có những điều chỉnh phù hợp/ *When the US imposed reciprocal tariffs, TPBank held several meetings to assess the impact of this event. With the mindset of being ready to respond and share difficulties with customers, if not achieving 9 trillion VND in profit, TPBank hopes that shareholders are also willing to share*



with the Bank. The goal of safety for the banking system is placed before the profit target. By June 2025, if the situation changes, the bank will make appropriate adjustments.

- Tài sản của TPBank không phải được bảo đảm bằng vàng mà là uy tín bằng vàng. TPBank có 5 giá trị cốt lõi Liêm – Sảng – Cầu – Hợp – Bền. Còn việc làm sao tăng tỷ lệ sở hữu nước ngoài thì phụ thuộc vào quy định của pháp luật do hiện nay đã kín room ngoại/ *TPBank's assets are not guaranteed by gold but by its reputation by gold. TPBank has 5 core values: Integrity - Creativity - Progression - Synergy - Endurance. As for how to increase the foreign ownership ratio, it depends on the provisions of laws because the foreign room is currently full.*

- Chính phủ, Thủ tướng và NHNN đang chỉ đạo quyết liệt về việc hạ lãi suất cho vay (không được tăng lãi suất huy động). Theo đó, chính sách tiền tệ có thể được nới lỏng. TPBank hiện đang chủ động các giải pháp như tăng CASA, có một cơ cấu vốn hợp lý để tăng trưởng/ *The Government, Prime Minister and SBV are strongly directing to reduce lending interest rates (not to increase deposit interest rates). Accordingly, monetary policy can be loosened. TPBank is currently taking proactive measures such as increasing CASA, having a reasonable capital structure for growth.*

## **5. Biểu quyết/ Voting**

Đại hội đồng cổ đông tiến hành biểu quyết các nội dung đã trình bày tại Mục 3 nêu trên/ *The General Meeting of Shareholders voted on contents presented in Section 3 above.*

## **6. Nghỉ giải lao/ Tea break**

Đại hội đồng cổ đông tiến hành nghỉ giải lao/ *The General Meeting of Shareholders took a tea break.*

## **7. Phát biểu của NHNN/ Statement of the SBV**

a) Bà Hoàng Huyền Châm – Phó Giám đốc NHNN Chi nhánh Khu vực 1/ *Mrs. Hoang Huyen Cham – Deputy Director of the SBV, Region 1 Branch*

- Mặc dù khó khăn, nhưng TPBank đạt được những kết quả rất tích cực, với những con số đáng chú ý, ấn tượng, vượt mức trung bình ngành. Rủi ro được kiểm soát tốt, tỷ lệ nợ xấu thấp. Điều này minh chứng cho những thế mạnh và thành tựu của TPBank trong những năm qua (dịch vụ phi tín dụng được mở rộng; gia tăng hàm lượng công nghệ trong mọi sản phẩm, dịch vụ, gắn kết được khách hàng hiện hữu, thu hút khách hàng mới). TPBank xứng đáng là ngân hàng đi đầu trong lĩnh vực số hóa của ngành, xin biểu dương TPBank/ *Despite the difficulties, TPBank achieved very positive results, with remarkable, impressive figures, exceeding the industry average. Risks were well controlled, bad debt ratio was low. This demonstrates TPBank's strengths and achievements in recent years (non-credit services were expanded; technology content in all products and services was increased, existing customers were engaged, and new customers were attracted). TPBank deserves to be the leading bank in the digitalization field of the industry, I would like to commend TPBank.*

- Đề nghị TPBank thực hiện một số nội dung sau/ *Propose TPBank to implement the following contents:*



+ Chấp hành nghiêm chỉnh quy định, chỉ đạo của NHNN trên mọi lĩnh vực/ *Strictly comply with the regulations and instructions of the SBV in all areas.*

+ Nâng cao năng lực quản trị rủi ro, các yêu cầu về giám sát an toàn hệ thống/ *Improve risk management capacity, requirements on system safety supervision.*

+ Thực hiện giải pháp phát triển tín dụng an toàn và hiệu quả, tăng trưởng tín dụng đi đôi với giám sát, chuyển đổi xanh, kinh tế số/ *Implement solutions for safe and effective credit development, credit growth coupled with supervision, green transformation, digital economy.*

+ Dịch vụ tài chính ngân hàng hiện đại, an ninh mạng, đảm bảo quyền lợi khách hàng/ *Modern banking and financial services, network security, ensuring customer rights.*

+ Giữ vững bản sắc của TPBank (trẻ, năng động, sáng tạo, luôn tiên phong, gắn hoạt động với an sinh xã hội)/ *Maintain the identity of TPBank (young, dynamic, creative, always pioneering, linking activities with social security).*

Tôi tin tưởng TPBank sẽ có một năm 2025 thành công rực rỡ, NHNN sẽ luôn tạo điều kiện cho TPBank trong khuôn khổ pháp luật/ *I believe that TPBank will have a successful 2025, the SBV will always create favorable conditions for TPBank within the legal framework.*

b) Ông Đỗ Minh Phú đại diện cho TPBank đáp từ/ *Mr. Do Minh Phu, representing TPBank, responded.*

- Luôn đặt mục tiêu quản trị, đảm bảo chất lượng tín dụng, chất lượng tài sản an toàn, chấp nhận giảm lợi nhuận để trích lập dự phòng/ *Always set management goals, ensure credit quality, safe asset quality, accept profit reduction to set up provisions.*

- Trách nhiệm xã hội là trách nhiệm với khách hàng (khách hàng là trung tâm, đem lại những gì tốt nhất cho khách hàng); trách nhiệm với cổ đông; trách nhiệm với cán bộ nhân viên; trách nhiệm ESG/ *Social responsibility is responsibility to customers (customers are the center, bringing the best to customers); responsibility to shareholders; responsibility to staff; ESG responsibility.*

- Mỗi lần tham dự đại hội đồng cổ đông, các đại biểu đều thấy được sự lớn mạnh của TPBank. Điều này có được là do sự quan tâm, chỉ đạo của lãnh đạo NHNN trên địa bàn. TPBank cam kết sẽ thực hiện đúng và đầy đủ các chỉ đạo của NHNN/ *Every time attending the General shareholders' meeting, delegates see the growth of TPBank. This is due to the attention and direction of the SBV leaders in the area. TPBank commits to properly and fully implementing the SBV's instructions.*

## **8. Công bố kết quả kiểm phiếu/ *Announcement of voting results***

Bà Nguyễn Thị Ngọc Tú - Trưởng Ban kiểm phiếu công bố kết quả kiểm phiếu, cụ thể như sau/ *Ms. Nguyen Thi Ngoc Tu - Head of the Voting Committee announced the results of the vote counting, specifically as follows:*

Kết quả biểu quyết đối với các nội dung họp Đại hội đồng cổ đông tại Mục 3 Phần V Biên bản này như sau/ *The voting results for the contents of the General Meeting of Shareholders in Section 3, Part V of this Minutes are as follows:*



- Số phiếu phát ra: 265 phiếu, tương ứng với 1.888.099.108 cổ phần, chiếm 100% tổng số cổ phần có quyền biểu quyết tại cuộc họp Đại hội đồng cổ đông/ *Number of votes issued: 265 votes, corresponding to 1,888,099,108 shares, accounting for 100% of the total number of voting shares at the General Meeting of Shareholders;*

- Số phiếu thu về: 166 phiếu, tương ứng với 1.886.496.212 cổ phần, chiếm 99,915% tổng số cổ phần có quyền biểu quyết tại cuộc họp Đại hội đồng cổ đông/ *Number of votes received: 166 votes, corresponding to 1,886,496,212 shares, accounting for 99.915% of the total number of voting shares at the General Meeting of Shareholders;*

- Số phiếu không hợp lệ: 13 phiếu, tương ứng với 1.005.301 cổ phần, chiếm 0,053% tổng số cổ phần có quyền biểu quyết tại cuộc họp Đại hội đồng cổ đông/ *Number of invalid votes: 13 vote, corresponding to 1,005,301 shares, accounting for 0.053% of the total number of voting shares at the General Meeting of Shareholders;*

- Số phiếu hợp lệ: 153 phiếu tương ứng với 1.885.490.911 cổ phần, chiếm 99,862% tổng số cổ phần có quyền biểu quyết tại cuộc họp Đại hội đồng cổ đông/ *Number of valid votes: 153 votes corresponding to 1,885,490,911 shares, accounting for 99.862% of the total voting shares at the General Meeting of Shareholders.*

STT No.	Nội dung Contents	Đồng ý Agree	Không đồng ý Disagree	Không có ý kiến No ideas	Không hợp lệ Invalid
1	Báo cáo của HĐQT, bao gồm/ <i>Reports of the BOD, including:</i>	99,859%	0,002%	0,000%	0,053%
	a) Báo cáo hoạt động năm 2024 và Kế hoạch năm 2025 của HĐQT/ <i>The report on 2024 operations and 2025 targets of the BOD.</i>				
	b) Báo cáo hoạt động của Thành viên HĐQT độc lập và đánh giá của Thành viên HĐQT độc lập về hoạt động của HĐQT năm 2024/ <i>The report on activities of the BOD's independent member and the evaluation of the BOD's independent member on BOD's operations in 2024.</i>	99,859%	0,002%	0,000%	0,053%
	c) Báo cáo sử dụng ngân sách năm 2024 và Kế hoạch ngân sách năm 2025 của HĐQT/ <i>The report on 2024 budget implementation and 2025 budget plan of the BOD.</i>	99,853%	0,002%	0,006%	0,053%



STT No.	Nội dung Contents	Đồng ý Agree	Không đồng ý Disagree	Không có ý kiến No ideas	Không hợp lệ Invalid
2	Báo cáo kết quả hoạt động, chỉ tiêu kinh doanh năm 2024 và kế hoạch kinh doanh năm 2025 của Ban Điều hành/ <i>The report of 2024 business performance and 2025 business plan of the Board of Management.</i>	99,859%	0,002%	0,000%	0,053%
3	Báo cáo của Ban Kiểm soát, bao gồm/ <i>Reports of the Supervisory Board, including:</i> a) Báo cáo kết quả hoạt động năm 2024 và công tác trọng tâm năm 2025 của Ban Kiểm soát/ <i>The report on 2024 operations and 2025 targets of the Supervisory Board.</i> b) Báo cáo sử dụng ngân sách năm 2024, kế hoạch ngân sách năm 2025 của Ban Kiểm soát/ <i>The report on 2024 budget implementation, 2025 budget plan of the Supervisory Board.</i>	99,859%	0,002%	0,000%	0,053%
4	Một số nội dung thuộc thẩm quyền phê duyệt của Đại hội đồng cổ đông theo Tờ trình số 02/2025/TTr-TPB.HĐQT ngày 18/04/2025 của Hội đồng Quản trị/ <i>Some contents under the authority of the General Meeting of Shareholders according to Proposal of the Board of Directors No. 02/2025/TTr-TPB.HĐQT dated April 18, 2025:</i> a) Báo cáo tài chính năm 2024 đã được kiểm toán của TPBank/ <i>TPBank's 2024 audited financial statements.</i> b) Phương án phân phối lợi nhuận và trích lập các quỹ theo quy định năm 2024/ <i>2024 profit distribution plan.</i>	99,637%	0,222%	0,002%	0,053%



STT No.	Nội dung Contents	Đồng ý Agree	Không đồng ý Disagree	Không có ý kiến No ideas	Không hợp lệ Invalid
	c) Lựa chọn tổ chức kiểm toán độc lập cho năm tài chính 2026/ <i>Select an independent auditing organization for 2026 fiscal year.</i> d) Một số nội dung khác theo quy định của pháp luật/ <i>Other contents as prescribed by law.</i>				
5	Phương án chi trả cổ tức bằng tiền mặt và Phương án tăng vốn điều lệ năm 2025 theo Tờ trình số 03/2025/TTr-TPB.HĐQT ngày 18/04/2025 của Hội đồng Quản trị/ <i>The cash dividend payment plan and the plan to increase charter capital in 2025 according to Proposal of the Board of Directors No. 03/2025/TTr-TPB.HĐQT dated April 18, 2025</i>	99,518%	0,343%	0,000%	0,053%
6	Miễn nhiệm thành viên HĐQT nhiệm kỳ 2023 – 2028 theo Tờ trình số 05/2025/TTr-TPB.HĐQT ngày 21/04/2025 của Hội đồng Quản trị/ <i>Dismissal of the BOD's member for the term 2023 – 2028 according to Proposal of the Board of Directors No. 05/2025/TTr-TPB.HĐQT dated April 21, 2025</i>	99,296%	0,564%	0,002%	0,053%
7	Phương án khắc phục dự kiến trong trường hợp được can thiệp sớm theo Tờ trình số 04/2025/TTr-TPB.HĐQT ngày 18/04/2025 của Hội đồng Quản trị/ <i>The expected remedial plan in case of early intervention according to Proposal of the Board of Directors No. 04/2025/TTr-TPB.HĐQT dated April 18, 2025</i>	99,298%	0,564%	0,000%	0,053%

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**9. Thông qua Biên bản họp Đại hội đồng cổ đông và Nghị quyết Đại hội đồng cổ đông/**  
*Approve the Minutes of the General Meeting of Shareholders and the Resolution of the General Meeting of Shareholders*

- Ông Nguyễn Hữu Thanh - Trưởng Ban Thư ký đọc toàn văn Dự thảo Biên bản họp và Nghị quyết Đại hội đồng cổ đông để Đại hội đồng cổ đông thông qua/ *Mr. Nguyen Huu Thanh - Head of the Secretariat read the full text of the Draft Meeting Minutes and Resolution of the General Meeting of Shareholders for approval by the General Meeting of Shareholders.*

- Đại hội đồng cổ đông nhất trí 100% ý kiến thông qua toàn văn Biên bản họp và Nghị quyết Đại hội đồng cổ đông/ *The General Meeting of Shareholders unanimously agreed with 100% of opinions to approve the full text of the Meeting Minutes and Resolution of the General Meeting of Shareholders.*

**10. Bế mạc/ Closing**

10.1. Ông Đỗ Minh Phú - Chủ tọa tuyên bố bế mạc cuộc họp Đại hội đồng cổ đông/ *Mr. Do Minh Phu – Chairperson announced the closing of the General Meeting of Shareholders.*

10.2. Cuộc họp Đại hội đồng cổ đông kết thúc vào hồi 12h00 cùng ngày/ *The General Meeting of Shareholders ended at 12:00 on the same day.*

Biên bản họp Đại hội đồng cổ đông được lập thành một (01) bản gốc, được Chủ tọa và Trưởng ban Thư ký ký tên, và được lưu giữ tại Trụ sở chính của TPBank/ *The minutes of the General Meeting of Shareholders are made in one (01) original copy, signed by the Preside and Head of the Secretariat, and kept at TPBank's Head Office.*

**TRƯỞNG BAN THƯ KÝ  
HEAD OF SECRETARIAT**



Nguyễn Hữu Thanh



Đỗ Minh Phú





CỘNG HOÀ XÃ HỘI CHỦ NGHĨA VIỆT NAM  
Độc lập - Tự do - Hạnh phúc  
SOCIALIST REPUBLIC OF VIETNAM  
Independence - Freedom - Happiness

Số: 04 /2025/NQ-TPB.DHĐCĐ  
No: 04/2025/NQ-TPB.DHĐCĐ

Hà Nội, ngày 24 tháng 04 năm 2025  
Hanoi, April 24, 2025

**NGHỊ QUYẾT**  
**ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NĂM 2025**  
**RESOLUTION**  
**2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**ĐẠI HỘI ĐỒNG CỔ ĐÔNG NGÂN HÀNG TMCP TIỀN PHONG**  
**TPBANK'S GENERAL MEETING OF SHAREHOLDERS**

Căn cứ:

- Luật Các tổ chức tín dụng 32/2024/QH15 và các văn bản hướng dẫn thi hành;
- Luật Doanh nghiệp số 59/2020/QH14 và các văn bản sửa đổi, bổ sung, hướng dẫn thi hành;
- Luật Chứng khoán số 54/2019/QH14 và các văn bản sửa đổi, bổ sung, hướng dẫn thi hành;
- Điều lệ Ngân hàng Thương mại Cổ phần Tiên Phong ("TPBank");
- Biên bản họp Đại hội đồng cổ đông số 04 /2025/BB-TPB.DHĐCĐ ngày 24/04/2025.

Pursuant to:

- The Law on Credit Institutions No. 32/2024/QH15 and implementing documents;
- The Law on Enterprises No. 59/2020/QH14 and amendments, supplements and implementing documents;
- The Law on Securities No. 54/2019/QH14 and amendments, supplements and implementing documents;
- The Charter of Tien Phong Commercial Joint Stock Bank ("TPBank");
- The Minutes of the General Meeting of Shareholders No. 04/2025/BB-TPB.DHĐCĐ dated April 24, 2025.

**QUYẾT NGHỊ/ DECIDED:**

**Điều 1/ Article 1:** Thông qua các nội dung sau đây/ Approving the following contents:

1. Báo cáo của Hội đồng Quản trị, bao gồm/ Reports of the Board of Directors, including:
  - a) Báo cáo hoạt động năm 2024 và Kế hoạch năm 2025 của Hội đồng Quản trị/ The report on 2024 operations and 2025 targets of the Board of Directors.
  - b) Báo cáo hoạt động của Thành viên Hội đồng Quản trị độc lập và đánh giá của Thành viên Hội đồng Quản trị độc lập về hoạt động của Hội đồng Quản trị năm 2024/ The report on activities of the Board of Directors' independent member and the evaluation of the Board of Directors' independent member on Board of Directors' operations in 2024.
  - c) Báo cáo sử dụng ngân sách năm 2024 và Kế hoạch ngân sách năm 2025 của Hội đồng Quản trị/ The report on 2024 budget implementation and 2025 budget plan of the Board of Directors.



2. Báo cáo kết quả hoạt động, chỉ tiêu kinh doanh năm 2024 và kế hoạch kinh doanh năm 2025 của Ban Điều hành/ *The report of 2024 business performance and 2025 business plan of the Board of Management.*
3. Báo cáo của Ban Kiểm soát, bao gồm/ *Reports of the Supervisory Board, including:*
- Báo cáo kết quả hoạt động năm 2024 và công tác trọng tâm năm 2025 của Ban Kiểm soát/ *The report on 2024 operations and 2025 targets of the Supervisory Board.*
  - Báo cáo sử dụng ngân sách năm 2024, kế hoạch ngân sách năm 2025 của Ban Kiểm soát/ *The report on 2024 budget implementation, 2025 budget plan of the Supervisory Board.*
4. Một số nội dung thuộc thẩm quyền phê duyệt của Đại hội đồng cổ đông theo Tờ trình số 02/2025/TTr-TPB.HĐQT ngày 18/04/2025 của Hội đồng Quản trị/ *Some contents under the authority of the General Meeting of Shareholders according to Proposal of the Board of Directors No. 02/2025/TTr-TPB.HĐQT dated April 18, 2025:*
- Báo cáo tài chính năm 2024 đã được kiểm toán của TPBank/ *TPBank's 2024 audited financial statements.*
  - Phương án phân phối lợi nhuận và trích lập các quỹ theo quy định năm 2024/ *2024 profit distribution plan.*
  - Lựa chọn tổ chức kiểm toán độc lập cho năm tài chính 2026/ *Select an independent auditing organization for 2026 fiscal year.*
  - Một số nội dung khác theo quy định của pháp luật/ *Other contents as prescribed by law.*
5. Phương án chi trả cổ tức bằng tiền mặt và Phương án tăng vốn điều lệ năm 2025 theo Tờ trình số 03/2025/TTr-TPB.HĐQT ngày 18/04/2025 của Hội đồng Quản trị/ *The cash dividend payment plan and the plan to increase charter capital in 2025 according to Proposal of the Board of Directors No. 03/2025/TTr-TPB.HĐQT dated April 18, 2025.*
6. Miễn nhiệm thành viên HĐQT nhiệm kỳ 2023 – 2028 theo Tờ trình số 05/2025/TTr-TPB.HĐQT ngày 21/04/2025 của Hội đồng Quản trị/ *Dismissal of the BOD's member for the term 2023 – 2028 according to Proposal of the Board of Directors No. 05/2025/TTr-TPB.HĐQT dated April 21, 2025.*
7. Phương án khắc phục dự kiến trong trường hợp được can thiệp sớm theo Tờ trình số 04/2025/TTr-TPB.HĐQT ngày 18/04/2025 của Hội đồng Quản trị/ *The proposed remedial plan in the event of early intervention according to Proposal of the Board of Directors No. 04/2025/TTr-TPB.HĐQT dated April 18, 2025.*

**Điều 2/ Article 2:** Nghị quyết này có hiệu lực kể từ ngày 24/04/2025. Hội đồng Quản trị, Ban Kiểm soát, Ban Điều hành và các đơn vị, cá nhân có liên quan chịu trách nhiệm thi hành Nghị quyết này/ *This Resolution takes effect from April 24, 2025. The Board of Directors, the Supervisory Board, the Board of Management and relevant units and individuals shall have to implement this Resolution.*

**Nơi nhận/ Recipients:**

- Như Điều 2 (để t/h)/ *As Article 2 (to implement);*
- NHNN (để b/c)/ *SBV (to report);*
- UBCKNN, HOSE (để CBTT)/ *SSC, HOSE (to disclose);*
- Lưu: VP. HĐQT/ *Archived by BOD office.*

**TM. ĐẠI HỘI ĐỒNG CỔ ĐÔNG/  
ON BEHALF OF THE AGM  
CHỦ TỌA CHAIRPERSON**



**Đỗ Minh Phú**



**2024 ACTIVITY REPORT AND**  
**2025 PLAN OF THE BOARD OF DIRECTORS**  
*(for 2025 Annual General Meeting of Shareholders)*

**I. ACTIVITIES OF THE BOARD OF DIRECTORS IN 2024**

In 2024, the world economy experienced many fluctuations, with signs of recovery but also faced many challenges. Global trade volume was stable, but trade growth among economic blocs and major countries was divergent. Geopolitical conflicts, such as the war in Ukraine and tensions in the Middle East, negatively affected global trade and investment activities. However, inflation improved significantly, creating conditions for central banks to loosen monetary policy.

For Vietnam's economy, 2024 has seen significant progress, with positive growth (GDP reaching 7.09%, exceeding the target set by the National Assembly), mainly coming from key growth drivers such as industrial production, FDI attraction and disbursement, import and export, and tourism recovering positively. The macro economy is stable, inflation is controlled in line with the set target. In 2024, closely following the directions of the Party, the National Assembly and the Government, the State Bank of Vietnam (SBV) has operated monetary policy proactively, flexibly and promptly, controlled inflation, stabilized interest rates and exchange rates, innovated credit growth management measures, drastically implemented credit programs and policies, and implemented many synchronous solutions to focus on handling bad debts, thereby consolidating the foundation of macroeconomic stability and ensuring major balances of the economy, ensuring the safety of the credit institution system.

In that context, the Board of Directors (BOD) has consistently directed the Bank's Management Board to develop and implement appropriate business plans, effectively manage operations, control and adapt to negative impacts from the market, but constantly seek new business opportunities, ensuring comprehensive completion and exceeding of the plan targets assigned by the General Meeting of Shareholders (GMS).

Key performance results of the BOD in 2024 are as follows:

**1. Evaluation of the implementation results of the 2024 Annual General Meeting of Shareholders Resolution:**

**1.1. Implementation status of business targets up to December 31, 2024 (consolidated data)**



Unit: billion VND, %

No	Indicator	2023	2024	Target assigned by the GSM	+/- compare to 2023	% compare to 2024
1	Total assets	356,634	418,028	390,000	61,394	107.19%
2	Total mobilization	316,518	374,046	327,000	57,529	114.39%
3	Outstanding loans and corporate bond	217,556	261,458	251,821	43,902	103.83%
4	Bad debt ratio according to Circular 11/2021/TT-NHNN (replaced by Circular 31/2024/TT-NHNN from July 1, 2024)	1.52%	1.12%	<2.5%	-0.4%	Completed
5	Profit before tax	5,589	7,600	7,500	2,011	101.33%

***In 2024, TPBank exceeded the targets assigned by the General Meeting of Shareholders:***

- Total assets as of December 31, 2024 reached VND 418,028 billion, an increase of 17.21% compared to the end of 2023, reaching 107.19% of the plan.
- Total mobilization reached VND 374,046 billion, an increase of 18.18% compared to the end of 2023 and reaching 114.39% of the plan.
- Credit activities continued to grow sharply, in line with the credit growth target granted by the State Bank for 2024 with total outstanding loans and investment in economic organization bonds as of December 31, 2024 reaching VND 261,458 billion, equivalent to a growth rate of 20.18% compared to the end of 2023, reaching 103.83% of the plan.
- Strictly control of credit quality with a bad debt ratio of 1.12%, down from the bad debt ratio at the end of 2023, completing the plan assigned by the General Meeting of Shareholders and in line with the orientation of the State Bank.
- Pre-tax profit in 2024 reaches VND 7,600 billion, up 35.98% compared to 2023, exceeding the profit target assigned by the General Meeting of Shareholders.
- Provisioning VND 4,159 billion for risk provisions, proactively setting aside provisions to increase the bad debt coverage ratio, consolidating the "buffer" of provisions for the future, using provisions to handle credit risks with an amount of VND 3,798 billion.

**1.2. Implement the plan to pay cash dividends and increase charter capital in 2024**

The Bank has completed the increase in charter capital, dividend payment and profit distribution in 2024 in accordance with the Resolution of the AGSM. TPBank has received Decision No. 2416/QĐ-NHNN dated November 4, 2024 of the Governor of the State Bank of Vietnam on amending the charter capital level in the Establishment and Operation License of TPBank. Accordingly, the Bank's current charter capital is **VND 26,419,561,960,000**.



### **1.3.Implement the issuance of documents under the authority of the GSM:**

On April 23, 2024, the Annual General Meeting of Shareholders approved the amendment and supplementation of a number of documents under the authority of the General Meeting of Shareholders as proposed by the BOD, including the Charter, Regulations on organization and operation of the BOD, Internal regulations on Bank governance, and at the same time, authorized and assigned the BOD to continue reviewing the draft, deciding to complete the amendment and supplementation of these documents to comply with legal provisions, documents guiding the implementation of the Law and relevant instructions of competent State agencies. Accordingly, on June 18, 2024, the BOD issued a Decision to promulgate the Charter, Regulations on organization and operation of the BOD, Internal regulations on Bank governance, documents effective from July 1, 2024 to comply with the effective date of the Law on Credit Institutions 2024.

In addition, based on the assignment and authorization of the 2024 Annual General Meeting of Shareholders, the BOD has issued the Financial Regulations to update new regulations of the Law on Credit Institutions 2024, other relevant legal regulations and in accordance with the actual operations and governance requirements at TPBank.

### **1.4.Regarding updating and supplementing some contents of business activities and lines of business and amending and supplementing the Establishment and Operation License and Business Registration Certificate**

Pursuant to legal regulations, instructions of competent State agencies and actual operations, TPBank has completed the procedures and been granted the 31st Business Registration Certificate by the Hanoi Department of Planning and Investment on June 6, 2024 to update and supplement business lines according to the Establishment and Operation License issued by the State Bank and the contents of activities and business lines approved by the General Meeting of Shareholders according to the Resolution of the 2024 Annual General Meeting of Shareholders.

### **1.5.Regarding about settlement of debts for which provisions have been used to handle risks**

The 2024 Annual General Meeting of Shareholders approved the settlement of debts that have used provisions to handle risks that meet the conditions prescribed by the State Bank and authorized the BOD to approve the list of debts to be settled. Accordingly, as of December 31, 2024, the Bank has settled outstanding debts of 30 customers with a total value of more than VND 250 billion.

### **1.6.Regarding the selection of an independent auditing company.**

At the 2024 AGSM, the GSM approved the proposal in Report No. 03/2024/BC-TPB.BKS dated March 29, 2024 of the Board of Supervisors on:

(i) Select an independent auditing organization to audit semi-annual financial statements, annual financial statements, audit the operation of the internal control system and other activities according to the provisions of law and of TPBank in 2025 from the List of 04



companies including: *KPMG Company Limited, Ernst & Young Vietnam Company Limited, Deloitte Vietnam Company Limited, PwC Vietnam Company Limited;*

(ii) Authorize and assign the BOD to decide on the selection of a specific independent auditing organization from the List in Section (i) above, ensuring compliance with the provisions of law and TPBank's Charter at the time of making the decision to select an independent auditing company.

Based on and within the scope of authorization of the General Meeting of Shareholders, on December 30<sup>th</sup> 2024, the BOD approved the selection of KPMG Company Limited as the financial statement auditor and to provide assurance services for the operation of the internal control system in preparing and presenting the financial statements of TPBank for the fiscal year ending December 31, 2025.

## **2. Activities of BOD's members in 2024:**

- The BOD always determines its responsibilities and obligations in directing and supervising the Bank's operations in compliance with the provisions of law, TPBank's Charter and other internal regulations. At the same time, the BOD constantly improves the bank's management capacity, ensuring compliance with international practices and standards.

- The BOD's members have fully and actively participated in the BOD's meetings with a high sense of responsibility, for the benefit of shareholders and the development of the Bank; discussed and voted to approve issues under the authority of the BOD. In 2024, the BOD held direct meetings once a quarter, the BOD's meetings were held properly, ensuring the order and procedures according to regulations. In addition, the BOD also organized to collect opinions in writing/email to vote on the contents in accordance with the provisions of the Charter, Regulations on organization and operation of the BOD. Accordingly, the BOD issued 99 resolutions/decisions related to many different areas such as: Approving the issuance of amendments, supplements and replacements of documents under the authority of the BOD and documents authorized by the General Meeting of Shareholders to comply with changes in legal regulations and operational practices; Approving network development, restructuring the organizational model of a number of Units at the Head Office and Business Units; Directing the General Director and the BOD to carry out licensing procedures in accordance with the provisions of law; Approving individual bond issuance plans; Approving contracts and transactions under the authority of the BOD and transactions between TPBank and related parties,... The contents of the BOD's resolutions and decisions are presented in accordance with the information disclosure regulations in TPBank's 2024 Corporate Governance Report (at the link <https://tpb.vn/nha-dau-tu/thong-bao-co-dong>).

- The independent Board member has exercised his/her powers and responsibilities in accordance with the provisions of law and internal regulations of TPBank, and provided useful opinions in building a governance system based on the principles of prudence, independence, and objectivity (*Evaluation of the independent Board member on the Board's activities is detailed in the attached Evaluation Report*).



### 3. Evaluation of the results of the implementation of strategic direction, shareholder work and investor relations, and senior supervision of the BOD:

#### 3.1.Strategic direction, shareholder affairs and investor relations

- Directing the continued implementation of the *"TPBank Development Strategy for the period 2023-2028 and vision to 2035"*, promptly adjusting business targets to suit market fluctuations (if any). Directing the Board of Management to deploy and periodically report on the implementation results of the *"Restructuring Plan associated with bad debt settlement for the period 2021-2025"* according to the Government's policy and the direction/guidance of the State Bank. 2024 is a pivotal year to enter the final year of the restructuring plan implementation period. The BOD has directed the Board of Management to focus on implementing effective and safe activities on the basis of closely following the set goals and plans, ensuring that TPBank successfully implements the restructuring plan.

- Directing the implementation of solutions to maintain the leading position in the digital transformation revolution of the banking industry, firmly pursuing the goal of becoming the No. 1 Digital Bank on the basis of closely following Decision No. 810/QD-NHNN dated May 11, 2021 of the Governor of the State Bank of Vietnam on the Digital Transformation Plan of the Banking Industry to 2025, with a vision to 2030 and the directions and orientations of the Government and the State Bank of Vietnam. At the same time, directing the promotion of the application of technology to build a modern business model, integrating ESG (Environmental - Social - Governance) factors in management - operation and development, providing products and services, contributing to minimizing negative impacts on the environment - society and promoting sustainable development in Vietnam.

- *Focus on expanding the Bank's ecosystem through acquisition and restructuring of financial companies and fund management companies, maintaining capital contribution ratios and purchasing shares in securities companies:*

✓ Continue to coordinate with Handico Finance Joint Stock Company (HAFIC), the Special Supervisory Board of HAFIC to submit to the competent authority for approval of restructuring HAFIC according to the Recovery Plan with the support of TPBank, ensuring compliance with the provisions of law and guidance of the State Bank.

✓ In the first quarter of 2024, TPBank completed the acquisition of Viet Cat Fund Management Joint Stock Company (VFC) into a subsidiary according to the plan approved by the State Bank and TPBank's General Meeting of Shareholders with the total shareholding level at VFC to date being 99.9%.

✓ By the end of 2024, TPBank owns 9.01% of the charter capital at Tien Phong Securities Joint Stock Company (TPS), with the actual contributed value of VND 270.3 billion.

- *Focus on developing a nationwide network. As of December 31, 2024, TPBank's network has 01 Representative Office in Ho Chi Minh City, 63 Branches, 77 Transaction Offices that*



have been opened. In 2024, TPBank established 04 new branches in Hanoi, Quang Binh, Ha Nam, Vinh Phuc and 02 Transaction Offices in Hanoi and Bac Ninh. By the end of 2024, TPBank will have more than 400 LiveBank points in 40 provinces/cities nationwide.

- *Consolidating the organization and operation of a number of Division/Units at the Headquarters as well as the operating model of a number of Business Units to suit the practical situation*, ensure operational efficiency and meet the development needs of TPBank in the present and future. At the end of 2024 - early 2025, to meet the need to streamline the apparatus and promote the efficiency of debt collection activities, TPBank dissolved the Debt Processing and Collection (DR) Division, completed the rearrangement of the corresponding functional tasks of the DR Division into the Legal Division, Credit Monitoring Block and debt handling flow. Accordingly, the Legal Division has changed its name to the Legal Department and Corporate Debt Settlement Division, and the Credit Monitoring and Debt Settlement Division has changed its name to the Credit Monitoring and Individual Debt Settlement Division.

- *Direct the CEO and the Board of Management to focus on reviewing and assessing the impact of new legal regulations*, especially the Law on Credit Institutions 2024 and its implementing guidelines, to propose and complete amendments/supplements to the internal document system, administration - management, and operations of TPBank to comply with new regulations and actual operations. Direct the CEO and the Legal Department to closely follow changes in legal regulations, review new legal documents to promptly disseminate and communicate to the BOD and related Divisions/Departments. Thoroughly grasp and direct the implementation of data collection and public disclosure of information according to the provisions of the Law on Credit Institutions 2024 on related persons of members of the BOD, members of the Supervisory Board, General Director, Deputy General Director and shareholders owning 01% or more of charter capital; report to the State Bank and publish on the website according to regulations; develop tools to support the storage and management of the list of related persons of the above subjects.

- *Always focus on shareholder management and investor relations*, information is transmitted quickly, transparently and consistently to all shareholders and investors through diverse information channels (website, email, mass media, ...); protect the rights and equality between shareholder groups, pay attention to minority and foreign shareholders. Maintain regular payment of stock dividends to shareholders over the years: 20% in 2020, 35% in 2021, 39.19% in 2023 and 20% in 2024. From 2023, cash dividends to shareholders have been paid at 25% and 5% in 2024.

### **3.2. Perform high-level monitoring functions:**

- Through its affiliated Committees, the BOD has fully performed its functions and successfully completed its tasks as stipulated in the Regulations on the Organization and Operation of each Committee. As members of the affiliated Committees, the BOD's members have also participated in regular monthly or ad hoc meetings to perform their governance functions and the role of senior management supervision over the activities of the Councils under the CEO such as the Risk Council, the Asset/Liability Management Council (ALCO), the



Capital Management Council, and the Senior Credit and Investment Council (*the attached Appendix*).

- The BOD has managed and supervised the activities of the CEO and the Executive Committee at a high level by directing the review and consolidation of the internal document system to ensure that it is updated and completed in accordance with legal regulations and the Bank's development strategy. Every month, TPBank holds a meeting chaired by the Chairman of the BOD and attended by senior leaders and managers. At this meeting, the Chairman and the BOD listened to opinions and reports from participating units, promptly grasped and directed the resolution of arising problems. In addition, at the end of 2024, the Chairman of the BOD had direct meetings with the Managers of the Blocks/Centers at the Headquarters to listen to the thoughts, aspirations, recommendations and proposals of the Units, provide strategic directions, synchronously and comprehensively resolve difficulties and problems and assign tasks to the Units in the coming year.

- In 2024, the BOD will continue to coordinate/support the Board of Supervisors in exchanging information on high-level supervision, creating a healthy control environment on all three lines of defense to protect TPBank's safe and correct development. The BOD also directs the CEO, the Board of Management, and relevant individuals/units to seriously absorb and effectively implement the recommendations of the Board of Supervisors, Internal Audit as well as recommendations/conclusions of competent State agencies to improve efficiency and safety in banking operations, and limit risks.

#### **4. Remuneration, operating expenses and other benefits of the BOD:**

The BOD is entitled to remuneration and other benefits in accordance with the provisions of law and internal regulations of TPBank. The remuneration of members of the BOD is paid according to their positions and job titles, linked to the level of task completion, and is publicly announced and set up as a separate item in TPBank's Financial Report. In 2024, the actual remuneration of the BOD is guaranteed to be approved by the General Meeting of Shareholders. At the same time, the BOD also proposed to the General Meeting of Shareholders the BOD's budget plan for 2025 (*"Report on budget use in 2024 and budget plan in 2025 of the BOD"*).

#### **5. Report on transactions between TPBank and related parties:**

Contracts and transactions between TPBank and related parties in 2024 are all approved in accordance with the authority, ensuring the provisions of law. Including: contracts and transactions on credit granting in the form of issuing credit cards to individuals who are some subjects specified in Clause 1, Article 134 of the Law on Credit Institutions; credit granting to subjects with credit restrictions as prescribed in Clause 1, Article 135 of the Law on Credit Institutions; contracts and transactions on credit granting to subjects who are related to members of the BOD, members of the Board of Supervisors, General Director, major shareholders of TPBank...; other contracts and transactions with a value of 10% or more of charter capital, other transactions that are not credit operations serving business activities...

(*Details as in the 2024 Corporate Governance Report and the 2024 Audited Financial Report*).



## SOME OUTSTANDING RESULTS IN 2024

*Under the high-level direction and supervision of the BOD, the Bank achieved a number of outstanding results in 2024 as follows:*

- Completing and exceeding the planned targets assigned by the General Meeting of Shareholders, in which, the scale of Total assets reached 418 trillion VND, Total mobilization reached 374 trillion VND, Outstanding credit reached 261.5 trillion VND is an important momentum for TPBank to continue to make a breakthrough in 2025 when the market stabilizes and becomes more favorable. TPBank always complies with the limits and safety ratios in operations as prescribed by the State Bank.

- In 2024, TPBank will continue to grow its customer base strongly, surpassing the 14.1 million customer mark, with the active customer rate increasing to 37%. This is the foundation and milestone that helps CASA reach nearly VND 54,000 billion. The number and value of transactions on digital channels in 2024 will also be 60% higher than the previous year, with a 33% increase in transaction value, demonstrating the flexibility and positivity in TPBank's business strategy to win the trust of customers. Digital finance business activities (DICO) are well controlled in terms of bad debt, have a good development scale and are having profits exceeding the plan; supporting more than 4.5 million customers to borrow capital through digital channels, helping to reduce dependence on black credit and promote the digital economy.

- The Bank's resources are optimally utilized, costs are well controlled, the C/I index has decreased sharply, the accumulated 12 months reached 34.9%, the same period last year was 41.29%. Asset and liability management continues to be operated effectively, optimizing capital costs, ensuring the Bank's indicators are consistent with the market situation of each period.

- The restructuring, streamlining and rearrangement of some units under the Head Office as well as Business Units have created the premise for enhancing the capacity, performance and competitiveness of the units, thereby helping to increase the scale, profit, TOI, and reduce the overall bad debt ratio of the Bank.

- Successfully deploy key projects such as upgrading the Corebanking system in September 2024; pioneering the implementation of the ESG Project, publishing the Sustainable Development Report according to 4 international standards, independently guaranteed by KPMG, contributing to national green growth and the Project complies with Decision No. 2345/QĐ-NHNN dated December 18, 2023 of the Governor of the State Bank of Vietnam on deploying safe and secure solutions in online payment and bank card payment; deploying the integration of Citizen ID with chip card into the eBankX application; TPBank is among the first banks to deploy VNeID, biometric authentication reaches 62%, connecting with VNeID, affirming its leading position in security and digital utilities. Digitalization of internal processes and planning of data areas continue to be improved and consolidated, towards a data-driven decision-making organization. Continuing to lead in implementing digital banking solutions, bringing convenient and safe experiences to customers.



***Outstanding awards that TPBank received in 2024: The Asian Banker Award 2024:***

*Best Omnichannel Implementation; The Digital Banker Award 2024: Best Multi-channel Digital Customer Experience Solution 2024; Sao Khue Award 2024 with 03 categories: Digital Banking Application, Online Bid Guarantee, BioCenter; Vietnam Digital Communications Association Award: Vietnam Digital Awards 2024 - Outstanding Digital Transformation Enterprise; Top 8 Best Banks Forbes; achieved Vietnam National Brand.*

## **II. ORIENTATION OF ACTIVITIES IN 2025**

### **1. Regarding strategic direction:**

- Continue to effectively implement the "TPBank Development Strategy for the period 2023-2028 and vision to 2035", direct the implementation and summarize the "Restructuring plan associated with bad debt settlement of TPBank for the period 2021-2025" as required by the State Bank.

- Maintain the leading position in the digital transformation revolution of the banking industry, firmly pursue the goal of being the No. 1 Digital Bank in the market, carry out in-depth digitalization, plan data areas, enrich data, and deploy in the direction of Data driven. Focus on security and safety of information technology systems.

- Review and comprehensively innovate TPBank's operations to optimize and improve the efficiency of operations, operations and application of information technology throughout the system. Establish a Steering Committee for comprehensive innovation of the Bank, responsible to the BOD for implementing innovation activities, in which the importance and objective need to perfect the organizational structure to ensure streamlining, effectiveness and efficiency; focus on developing high-quality human resources, equal to the task.

- Strengthen cost control, improve operational efficiency, promote the application of initiatives, improvements, technology applications, deploy process digitization, and improve labor productivity.

- Continue to implement the policy of participating in restructuring HAFIC so that TPBank has a subsidiary operating in the consumer finance sector. Strictly control the efficiency of the operating network system, have appropriate and timely orientation, optimize costs under the strict regulations of the State Bank on licensing the opening of new branches/transaction offices.

### **2. For business activities:**

Directing the Board of Management to focus on strong growth of customer base; optimally exploiting existing customers, providing comprehensive financial solutions to customers; strengthening non-credit activities, focusing on promoting fee products, foreign currency trading, guarantees, CASA capital sources; focusing on controlling and improving credit quality, enhancing recovery, handling bad debts, off-balance sheet debts to minimize loss risks; focusing on credit growth, reducing mobilization and lending interest rates to support people and businesses, managing the balance sheet well, harmonizing short-term and long-term goals to ensure optimal profits.



→ Some business plan indicators for 2025 (consolidated data):

Unit: Billion VND, %

No	Indicator	2024	2025	Growth
1	Total assets	418,028	450,000	7.6%
2	Total mobilization	374,046	420,000	12.3%
3	Outstanding loans and corporate bond	261,458	313,750	20.0%
4	Bad debt ratio according to Circular 11/2021/TT-NHNN	1.12%	<2.50%	
5	Profit <del>before</del> tax	7,600	9,000	18.4%

(\*) The plan is expected to have a growth rate of 20%, the official target is implemented according to the announcement of the State Bank of Vietnam from time to time.

Thus, with the set plan, in 2025, TPBank will reach Total assets of VND 450 trillion; Profit before tax of VND 9 trillion; Bad debt ratio under control, in line with the goals and orientations of the SBV. However, in the context of the current global and domestic economic situation with many potential risks and uncertainties, **the BOD respectfully submits to the GSM to assign/authorize the BOD to proactively adjust the above 2025 business plan targets** (if necessary) to suit the developments of the macro economy, the market and the actual situation at TPBank; report to the nearest GSM on the adjustment content (if any).

*Ladies and gentlemen,*

This is the 2024 Activity Report and 2025 Plan of the BOD. In the coming time, the BOD will continue to promote its role to develop TPBank's operations in an effective and transparent manner, ensuring the sustainable development of the Bank.

Sincerely report!

**Recipients:**

- General Meeting of Shareholders;
- BOD, Supervisory Board;
- BOD Office .

**CHAIRMAN**



*[Signature]*  
**Đo Minh Phú**



## APPENDIX: ACTIVITIES OF COMMITTEES UNDER THE BOD

\* **EXCO Committee:** Advises the BOD on implementing the BOD's operational plan, performs the role of high-level supervision and promptly guides the CEO and the Board of Management to make timely and correct decisions, practical and effective solutions to plan reasonable business plans, have flexible management solutions, control and improve asset quality and ensure safety for the entire system.

\* **Human Resources Committee:** Advise the BOD to strictly control the staffing of support units, ensure optimal use of human resources, promote increased labor productivity and proactively extend recruitment progress when the market shows signs of being unfavorable to business operations; as of December 31, 2024, the total number of employees is 7,890 people. Strengthen training and human resource development activities in both forms: e-Learning training and direct training, promote internal training; Continue to prioritize the development of staff from internal sources, create promotion opportunities for staff; Focus on recruiting personnel to meet the resources for the system's business needs; Handle weak staff, disciplinary violations, and unproductive staff.

\* **Risk Management Committee :** Advises the BOD to approve proposals related to risk management under the authority of the BOD; Advises the BOD to approve the issuance of amendments/supplements to documents to comply with legal regulations; Closely monitors information technology risks, cyber risks, digital risks, fraud risks to ensure the goal of developing digital banking in a sustainable and safe manner; Gives opinions on proposals on business plans, investments, related transactions, risk handling plans; Operates and applies advanced risk management tools such as IFRS9 and Basel III according to standard methods; Advises on building a framework and improving the implementation capacity of Environment - Society - Governance (ESG).

\* **Asset/Liability Monitoring Committee (SALCO):** Effectively advises the BOD, supervises the management of the balance sheet structure, in accordance with the risk management policy; supervises the implementation of business control to ensure compliance with liquidity risk limits, interest rate risk limits on the Bank's books, total assets calculated based on interest rate risk on the Bank's books; supervises the development and decision of the interest rate framework for mobilization and lending, the price framework for other products, capital mobilization and use plans, FTP principles and other contents related to the Bank's Asset/Liability management.

\* **Credit and Investment Supervision Committee:** Advise the BOD to approve contracts and transactions related to credit operations for major shareholders and related persons of major shareholders, related persons of managers, members of the Supervisory Board, and subsidiaries of TPBank in accordance with the provisions of law and internal regulations of TPBank; Contracts and transactions related to credit operations (credit contracts, guarantees and other contracts related to credit facilities) with a value of 10% or more of TPBank's charter capital stated in the most recent audited financial statements; Credit granting to subjects subject to



credit restriction according to regulations. Approve and issue a number of documents related to credit activities, documents related to collateral and investment in buying and selling valuable papers. Closely monitor the approval activities of the Senior Investment Credit Council and the General Director; Monitor the approval of the General Director related to the granting and adjustment of credit approval authority of credit approval levels under the General Director; Monitor the General Director and individuals and units in the entire TPBank system in performing tasks related to credit activities, investment in buying and selling valuable papers.

\* **Strategy Committee:** Advise the BOD to continue implementing the *"TPBank Development Strategy for the period 2023 - 2028 and vision to 2035"* and promptly direct the adjustment of business targets to suit market fluctuations; Direct the implementation of the *"Restructuring plan associated with bad debt settlement for the period 2021-2025"* according to the Government's policy and the State Bank's instructions; Direct the implementation of solutions to maintain the leading position in the digital transformation revolution of the banking industry, firmly pursuing the goal of being the No. 1 Digital Bank.





*Hanoi, day 21 month 04 year 2025*

## **REPORT ON ACTIVITIES OF THE BOD'S INDEPENDENT MEMBER AND THE EVALUATION OF THE BOD'S INDEPENDENT MEMBER ON THE BOD'S OPERATIONS IN 2024**

Pursuant to Clause 4, Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing a number of articles of the Law on Securities, the independent member of the Board of Directors (BOD) report activities of the BOD's independent member and the evaluation of the BOD's independent member on the BOD's operations of Tien Phong Commercial Joint Stock Bank (TPBank) in 2024 are as follows:

### **1. Activities of the BOD's independent member:**

The BOD's independent member have exercised powers and responsibilities in accordance with current laws, TPBank's internal regulations and assignments of the BOD's Chairman on the principles of prudence, independence, objectivity, and for the highest benefit of shareholders and TPBank, specifically as follows:

- Fully participate in BOD's meetings according to the Regulation on organization and operation of TPBank's BOD, provide comments/votes on discussed contents, and collect opinions in accordance with legal regulations, directions of the Government, the State Bank (SBV), Charter and internal regulations, contribute opinions in innovating the organization of activities, streamlining work processing procedures, in the spirit of contributing to building TPBank's sustainable, safe, effective and efficient development.

- Approve credit grants, contracts, transactions under the BOD's authority according to the law and TPBank's internal regulations.

- Participate in giving opinions/vote to approve the promulgation of regulations and policies under the BOD's authority.

- Approve the restructuring of the organizational model of a number of divisions and units at the Head Office (HO), business units, plans to expand the network of branches and transaction offices in accordance with the practical operations and development orientation of the Bank in the future.

- Participate in opinions/voting to approve the Restructuring plan associated with bad debt handling for the period 2021-2025 according to the Government's policies and guidance from the SBV.

- Participate in monthly meetings of the BOD with the Board of Management and key leaders of the entire system, meetings of the Asset and Liabilities Management Council to coordinate with the BOD's members to direct, supervise the Chief Executive Officer/Head of Divisions to implement the assigned 2024 Business Plan, supervise the implementation of Resolutions, Decisions, and directions of the BOD.





- Perform duties as a member of the Risk Management Committee (RM Committee), Asset/Liabilities Supervision Committee (SALCO): fully participate in meetings, have independent and objective opinions on contents discussed at the meeting, written comments.

- Participate in giving opinions on the 2025 internal audit plan at the request of TPBank's Supervisory Board. Approve the selection of an independent auditor for the 2025 financial statements for TPBank.

- Participate in giving opinions on the program, content, and documents submitted to the General Meeting of Shareholders (GSM).

- Prepare the report on activities of the BOD's independent member and the evaluation of the BOD's independent member on operations of TPBank's BOD.

- Attend TPBank's programs and activities and perform other tasks assigned by the BOD's Chairman.

## **2. Evaluation opinions of the BOD's independent member on the BOD's operations of TPBank's BOD in 2024:**

### **2.1.Organizational structure:**

The 2023 Annual General Meeting of Shareholders (April 26, 2023) elected 6 members of the BOD for the 2023-2028 term, including 1 independent member of the BOD. The BOD held a meeting to elect the Chairman and Vice Chairman of the BOD according to regulations.

On March 20, 2025, the BOD issued Resolution No. 12/2025/NQ-TPB.HĐQT approved the resignation letter dated March 18, 2025 from the BOD's member for the term 2023 - 2028 of Mr. Do Anh Tu - Vice Chairman of the BOD for personal grounds. The current number of the BOD are 5 members, ensuring the Law on Credit Institutions.

### **2.2.Operating mechanism:**

In 2024, the BOD held 4 regular quarterly meetings and collected written opinions to direct and approve contents under the authority and tasks of the BOD as prescribed by law and TPBank's internal regulations. The meetings were held as prescribed, BOD's members attended/authorized to attend all meetings, and gave opinions on the contents for which written opinions were asked. At the end of the BOD's meeting/written opinions, the BOD issues the Meeting Minutes/Resolutions, Decisions for implementation.

The BODs has established 6 Committees (including: Executive Committee - EXCO, Human Resources Committee, Risk Management Committee, SALCO, Credit and Investment Supervision Committee, Strategy Committee) and the BOD Office to advise and assist the BOD in performing its functions and duties. Committees and the BOD Office all have regulations on organization and operation. In 2024, Committees and the BOD Office have performed their responsibilities and tasks according to regulations.

### **2.3.Results of management and supervision:**

In 2024, the BOD has performed duties and powers according to the provisions of law and TPBank's internal regulations. In the context of the domestic and world economic situation still facing difficulties, complicated and unpredictable developments, with signs of recovery but the



speed is still slow, the BOD/EXCO has closely followed the directions of the Government and the SBV, focused on orientation, strongly directed the entire system to strive, put forward many flexible measures and solutions to adapt to the actual situation to successfully complete the contents approved by the GSM. Some key and outstanding results are as follows:

- Completed and exceeded the 2024 business plan targets assigned by the GSM. Business activities as of December 31, 2024 achieved positive results in terms of scale, quality and efficiency compared to the end of 2023: total assets reached VND 418,028 billion, up 17.21%, capital mobilization reached VND 374,047 billion, up 18.18%, outstanding credit growth was good, reaching VND 261,458 billion, up 20.18%, close to the assigned growth rate, Non-performing loan ratio according to Circular 31 decreased sharply to 1.12%, profit before tax reached VND 7,599 billion, up 35.96%. During the year, the Bank focused on controlling credit quality, setting up risk provisions, handling and recovering bad debts, off-balance sheet debts, promoting service activities to increase revenue for the bank, saving expenses to reduce lending interest rates according to the direction of the Government and the SBV.

- The Bank completed the increase in charter capital, dividend payment and profit distribution in 2024 in accordance with the Resolution of the Annual General Meeting of Shareholders. Through the increase in charter capital, it contributes to improving financial capacity, maintaining the CAR ratio according to Basel III. Completed the selection of KPMG Company Limited as the reporting auditor and performing assurance services for the operation of TPBank's internal control system for the fiscal year 2025.

- Completed the issuance of a number of documents approved by the GSM such as: Charter, Statute on organization and operation of the BOD, Internal statute on Bank governance, Financial Statute. In addition, to comply with the provisions of the Law on Credit Institutions 2024 and other legal provisions, in 2024, the BOD directed the Chief Executive Officer to urgently review and complete the system of internal regime documents to comply with new legal provisions and banking practices. Up to now, TPBank's system of regime documents has been completed and issued synchronously.

- Continue to direct the implementation of the restructuring plan associated with non-performing loan settlement for the period 2021-2025 according to the Government's policy and the direction of the SBV, TPBank's development strategy for the period 2023-2028 and vision to 2035, TPBank's business activities have closely followed the targets according to the approved plans. Direct the development of the 2025 Business Plan to submit to the GSM for approval.

- Approve the restructuring of the organizational model of some units at HO, business units, merging ineffective business units to enhance capacity, performance, and efficiency for the units as well as to suit the actual business situation. Direct and approve the development of the network of branches and transaction offices and put them into operation according to the approval of the SBV.

- In 2024, the Bank completed the upgrade of the core banking system, continued to focus on developing digital banking solutions to bring convenient and safe experiences to customers





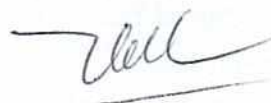
as well as continuing to digitize internal processes for faster and more effective decision making.

- The BOD/EXCO directs and supervises the Chief Executive Officer and other managers and executives in business operations through regular monthly meetings with the Executive Board, leaders of units at HO, Directors of business units; BOD's members are members of Committees participating in meetings of the Committee, the Chief Executive Officer's Councils periodically or irregularly; EXCO, BOD's members as assigned by the Chairman of the BOD, statutes on organization of activities, participate in meetings with the Executive Board, divisions at HO to direct and supervise a number of important tasks. In addition, the BOD conducts supervision through reviewing reports of the Supervisory Board to direct the Chief Executive Officer to implement the recommendations of the Supervisory Board. The Committees and the BOD Office advise and assist the BOD in supervising the Bank's operations in compliance with regulations, implementing the Resolutions and Decisions of the BOD, and contents approved by the GSM.

In 2024, the activities of TPBank's BOD were organized and implemented in compliance with the provisions of current laws, TPBank's Charter, the Statute on organization and operation of the BOD, directing the full implementation of the contents of the Resolution of the GSM and the contents authorized by the GSM, comprehensively completing and exceeding the targets approved by the GSM. The BOD closely followed the directions of the Government and the SBV to direct the Bank to respond flexibly to complicated market developments, overcome difficulties and challenges, focus on credit growth, increase service fees, control risks, recover non-performing loan, off-balance sheet debts, continue to strengthen risk control to ensure credit quality, complete the system of legal documents according to the new provisions of the Law on Credit Institutions, upgrade the core banking system to better serve the needs of customers, continue to maintain its position domestically and internationally.

Sincerely report.

**INDEPENDENT BOD MEMBER**



**Vo Bich Ha**



**REPORT ON THE 2024 BUDGET UTILIZATION AND  
2025 BUDGET UTILIZATION PLAN OF THE BOARD OF DIRECTORS**

**Respectfully submitted to: THE ANNUAL GENERAL MEETING OF  
SHAREHOLDERS 2025 OF TIEN PHONG  
JOINT STOCK COMMERCIAL BANK**

The Chairman would like to report on 2024 budget utilization and 2025 budget utilization plan of the Board of Directors ("BOD"), as follows:

**1. 2024 budget utilization:**

The Annual General Meeting of Shareholders ("GMS") approved 2024 budget plan at 30,432 million dong. Total operating expenses in 2024 of the BOD was 26,610 million dong, equivalent to 87.44% of approved budget plan. In which:

- Remuneration: 21,050 million dong, equivalent to 97.45% of budget plan;
- Consulting expenses: 365 million dong, equivalent to 13.52% of budget plan;
- Other operating expenses: 5,195 million dong, equivalent to 84.72% of budget plan.

Accordingly, the BOD complied with the approved budget plan by the GMS with cost effectiveness and cost efficiency in accordance with regulations of the Bank. Some consulting activities relating to strategic financial consulting, mergers and acquisitions, etc have not been carried out due to certain external factors.

**2. 2025 Budget Plan:****2.1. Operating budget of the BOD:**

The BOD estimated 2025 budget plan of 29,925 million dong (*In word: Twenty nine billion nine hundred twenty five million dong*), detail as following:

Unit: Million dong

No.	Item	Execution in 2024	2025 Budget estimation	Difference	
				Amount	%
1	Remuneration	21,050	23,210	2,160	110.26%
2	Consulting expenses	365	1,000	635	273.97%
3	Other operating expenses	5,195	5,715	520	110.01%
	<b>Total</b>	<b>26,610</b>	<b>29,925</b>	<b>3,315</b>	<b>112.46%</b>

Thus, 2025 budget plan of the BOD is adjusted as following:

- Remuneration of the BOD in 2025 is estimated to increase by around 10%. Remuneration for each member of the BOD shall be decided by the Chairman based on the assigned



duty and performance of each person but not exceed the total remuneration approved by the Annual GMS 2025.

- Consulting expenses are estimated at 01 billion dong to focus on the following activities:
  - ✓ Merger and acquisition consulting, investment in subsidiaries, joint-venture.
  - ✓ Building internal management system consulting.
  - ✓ Digital transformation consulting
  - ✓ Marketing activities to promote brand recognition as Leading digital bank in Vietnam.
- Other operation expenses are estimated to increase by 10%.

## 2.2. Additional remuneration budget of EXCO:

Approval for the additional remuneration budget for the EXCO, detail as following:

Criteria	% Complete/ Profit plan	Net additional remuneration
1	From above 90% to below 100%	Equal to 0,5% profit after tax
2	From 100% up to 105%	Equal to 1% profit after tax
3	From 105% above	Equal to 1,2% profit after tax

Respectfull submitted!

ON BEHALE OF THE BOARD OF DIRECTORS

CHAIRMAN

### Receiver:

- As addressed above;
- Board of Supervision (for information);
- Archived by the OP of the BOD



Đo Minh Phu



No.: 79 /2025/BC-TPB.BDH

Hanoi, April.2,2025

**REPORT ON PERFORMANCE AND  
KEY PERFORMANCE INDICATORS IN 2024 AND BUSINESS PLAN FOR 2025  
OF TIEN PHONG JOINT STOCK COMMERCIAL BANK**

**Respectfully submit to: Annual General Meeting of Shareholders**

Board of Management ("BOM") respectfully submits to the Annual General Meeting of Shareholders *Report on performance in 2024 and business plan for 2025* of Tien Phong Joint Stock Commercial Bank with following sections:

**I. Overview of the economy and banking industry in 2024**

During 2024, the world has faced with myriad of difficulties and challenges where the complexity and uncertainties kept evolving. Tense geopolitical competition between great powers and escalating armed conflicts in some countries have challenged peace and stability of the world and weakened economic activities, including investment, production and consumption. In addition, natural disaster and extreme weather condition have severely affected the lives of people and national socio - economic development. However, global economy has shown signs of gradual stabilization with improving global trade, easing inflationary pressure and loosened monetary policies.

In 2024, Vietnam economy has overcome difficulties to accomplish remarkable achievements. Economic growth reached over 7.09% (exceeding target of 6 – 6.5%). The government has successfully kept the macroeconomy stable, controlled inflation rate at 3.63% (much lower than the approved target by the National Assembly at 4-4.5%) while promoting economic growth and ensuring major economic indicators. On the other hand, fluctuation of the real estate market and corporate bond market as well as public concern about high exchange rate of gold, etc have partly affected the money market in general and banking sector in particular.

**II. Operational result and key performance indicators of 2024**

**1. Highlights of TPBank's operational result:**

In 2024, TPBank has achieved 10 following highlights and notable achievements:

➤ *Results of operation has exceeded targets approved in the Annual General Meeting of Shareholders*

TPBank achieved profit before tax of 7,600 billion dong, increased 35.96% in comparison with 2023, total deposit mobilization was over 374,000 billion dong, surpassing the target by 14.39%. Charter capital of TPBank increased to 26,420 billion dong while maintaining A rating for 4 consecutive years.



➤ ***Surpassing milestone of 14.1 million customers, impressive active customers ratio and CASA growth***

In 2024, TPBank had 2.1 million new customers reaching total of 14.1 million customers. Active customer ratio increased to 37%, while CASA balance was around 54,000 billion dong that increased 14.44% in comparison with 2023.

➤ ***Credit growth achieved 20%, surpassing industry average as an affirmation of the strength of TPBank's pioneering technology***

Lending outstanding balance was more than 250,000 billion dong, equal with credit growth of 20%. TPBank has utilized technology to optimize lending process and strengthen its competitive edges.

➤ ***TPBank has been a shining star in digital lending with Dico supported over 4.5 million customers to access official financial services***

Digital Business Center (DICO) supported over 4.5 million customers through digital lending channel, helped fighting against black credit and stimulating digital economy.

➤ ***More than 2.1 million new downloads, TPBank App is a cornerstone of the digitalization strategy of the Bank***

TPBank App has reached over 2.1 million downloads where customers' experience was optimized as an affirmation of TPBank's leading role in the digitalization era.

➤ ***Impressive increase in card transaction volume, leading the market in card issuance***

Card transaction volume has seen impressive growth in 2024. TPBank has pioneered with innovative card products and has been awarded by Visa and JCB for card growth and issuance.

➤ ***Pioneering in the implementation of biometric authentication, TPBank had the highest rate of customers using biometric authentication across channels in banking system***

Biometric authentication rate was 62%. TPBank also integrated biometric authentication with VNeID that affirmed its leading position in safeguarding information and digital service.

➤ ***TPBank has applied technology in online bid guarantee as well as completed its set of digital services for corporate customers***

Online bid guarantee helps corporate customers save time, where 600 customers of TPBank has successfully completed 2,500 transactions during the first year.

➤ ***Rising to shape the future, TPBank has continuously been awarded by domestic and international organizations***

TPBank has been awarded by different prestigious award such as Vietnam Value, Top 8 Best Banks by Forbes, Leading SME Trade Bank by ADB.

➤ ***The sustainable ESG flow runs seamlessly through TPBank***

TPBank has been leading the market in applying ESG principles and contributes to the green growth of Vietnam, in which the Bank issued Sustainability Report in accordance with 4 international standards that were audited by KPMG.



**2. Financial figures, provision estimation and prudential ratios of 2024 (audited financial information):**

**2.1. Key financial figures**

Unit: billion dong, %

No.	Item	2023	2024 (*)	2024 plan	+/- comparing to 2023	Execution vs 2024 Plan (%)
1	<b>Total assets</b>	<b>356,634</b>	<b>418,028</b>	<b>390,000</b>	<b>61,394</b>	<b>107.19%</b>
2	<b>Charter capital</b>	<b>22,016</b>	<b>26,420</b>	<b>22,016</b>	<b>4,404</b>	<b>120.00%</b>
3	<b>Total deposit mobilization</b>	<b>316,518</b>	<b>374,046</b>	<b>327,000</b>	<b>57,528</b>	<b>114.39%</b>
3.1	Deposits from customers and valuable papers issued	232,478	279,438		46,961	
3.2	Deposits and borrowings from other CIs	83,966	94,514		10,548	
3.3	Other borrowed and entrusted funds	74	94		20	
4	<b>Loans to customers and Corporate bonds</b>	<b>217,556</b>	<b>261,458</b>	<b>251,821</b>	<b>43,902</b>	<b>103.83%</b>
4.1	Loans to customers	205,355	251,104	-	45,749	
4.2	Corporate bonds	12,201	10,354	-	(1,847)	
5	<b>Non-performing credit granting ratio (**)</b>	<b>1.52%</b>	<b>1.12%</b>	<b>&lt;2.5%</b>	<b>-0.4%</b>	
6	<b>Profit before tax</b>	<b>5,589</b>	<b>7,600</b>	<b>7,500</b>	<b>2,011</b>	<b>101.33%</b>
7	<b>CAR</b>	<b>12.42%</b>	<b>13.20%</b>			
8	<b>ROE</b>	<b>13.76%</b>	<b>16.90%</b>		<b>3.14%</b>	

(\*) Consolidated financial information (the Bank contributed 99.9% charter capital of Vietnam Fortune Fund Management Joint Stock Company (VFC) where VFC has officially became a subsidiary of the Bank since 30 January 2024)

(\*\*) Non-performing credit granting ratio in accordance with Circular No. 11/2021/TT-NHNN (which was superseded by Circular No. 31/2024/TT-NHNN from 1 July 2024)

Total assets of TPBank as at 31 December 2024 was 418,028 billion dong, increased 17.2% in comparison with 2023.

Total operating income of TPBank in 2024 was 18,038 billion dong, in which net interest income gained 12,906 billion dong, accounted for 71.5% of total operating income; non-interest income was 5,132 billion dong, accounted for remaining 28.5%. Profit before provision was 11,759 billion dong, while profit before tax was 7,600 billion dong.



## **2.2. Credit quality, provision estimation and the use of provision against credit risk:**

Non-performing credit granting ratio in accordance with Circular No. 31/2024/TT-NHNN up to 31 December 2024 was controlled at 1.12% that met the target approved in the Annual General Meeting of Shareholders and ensured compliance with the SBV's orientation (<3%).

TPBank made provision for credit risk in accordance with the SBV's regulations on assets classification and provision estimation as stipulated in Circular No. 31/2024/TT-NHNN and Decree No. 86/2024/ND-CP. In 2024, TPBank has boosted provision estimation to control credit risk with total provision for credit risk as at 31 December 2024 was 4,159 billion dong (charged 373 billion dong for general provision and 3,876 billion dong for specific provision with 90 billion dong reversal of other provision). TPBank also boosted the use of provision against credit risk with total amount of 3,798 billion dong. TPBank has proactively taken the above mentioned actions to cover non-performing loans and avoid negative impact in the future.

## **2.3. Prudential ratios are in compliance**

TPBank always adheres to limits and prudential ratios in compliance with the SBV's regulations. Some key ratios as at 31 December 2024 are as followings:

➤ Capital adequacy ratio (CAR) was 13.20%, in compliance with the SBV's requirement ( $\geq 8\%$ ) as stipulated in Circular No. 41/2016/TT-NHNN dated 30 December 2016.

➤ Loan to Deposit Ratio (LDR) was 67.64%, met the SBV's requirement ( $\leq 85\%$ ) as stipulated in Circular No. 22/2019/TT-NHNN dated 15 November 2019.

➤ Ratio of short-term capital financing for medium-term and long-term loans was 18.96% met the SBV's requirement ( $\leq 30\%$ ) as stipulated in No. 22/2019/TT-NHNN dated 15 November 2019.

➤ Compulsory reserve ratio, coverage ratio and other prudential ratios met the SBV's requirements and general international practices.

## **3. Operational activities**

### **3.1. Deposit mobilization and utilization**

#### **3.1.1. Deposit mobilization**

Deposit from customers (market 1) as at 31 December 2024 was 279,439 billion dong, increased 20.2% comparing to 2023. CASA balance was 53,933 billion dong, accounted for 22.25% of deposits from customers. Furthermore, deposits in foreign currency balance was 10,151 billion dong, equivalent to 4.2% of deposit from customers. In 2024, TPBank focused on promoting demand deposits from individual customers to balance interest rate of deposit and lending in line with the economy and market.

Deposit mobilization has grown according to the Bank's strategy, aligning with the Bank's need. The Bank focused on diversifying saving products to meet customers' need while ensuring liquidity requirement and optimizing of cost of funds.



In 2024, TPBank conducted 38 bonds issuance with total volume of 23,446 billion dong, balance as at 31 December 2024 was 30,632 billion dong. Bond issuance is TPBank's ordinary course of business aiming capital mobilization for lending and increasing Tier 2 capital. The reports on the use of funds raised from TPBank's bond issuance are audited or reviewed in accordance with Decree No. 153/2020/ND-CP dated 31 December 2020 by the Government. Bond prospectus and relevant documents have been published on Hanoi Stock Exchange's website, TPBank's website (<http://tpb.vn>) and other information channels as required by the law.

### *3.1.2. Deposit utilisation*

Although domestic and international economy faced with many challenges in 2024, TPBank still ensured its development and controlled non-performing credit granting ratio below the SBV's requirement. Concurrently, TPBank increased its market share to secure its profitability.

Outstanding balance of lending to customers (market 1) as at 31 December 2024 was 261,458 billion dong, with a strong focus on growing portfolio of loans to customers that reached 251,104 billion dong (increased 22.28% in comparison with 2023). Corporate bonds balance decreased by over 15% comparing to 2023, which was 10,354 billion dong.

### *3.2. Risk management*

TPBank has effectively built frameworks, models and monitored, proposed measurements to ensure satisfactory financial indicators of the Bank under international general practices and the SBV's requirements. Therefore, position of TPBank with regulatory bodies, domestic and international partners and rating agencies was enhanced.

TPBank has adopted more proactive approaches in liquidity risk and credit risk management where structure of balance sheet was optimized while key ratios complied with requirement of financial institutions and the SBV.

### *3.3. Operations of backoffice divisions*

#### *3.3.1. Human resources:*

Total number of employees as at 31 December 2024 was 7,890 persons (as at 31 December 2023 was 7,939 people).

In 2024, TPBank continued to be awarded with prestigious awards in human resources field, such as: Top 10 favorite employers of Finance – Banking – Securities sector; Vietnam's Top 100 Best Places to Work by Anhabe where TPBank were classified as Large Enterprise for the first time and ranked 6<sup>th</sup>, behind VCB, BIDV, VTB, MB and TCB.

#### *3.3.2. Information technology (IT):*

Finished the Core Banking upgrade project on time. The upgraded core banking helped response time decrease by 67% while various new features were introduced to increase processing ability to more than 100 million transactions per month. Thus, the upgraded core banking shall support rapid growth of TPBank and is highly cost-effective comparing to other banks.

Completed the connection and integration of TPBank's service with VNeID of Ministry of Public Security, making TPBank one of the first banks successfully connecting with RAR-C06 center.



Implemented data democratization extensively by indexing and pre-assigning data for divisions' analysis through planning database based on purpose of users.

Applied Automation test that helped increase the automation of testing job from 20% to 35% for the Development Center, and 49% for the DevOps center.

Digitalized 523 procedures, which exceeded the plan by 134%. Completed 238 improvement requests for divisions/departments within TPBank.

Reduced transaction error rate, in which average error rate of eBankX was 0.05%, decreased by 46% and average error rate of eBankBiz was 0.24%, decreased by 39% comparing to 2023. On the other hand, CCU increased from 96 thousand from last year to 215 thousand in 2024.

Achieved several IT awards in 2024: The Asian Banker 2024: Best Omnichannel Implementation, The Digital Banker 2024: Best Multi-channel Digital Customer Experience Solution 2024; Sao Khue Award 2024 (3 products/services): Digital Banking Application, Online Bid Guarantee, Bio Center; Vietnam Digital Awards – 2024 – Outstanding digital transformation enterprises.

### **3.3.3. Network:**

In 2024, TPBank established 04 new branches in Hanoi, Quang Binh, Ha Nam, Vinh Phuc and 02 transaction offices in Hanoi, Bac Ninh.

TPBank has 01 Representative Office, 63 branches, 77 transaction offices nationwide. By the end of 2024, TPBank has more than 400 LiveBank across 40 cities and provinces all over the country.

## **4. Capital contribution and shares purchase of TPBank**

TPBank invested and purchased shares of 02 companies, including: Viet Nam Fortune Fund Management Company ("VFC") (TPBank holds 99.9% shares) and Tien Phong Securities Join Stock Company ("TPS") (TPBank holds 9.01% shares).

In 2024, both of the two abovementioned companies generated profit. Profit before tax of VFC reached 196 million dong and TPS recognised profit before tax at 481,450 million dong.

## **III. Business plan for 2025**

The year 2025 is expected to be another challenging year for banking sector, as the economy and financial market are predicted to remain challenging and volatile. The Bank shall focus on managing the quality of TPBank's lending portfolio, monitoring recovery of bad debts to minimize loss; increasing cross-selling products to increase non-interest income; managing the balance sheet structure effectively while balancing short-term and long-term objectives to ensure optimal profitability.

With clear direction and consistent objectives, the Board of Management proposes the business plan for 2025 along with action plan and solutions to achieve the set plans.



## 1. Consolidated business plan for 2025 and detail financial figures as follows :

Unit: billion dong, %

No.	Item	2024	2025 Business plan	Growth
1	Total assets	418,028	450,000	8%
2	Fund mobilization	374,046	420,000	12%
3	Loans to customers and corporate bonds (1)	261,458	313,750	20%
4	Non-performing credit granting ratio	1.12%	<2.50%	
5	Profit before tax	7,600	9,000	18%

Note:

(1) Target for total balance of loans to customers and corporate bond of 313,750 billion dong needs to be approved by the SBV.

## 2. Action plan and solutions

### 2.1 Business plan

#### 2.1.1 Retail banking

TPBank shall introduce products based on target customer segment and develop new customers based on specific areas and target customer groups while focusing on quality customers to acquire CASA and opportunities for other financial services. Understanding customer's needs to provide suitable financial services and increase the provided service as well as revenue per customer.

TPBank will continue to improve main loan products such as real estate loans, car loans, and business loans by innovating and differentiating them from competitors while aligning with market conditions. For digital financial services: continue developing new products through collaboration models; promote digital lending activities to increase loan outstanding balance; increase the number of customers and enhance effectiveness in providing services to existing customers; continue implementing risk management models to ensure business effectiveness and credit quality. TPBank will also focus on promoting non-interest products such as card issuance, insurance, etc.

#### 2.1.2 SME customers

With orientation of targeting small enterprises, TPBank will develop and introduce products helping customers gain better access to capital resources. In addition, TPBank will continue to enhance policies for key industries while focusing on enterprises promoting digital transformation that enable easy connection with the Bank and partners. Furthermore, TPBank will prioritize resources for enterprises with green growth strategy and adhering to ESG standards.



TPBank will continue building comprehensive policies for corporate customers and developing suitable products based on the characteristics of each industry, customer segment, geographical area, and supply chain, including suppliers, distributors, and agents of strategic partners. In addition, TPBank will keep promoting digital products and specialized products for specific customer groups.

#### *2.1.3 Large corporation customers*

With orientation of targeting large corporation customers, TPBank will develop products that help customers gain better access to capital resources while simultaneously increase growth in CASA of the Bank. TPBank will also focus on acquiring new customers with an emphasis on potential customers while leveraging off-balance sheet services and cash flow management.

For real estate customers, TPBank will closely monitor customers' cashflow and construction progress after disbursements. In addition, TPBank will keep improving customer assessment and structured financial planning for customers for sustainable growth. TPBank will balance short-term loans and medium/long-term loans across industries to optimize credit room.

#### *2.1.4 Financial market*

TPBank will continue re-investing in government bond at favorable interest rates while simultaneously evaluating the right time to invest or divest in certificate of deposit/credit institution bond portfolio. In 2025, TPBank will keep increasing trading in secondary market to maintain the position as a Government Debt Market Maker (PD). On the other hand, TPBank will consider different factors to balance profitability and risk management in 2025.

TPBank will continue focusing on trading with and providing services to three main customer groups: Financial Institutions (FIs) including banks and non-bank FIs (finance companies, fund management companies, insurance companies, financial service providers like international money transfer); Development Financial Institutions (DFIs) providing medium and long-term loans and green loans such as FMO, BII, ADB, DEG, IFC (bilateral loans); MUFG, Standard Chartered Bank, Maybank (Syndicated Loans), which not only support funding but also provide additional value to TPBank through knowledge transfer, experience sharing, and technical support.

TPBank will also reinforce tracking, analysis and forecast on policies of the Government, regulatory bodies and changes in domestic and international market.

In addition, TPBank will keep expanding and strengthening relationships with domestic and international commercial banks while simultaneously promoting policies on developing corporate and individual customer in foreign exchange and structured finance solutions.

TPBank will introduce different promotion programs to increase transactional volume in personal money transfer services. In addition, TPBank will develop new payment channels, international payment solutions with banks, money transfer companies, and trade finance solutions suitable for financial institutions, as well as supporting TPBank's customers. Furthermore, TPBank will offer competitive cost of fund mechanisms of trade finance products for financial institutions to create a competitive edge.



### **2.1.5 Risk management**

TPBank shall promote macroeconomic forecasting, portfolio and key financial figures projections, providing appropriate recommendations to ensure a balance between risk management and profit optimization. In addition, TPBank will keep monitoring financial indicators and ratings to maintain prudential operations while optimizing profitability. Furthermore, TPBank will strengthen the monitoring of lending portfolio and early warnings for portfolio segmented by product, industry, and sector. Additionally, TPBank will also build and monitor risk limits for products and sectors. Moreover, TPBank will focus on monitoring credit quality of DICO's lending portfolio. On the other hand, the Bank will strengthen environmental and social risk management in lending activities and consider IT risk as a major risk, thereby reinforce monitoring to ensure security and smooth operation of the system;

TPBank will promote business analysis that operation and risk management are enhanced through strengthening the development and implementation of credit risk models (such as score card, ECL models). In addition, TPBank will continue to collect additional data to update and improve current models to enhance accuracy and relevance. Furthermore, for effective identification of potential customers, the Bank will need to enhance big data analysis to support frontoffice division. Moreover, TPBank will develop and launch detailed criteria for classification of green industries/sectors to promote growth of green loans;

TPBank will continue implementing projects to enhance risk management capabilities: Building Environmental – Social – Governance (ESG) framework and enhancing execution capability project, Building early warning model for corporate customers project, Basel III capital calculation based on Basic and Advanced internal ratings (FIRB & AIRB) project.

### **2.2 Human resources policy**

TPBank has begun organization restructure, in which Debt Recovery Division was dissolved and integrated into Legal Division and Credit Monitoring Division

With orientation of enhancing productivity and optimizing headcount, TPBank will decrease middle management levels, increase the sales force and reduce back office employees through technology application and procedure improvement.

TPBank will continue to optimize headcount, in which headcount will be prioritized for branches and key projects. Thus, TPBank will review branches with low productivity, address underperforming employees; reinforce training to improve expertise skill and knowledge and discipline culture; reinforce the application of technology/digital transformation in training; enhance productivity and the quality of candidates.

### **2.3 Maintain position as leading digital bank**

TPBank will keep applying new solutions and technology in operation of the Bank where GenAI shall be applied in customer services and internal operation and procedures. TPBank will implement VNeID in the Bank's services through service of face authentication, scoring of the Ministry of Public Security and other services linked to VNeID. Furthermore, TPBank will promote the data usage and analysis across the Bank. In addition, TPBank will keep upgrading the Bank's systems and modernize infrastructure. Besides, TPBank will continue to



implementing key projects and comprehensive information security solutions as well as enhancing effectiveness in partner connection.

## 2.4 Network development

The Bank will monitor closely the effectiveness of its network by regularly reviewing and assessing transaction offices and business models at branches to make timely adjustments. In addition, TPBank will leverage the expansion of business at Livebank to optimize costs under the strict regulations of the SBV regarding granting license of new branches/transaction offices.

In 2025, TPBank shall launch 05 new branches in: Hanoi, Hung Yen, Ha Tinh, Binh Thuan, Gia Lai, and 03 transaction offices in: Ho Chi Minh City, Binh Duong, Ba Ria – Vung Tau.

### 2.5 Cost control, efficiency improvement

TPBank will strictly implement budget discipline across the Bank where regular cost review sessions are conducted as a basis for proposing optimization measures. The Bank will optimize operating costs by promoting saving culture and reinforcing the application of initiatives and improvements. The Bank will periodically search for, negotiate, and expand the supplier portfolio to select high-quality products at optimal prices. Purchasing assets should be based on the principles of saving, sufficiency, and optimizing system processing capacity to minimize new investment costs. Furthermore, the Bank shall reinforce the application of technology, digitalization of procedures to improve productivity, save headcount, reduce employee costs, and conduct performance evaluations of digitalization to ensure effective implementation. In addition, the Bank is planning and building a robust database, enhancing analytical capabilities based on big data to promptly detect losses, waste, and inefficient investment activities, thus management at all levels are supported in making decisions to adjust or redirect business operations.

Above is the Report on 2024 performance and business plan for 2025 of TPBank.

***Respectfully submitted!***

***Receiver:***

- Board of Directors, Board of Supervision;
- Board of Management;
- Archived by OP Office; Finance Division

ON BEHALF OF THE BOM  
~~CHIEF EXECUTIVE OFFICER~~



**NGUYEN HUNG**



*Ha Noi, April 2, 2025*

**REPORT OF THE BOARD OF SUPERVISORS**  
**AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**To: The Shareholders of Tien Phong Commercial Joint Stock Bank**

Pursuant to the Charter on the organization and operation of Tien Phong Commercial Joint Stock Bank (TPBank), the Regulation on the organization and operation of the Board of Supervisors (BOS), the BOS reports to the Annual General Meeting of Shareholders (AGM) on the results of operations in 2024 and key tasks in 2025 as follows:

**A- OPERATIONS OF THE BOARD OF SUPERVISORS IN 2024**

**I- PERSONNEL STRUCTURE AND IMPLEMENTATION OF THE BOARD OF SUPERVISORS' DUTIES**

1. The BOS consists of 03 members, with a 5-year term from 2023-2028:

No.	Full Name	Position	Effective Date
1	Ms. Nguyen Thi Thu Huong	Head of BOS	April 26,2023
2	Mr. Thai Duy Nghia	BOS member	April 26,2023
3	Ms. Nguyen Thi Thu Nguyet	BOS member	April 26,2023

The number, criteria, and conditions for the BOS members meet the requirements of the law, the Charter, and TPBank's internal regulations.

2. The BOS has issued the Regulation on the organization and operation of the BOS in accordance with the Law on Credit Institutions in 2024, which was approved by the 2024 AGM.
3. The BOS has assigned tasks to BOS members, while organizing the implementation of duties and powers in accordance with the law, the Charter, and TPBank's internal regulations.
4. The BOS members have fulfilled their assigned responsibilities and duties well, adhered to professional ethical standards, criteria, and conditions as prescribed, fully participated in periodic meetings, and unanimously voted and approved the contents within the functions and duties of the BOS.

In 2024, the BOS conducted 04 meetings to evaluate and approve the results of supervising TPBank's operations; evaluate the performance of BOS members, the Director of the Internal Audit Center (IA), and the IA's operations; review and approve the issuance of internal regulations of the the BOS/IA; appoint/reappoint positions within the IA... The attendance and



participation rate reached 100% in all meetings. The meeting minutes of the BOS were fully recorded and stored as prescribed. In addition, the BOS also sought opinions from its members in writing, via email, or directly to approve other matters related to the functions, duties, and powers of the BOS.

5. The BOS members receive remuneration, salaries, bonuses, and other benefits associated with their positions, based on their performance and within the budget approved by the AGM, and managed in accordance with TPBank's financial regulations (separate report available).

## **II- RESULTS OF BOS OPERATIONS**

### **1. Review of financial statements, monitoring of financial status, and compliance with regulations on limits to ensure safe operations of the Bank**

#### **➤ *Review of financial statements***

- The BOS reviewed the 2023 financial statements of the Bank, audited by KPMG Vietnam Co., Ltd., and unanimously confirmed: "The financial statements present fairly and reasonably, in all material respects, the financial position, business results, and cash flows of TPBank as of December 31, 2023, in accordance with Vietnamese Accounting Standards, the Financial Reporting Regime for Vietnamese Credit Institutions, regulations of the State Bank of Vietnam, and relevant legal regulations on the preparation and presentation of financial statements."

- The BOS also reviewed the separate and consolidated interim financial statements for 2024 of the Bank, reviewed by KPMG Vietnam Co., Ltd., and agreed with the conclusion: "Nothing has come to our attention that causes us to believe that the accompanying consolidated interim financial statements do not present fairly and reasonably, in all material respects, the consolidated financial position of the Bank and its subsidiaries as of June 30, 2024, and their consolidated financial performance and their consolidated cash flows for the six-month period then ended, in accordance with Vietnamese Accounting Standards, the Vietnamese Accounting Regime applicable to Credit Institutions issued by the State Bank of Vietnam, and relevant legal regulations on the preparation and presentation of interim financial statements".

#### **➤ *Monitoring of financial status***

Financial monitoring is conducted periodically, through which the BOS acknowledges that TPBank maintains financial safety, business results have improved significantly compared to the same period, and profits exceeded the target set by the AGM.

#### **➤ *Monitoring of compliance with regulations on limits to ensure safe operations***

The monitoring results during the period indicate that TPBank complies with the safety ratios in the Bank's operations as prescribed by law.

### **2. Monitoring the implementation of the 2024 AGM resolutions**

#### ***2.1. Status of implementation of business targets as of December 31, 2024 (consolidated figures)***



Unit: Billion VND, %

No.	Indicator	2023	Actual as of 12/31/2024	AGM target	+/- Compared to end of 2023	% of implementation vs. AGM target
1	Total Assets	356,634	418,028	390,000	61,394	107.19%
2	Total Deposits	316,518	374,046	327,000	57,528	114.39%
3	Loan Balance and Corporate Bonds	217,556	261,458	251,821	43,902	103.83%
4	Non-Performing Loan Ratio (under Circular 11, replaced by Circular 31)	1.52%	1.12%	<2.5%	-0.4%	Achieved
5	Profit Before Tax	5,589	7,600	7,500	2,011	101.33%

TPBank concluded 2024 with positive results, having exceeded the business targets set by the AGM.

## 2.2. Charter capital increase, profit distribution, and dividend payment

- Completed the charter capital increase according to the AGM Resolution. The 2024 charter capital increase plan involved issuing shares to pay dividends. The number of additional shares issued was 440,321,187, equivalent to a total value of VND 4,403 billion. The source of implementation was undistributed profits after setting aside funds as of December 31, 2023.

The current charter capital of the Bank is VND 26,419,561,960,000.

- Completed the cash dividend payment according to the AGM Resolution. The cash dividend payout ratio was 5% of shares, with a total payout of approximately VND 1,100 billion.

- Completed the 2023 profit distribution according to the AGM Resolution. Specifically, TPBank used VND 1,125 billion to pay corporate income tax and set aside funds as prescribed:

Unit: Million VND

Item	Actual value (Million VND)
5% Allocation to Charter Capital Supplement Fund	223,166
10% Allocation to Financial Provisioning Fund	446,333
Bonus Fund Allocation	5,000

The Bank also used VND 91,897 million to pay VAT on LC credit activities according to Prime Minister's Conclusion No. 324/TP-VPCP.

## 2.3 Write-off of debts with provisions used for risk handling

Pursuant to the authorization of the AGM, the Board of Directors (BOD) approved the write-off of debts with provisions used for risk handling, ensuring compliance with the conditions stipulated by the State Bank of Vietnam (SBV). As of December 31, 2024, the Bank has written off the outstanding balance of 30 customers with a total value of over VND 250 billion.



## ***2.4 Update and supplement certain operational content, business lines, and amend/supplement the Establishment and Operation License, Business Registration Certificate***

TPBank has completed the procedures and was granted the 31st amended Business Registration Certificate by the Hanoi Department of Planning and Investment on June 6, 2024, to update and supplement business lines according to the Establishment and Operation License issued by the SBV, and the operational content and business lines approved by the 2024 AGM.

## ***2.5 Amend and supplement internal documents under the approval authority of the AGM as authorized by the AGM***

Based on the authorization of the 2024 AGM, the BOD issued Decision No. 07/QD-TPB.BOD promulgating the Charter, the Regulation on the Organization and Operation of the BOD, the Internal Regulation on Bank Governance; and issued Financial Regulation No. 15/2024/QC-TPB.BOD to comply with the new provisions of the Law on Credit Institutions 2024, other relevant legal regulations, and to align with the actual operations and governance requirements at TPBank.

## **3. Monitoring the Restructuring Plan Associated with Non-Performing Loan (NPL) Resolution for the period 2021-2025**

During the period, the BOS continued to monitor the implementation of the Restructuring Plan Associated with NPL Resolution for the period 2021-2025 (PACCL).

Regarding the overall objectives and directions, TPBank aims to become a modern private financial group with coverage in the fields of banking, finance companies, insurance, and securities, with a regional presence. In 2024, TPBank successfully acquired Viet Cat Fund Management Company and continued to support Handico Finance Joint Stock Company (Hafic) in its recovery.

2024 is a pivotal year leading into the final year of the PACCL implementation period. The BOD has directed the Executive Board (EB) to focus on implementing efficient and safe activities based on adhering to the goals and plans set out in the Restructuring Plan, initially completing the Restructuring Plan submitted to the State Bank of Vietnam (SBV).

## **4. Monitoring of governance and management**

Monitoring shows that the BOD consistently stays updated on the actual situation, the directives of the Government and the SBV, and proactively directs and supervises the EB in drastically implementing the Law on Credit Institutions 2024, flexible solutions, and scenarios to optimize resources, improve business efficiency, and develop a business scenario for 2024. The EB has actively implemented the AGM Resolutions, the BOD Resolutions, managed the system, and executed the business plan effectively and ensured system safety.

***Some key results and activities of the BOD and the Executive Board (EB) during the reporting period:***

### **4.1. Successful organization of the 2024 AGM**



The resolutions of the 2024 AGM were widely communicated to public shareholders, and thoroughly disseminated to units and individuals within the system. The BOD organized and managed the successful implementation of the targets set by the AGM.

**4.2. Direction on the implementation of the "TPBank Development Strategy for the period 2023-2028 and Vision to 2035" with positive results**

The implementation of the "TPBank Development Strategy for the period 2023-2028 and Vision to 2035" has achieved positive results.

**4.3. The BOD/Senior Management Committee (EXCO) maintained regular meetings and bank-wide coordination with the EB and Head Office Departments to timely capture and direct the handling of issues in the Bank's business operations:**

- The BOD directed the EB to conduct in-depth research and comprehensive impact assessment of the Law on Credit Institutions 2024 and its amending and supplementing Circulars to timely apply them to business operations and update the system of internal documents. Some documents were issued before the effective date of the Law on Credit Institutions 2024, such as the Charter, the Internal Governance Regulations of the Bank, the Regulation on Organization and Operation of the BOD... Many internal documents related to the Bank's professional operations were also issued, amended, supplemented, or replaced to ensure timely regulations and guidance for the entire system to operate in compliance with the Law on Credit Institutions 2024 and its guiding documents.

- The BOD voted and approved tasks within its duties and powers or submitted them to the AGM for approval in accordance with the law and TPBank's Charter: Issued resolutions approving the Regulation on the Organizational Structure and Operation of Units, implemented dividend distribution and charter capital increase, regulations on professional operations... Approved credit extensions, investments, transactions within the BOD's limits and targets, and transactions between TPBank and related parties; Approved the policy on network development and establishment of business units; Approved the General Director's report on business results and business plans; Approved the policy on investment, capital contribution, share purchase, private placement of bonds... The contents approved in the BOD's resolutions during the period complied with the procedures and were within the BOD's authority as prescribed by law and the Bank's Charter.

- Through its sub-committees, the BOD performed its functions and duties as stipulated in the Regulations on the Organization and Operation of each committee. As members of the BOD's sub-committees, BOD members also participated in monthly or ad-hoc meetings to perform their governance and senior management oversight roles over the activities of the General Director's sub-committees, such as the Risk Management Committee, the ALCO Committee, the Capital Management Committee, and the Senior Credit and Investment Committee...

**4.4. The General Director and the Executive Board (EB) have made significant efforts since the beginning of the year to implement business activities and execute flexible management solutions to ensure system safety. Some notable activities during the period include:**



- Directing and implementing the Resolutions of the AGM and the BOD; implementing conclusions, requests, and directives from the State Bank of Vietnam (SBV), the Banking Inspection and Supervision Agency; implementing flexible management solutions in response to market signals (regarding interest rates, credit growth, capital management, etc.); actively reviewing and assessing the impact of newly issued legal regulations and proposing to the BOD to amend, issue, or promulgate internal regulations and rules of TPBank within their authority.
- Focusing on expanding the Bank's ecosystem through the acquisition and restructuring of financial companies, fund management companies, and maintaining equity investments and share purchases in securities companies.
- Under the direction of the Leadership, the Bank has maintained monthly thematic meetings to manage the system, evaluate business results, conduct internal communications, and implement solutions to address difficult and problematic issues.
- The General Director closely and promptly issued directives and notices on tasks to be implemented periodically or as required by law; genuine and urgent matters related to professional operations; disseminating support programs, policies, and products of the Bank flexibly tailored to each period... to relevant units, individuals, and departments, ensuring efficient, safe, and smooth Bank operations.
- Continuing to streamline the organizational structure, improve operational efficiency, reduce underperforming and unproductive personnel, and strictly enforce discipline for employees who violate professional ethics and operational regulations. Implementing cost control, practicing thrift, and fully exploiting revenue sources to improve the Cost-to-Income Ratio.
- Successfully implementing key projects such as the Core Banking Upgrade, the ESG Project, publishing the Sustainable Development Report according to 4 international standards, independently assured by KPMG, contributing to national green growth, and the project to comply with Decision No. 2345/QĐ-NHNN dated December 18, 2023, of the Governor of the SBV on implementing security and safety solutions in online payment and bank card payment.
- Focusing on expanding the nationwide network coverage: In 2024, TPBank established 04 new branches in Hanoi, Quang Binh, Ha Nam, Vinh Phuc, and 02 transaction offices in Hanoi and Bac Ninh. TPBank's branch network covers all three regions with 01 representative office, 63 branches, and 77 transaction offices. By the end of 2024, TPBank had over 400 LiveBank points in 40 provinces and cities nationwide.
- Continuously expanding and attracting new customers. In 2024, TPBank continued to experience strong growth in its customer base, surpassing 14.1 million customers.
- The digitization of internal processes continues to be strongly implemented. The planning of data regions has been deployed and widely communicated, with the goal of democratizing data to help TPBank continue to lead as a "data-driven" decision-making organization.
- Continuing to lead in the implementation of digital banking solutions, bringing convenient and safe experiences to customers. Implementing the integration of Citizen Identity Cards with chip attachments into the eBankX application, being one of the first banks to deploy VnEID...



## **5. Monitoring transactions under the authority of the AGM and the BOD**

- The BOS has directed the IA to organize the monitoring of the approval and implementation of the AGM and BOD Resolutions through contracts and transactions under the authority of the AGM and the BOD in accordance with the law and TPBank's internal regulations. The results of the monitoring during the period did not reveal any transactions under the approval authority of the AGM; transactions under the approval authority of the BOD were carried out in the correct order, procedures, and authority.

## **6. Monitoring of the BOS members and IA**

### **6.1. Monitoring and evaluating the implementation of professional ethical standards by the BOS members and Internal Auditors**

The monitoring results during the period showed that the BOS members and auditors at TPBank ensured professional ethical standards as stipulated in the BOS's internal regulations (Regulations on the Operations of the BOS, Regulations on the Organizational Structure and Operations of the IA...) and regulations in Circular 13/2018/TT-NHNN and its amendments and supplements. No signs of violations of professional ethical standards were detected in the performance of duties by auditors and the BOS members.

### **6.2. Directing and monitoring the IA's implementation of the 2024 plan, emerging tasks, and senior management's monitoring of the IA**

#### **➤ Implementation of the 2024 Audit plan**

- The BOS has directed and implemented comprehensive monitoring of the organization and operations of the audit function. In 2024, the IA completed the audit plan with 25 direct audit teams (including: 12 thematic audits, 02 Head Office unit audits, and 11 Business Unit audits); reviewed financial statements and safety ratios for 2023 and the first 6 months of 2024.

Remote monitoring and audit activities have been enhanced and have initially brought about effectiveness in identifying and providing early warnings to business units and Head Office units to implement early preventive measures for violations, ensuring safety in operations.

The audit and monitoring results for 2024 recorded positive changes in the operational and business activities, as well as the task implementation of Head Office Units and Business Units, contributing effectively to the overall business results of the Bank. Head Office Units have promoted their leadership, monitoring, and vertical management roles; Heads of Business Units have focused on improving the quality of management and operations, maintaining and strengthening control points within their Units. Operational and professional activities have generally complied with legal regulations and TPBank's rules. However, during operations, there were some shortcomings, violations, and outstanding issues in certain areas and professional activities (but not systemic, mainly occurring in some Business Units and did not affect the safety of TPBank).

- The audit results were approved by the BOS submitted to the BOD and the General Director, and received timely guidance from the managers. IA pointed out limitations, risk warnings, and proposed solutions to ensure the safety of banking operations, actively contributing to improving



the compliance and effectiveness of the internal control system. Employees and managers with shortcomings and violations were held accountable and subject to strict disciplinary actions. The IA coordinated with functional units to assess compliance and apply penalties to relevant units periodically.

- The IA promptly communicated directives to Heads of Divisions and Units, as well as relevant individuals, for rectification, remediation, and handling. The IA systematically monitored and urged implementation, and periodically reported the remediation results after audits to the Bank's managers.

➤ **Review and issuance of internal regulations of the BOS and IA**

The Law on Credit Institutions 2024, effective from July 1, 2024, along with its amending and supplementing guiding documents, has increased and expanded the role, functions, and duties of the BOS/IA. Accordingly, The BOS directed the IA to proactively review and consolidate the system of regulations on organizational structure and matters within BOS's issuance authority to comply with current legal requirements, internal regulations, and actual operations at TPBank. Internal regulations issued by the BOS are periodically reviewed by the IA as directed by the BOS, in accordance with legal regulations and actual operational requirements, to address limitations and inadequacies during implementation and proactively update, amend, or supplement them (if any).

➤ **Directing IA to implement reports as required by Law and as requested and recommended by the Banking Inspection and Supervision Agency**

The IA has prepared internal reports, AGM reports, and reports to relevant authorities as required or as requested in official letters, fully and promptly.

➤ **Directing the IA to perform other tasks**

The BOS has directed the IA to conduct financial monitoring, monitoring and coordination in risk management and internal control; participate in the Bank's strategic projects; coordinate with the Human Resources Board in recruitment, training, and appointment of personnel, improve professional skills in control and audit, and perform other tasks as directed.

➤ **Evaluating the effectiveness and efficiency of Internal Audit and the performance of the director of the IA**

Under the direction of the BOS, the IA has synchronized solutions for organization, management, training, process improvement, digital innovation, improving efficiency, labor productivity, and quality, ensuring audit activities comply with risk-oriented principles and comprehensiveness. The Director of the IA has fully and promptly implemented the managers' directives and managed the IA to execute the internal audit plan effectively.

**7. Compiling, updating, and maintaining the list of founding shareholders, shareholders owning 1% or more of charter capital, and related persons of the BOD members, BOS members, General Director, and shareholders owning 1% or more of charter capital of the Bank**



In accordance with the provisions of Articles 49 and 52 of the Law on Credit Institutions 2024 (effective from July 1, 2024), the BOS has directed the IA to monitor, compile, and update the list of founding shareholders, shareholders owning 1% or more of charter capital at TPBank, and related persons of the BOD members, the BOS members, General Director, and shareholders owning 1% or more of charter capital; report to the State Bank of Vietnam; disclose information on the website; and post and keep information at headquarter in accordance with regulations.

The BOS reports to the AGM on information regarding shareholders owning 1% or more of charter capital at TPBank and related persons of BOD members, BOS members, General Director, Deputy General Directors, and shareholders owning 1% or more of charter capital, as stipulated in Clause 4, Article 49 of the Law on Credit Institutions 2024, at the following link: <https://tpb.vn>

## **8. Cooperation between the BOS and the BOD, General Director, and shareholders**

### **8.1. Cooperation between the BOS and the BOD, General Director, and first-line and second-line defense units:**

The BOD and the EB of TPBank have cooperated and created favorable conditions for the BOS to perform its functions and duties in accordance with the law and TPBank's internal regulations, in line with the information exchange mechanism between the BOD, General Director, first-line and second-line defense units, and the BOS/IA. BOS members are invited to and attend regular meetings of the BOD, important meetings of the Bank, and are provided with information and documents on the Bank's management, administration, and business operations to support the BOS's oversight work.

The BOS has implemented a cooperation mechanism with the BOD and the EB in supervising, inspecting, and controlling the Bank's operations:

- Maintaining the exchange and updating of information on banking business activities and risk control measures.
- Coordinating in the development and implementation of audit and post-audit remedial plans.
- Exchanging information with the EB, Risk Management Division, Internal Control & Compliance Center, and relevant units on issues arising in operations to warn of risks and recommend preventive and remedial measures to ensure the safety of banking operations.
- The results of supervision, audits, and recommendations of the BOS/IA have been submitted to the BOD and the General Director, and the managers have reviewed and directed relevant Units and individuals to implement and report the remedial results to the BOS/IA periodically.

### **8.2. Cooperation between the BOS and shareholders and information disclosure**

The BOS has fully reported the results of its functions and duties as required by law, the TPBank Charter, and the BOS's Organization and Operation Regulations to shareholders at the AMG. In 2024, there were no cases where shareholders or major shareholder groups requested to inspect accounting books, other documents, or the management and administration of the Bank's operations.



Members of the BOD, BOS, General Director, and Deputy General Directors have publicly disclosed their related interests and declared related persons. Transactions between TPBank and its subsidiaries, and/or transactions between TPBank and members of the BOD, BOS, General Director, Deputy General Directors, other executives, and their related persons have been conducted in accordance with the law and the Bank's Charter.

#### **9. Recommendations to the BOD and the General Director**

Based on the results of monitoring operations in 2024, the BOS acknowledges and highly appreciates the efforts of the BOD and the Executive Board (EB) in actively implementing the resolutions of the AGM, preparing resources for the implementation of the Law on Credit Institutions 2024, and flexibly managing business operations in response to difficulties and adverse developments in the economy and the banking sector.

With the goal of optimizing resources and achieving sustainable development in the new conditions, the BOS recommends the BOD and the General Director:

1. The Law on Credit Institutions 2024 has taken effect, and the State Bank of Vietnam (SBV) continues to amend and replace many documents related to business operations, the control system, internal audit, and risk management. The BOS recommends that the BOD and General Director continue to direct specialized units to monitor and assess the impact, and promptly update and revise the Bank's operations.
2. 2025 is the final year of the PACCL implementation. Therefore, actively implement and evaluate the achievement of the PACCL's targets, and summarize and report to the SBV on the PACCL implementation results.
3. Recommend that the General Director (i) continue to implement synchronized solutions to limit new non-performing loans, effectively recover and handle non-performing loans, ensure security and safety for the system; improve credit quality, investment, and safe growth. (ii) Direct units to rectify shortcomings, violations, limitations, and risks; communicate risk awareness to other units and prevent risks. (iii) Enhance the leadership and oversight role of Head Office Divisions over business units; support and improve the quality of management, administration, and control points at business units; encourage business units to self-inspect, self-correct, and prevent recurrence.
4. Continue to fully implement the conclusions and recommendations of the SBV, competent authorities, and the recommendations of the BOS and the Internal Audit Department (IA).

#### **B- KEY TASKS OF THE BOARD OF SUPERVISORS IN 2025**

1. Continue to monitor the governance and management of the Bank in compliance with the law, internal regulations, the Charter, and the resolutions and decisions of AGM and the BOD. Strengthen the working mechanism and information exchange between the BOS, the General Director, and first-line and second-line defense units to improve the effectiveness of supervision.
2. Closely follow the guidance of the State Bank of Vietnam (SBV) and any amendments or supplements to the SBV's regulations related to the operations of the BOS, internal control, and internal audit of the Bank.



3. Direct the Internal Audit Department:

3.1. Complete the 2025 Internal Audit Plan, enhance monitoring and early warning activities.

3.2. Amend and update the Regulations on the organizational structure, functions, and duties of the IA and the Internal Audit Procedures to align with changes in legal regulations, leadership directives, and actual operations.

3.3. Promote innovation, digital transformation, process improvement, enhance labor productivity, and improve the quality of audit and supervision.

4. Perform other duties and powers of the BOS as stipulated by law.

**C – THE BOARD OF SUPERVISORS SUBMITS TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**

The BOS respectfully submits to the AGM for consideration and approval:

1. The report on the results of the BOS's operations in 2024 and the key tasks of the BOS in 2025.

2. Authorize and assign tasks to the BOS: (i) Review, decide on amendments, supplements to the Regulations on the organization and operations of the BOS to comply with legal regulations and relevant guidelines of competent state authorities (if any); (ii) Decide on procedures related to the issuance, reporting, notification, and disclosure of information after issuance in accordance with the law and TPBank's internal regulations.

**Respectfully reported!**

**Recipient:**

- AGM;
- BOD;
- BOS;
- General Director;
- Archive: BOD, BOS.

**ON BEHALF OF THE BOARD OF SUPERVISORS  
HEAD OF THE BOARD**



**Nguyễn Thị Thu Hương**



**REPORT ON BUDGET UTILIZATION IN 2024,  
BUDGET PLAN FOR 2025 OF THE BOARD OF SUPERVISORS****To: The Shareholders of Tien Phong Commercial Joint Stock Bank**

The Board of Supervisors (BOS) hereby reports to the General Meeting of Shareholders (GMS) on the budget utilization in 2024 and submits for approval the BOS's budget plan for 2025 as follows:

**1. Budget Utilization in 2024**

The total operating expenses of the BOS in 2024 were VND 3,503 million, equivalent to 85.4% of the budget approved by the GMS. In which:

- Remuneration and consulting fees: VND 2,975 million, equivalent to 83% of the budget;
- Other expenses: VND 528 million, equivalent to 99.6% of the budget.

**2. Budget Plan for 2025**

Based on the duties and powers of the BOS under the Law on Credit Institutions in 2024 and the work program for 2025, the BOS submits to the GMS for approval the total budget of the BOS for 2025 of VND 5,080 million (Five billion and eighty million Vietnamese Dong), an increase of 24% compared to the 2024 budget plan. Specifically:

*Unit: Million VND*

No.	Content	2024	2025 Plan	Increase/Decrease
1	Remuneration	2,870	3,470	+600
2	Consulting and training fees	700	800	+100
3	Other operating expenses	530	810	+280
	<b>Total</b>	<b>4,100</b>	<b>5,080</b>	<b>980</b>

**Respectfully submitted to the GMS for approval!****Sincerely,****Recipient:**

- General Meeting of Shareholders;
- Board of Directors, BOS;
- Archive: BOS.

**ON BEHALF OF THE BOARD OF SUPERVISORS  
HEAD OF THE BOARD**  
**Nguyễn Thị Thu Hương**



No.: 02/2025/TTr-TPB.HĐQT

Hanoi, April 18, 2025

**PROPOSAL***Ref: Approve contents under the approval authority of the General Shareholders Meeting***Respectfully to: TPBANK'S GENERAL SHAREHOLDERS MEETING***Pursuant to:*

- *Law on Credit Institutions No. 32/2024/QH15 ("Law on Credit Institutions 2024") and the guiding documents;*
- *Law on Enterprises No. 59/2020/QH14 (amended and supplemented with a number of articles according to the Law No. 03/2022/QH15) and the guiding documents;*
- *Law on Securities No. 54/2019/QH14 and the guiding documents;*
- *The Charter of Tien Phong Commercial Joint Stock Bank ("TPBank");*
- *The Board of Directors' Resolution No. 08/2025/NQ-TPB.HĐQT dated February 27, 2025 approving the expected contents and time of holding the Annual General Shareholders Meeting for 2025;*
- *Considering the CEO's Proposal; considering actual operational needs at TPBank.*

The Board of Directors ("BOD") respectfully submits to Shareholders to consider and approve a number of contents under the approval authority of the Annual General Shareholders Meeting ("GSM") for 2025, specifically as follows:

**1. Approval of TPBank's 2024 Audited Financial statements:**

- *Pursuant to No. 16/2007/QĐ-NHNN dated 18 April 2007 by the Governor of the State Bank of Vietnam on Issuance of the regime on financial statements for Credit institutions (amended, supplemented);*
- *Pursuant to Circular No. 51/2024/TT-NHNN dated 29 November 2024 by the Governor of the State Bank of Vietnam on Independent audit for commercial banks, non-bank credit institutions, microfinance institutions, foreign bank branches;*
- *Pursuant to Decree No. 93/2017/ND-CP dated 7 August 2017 by the Government on the financial regime for credit institutions, foreign bank branches and financial monitoring, assessment of the State's investment in credit institutions with 100% of State owned capital and credit institutions with State owned capital;*
- *Pursuant to issued audited financial statements for the year ended 31 December 2024 of TPBank.*

Respectfully submitting to the GSM to approve the 2024 Financial statements audited by KPMG Limited with the following contents:



- KPMG had **unqualified opinion** for the attached Separate and consolidated financial statements for the year ended 31 December 2024 of TPBank.
- Some fundamental indicators in 2024 audited Financial statements are as follows:

(Unit: Million VND, %)

No.	Item	Separate figures	Consolidated figures
1	Total assets	418,051,013	418,028,391
2	Profit before tax in 2024	7,599,464	7,600,198
3	Retained earnings as at 31 December 2024	7,474,675	7,452,942
4	Deposit from customers and Valuable papers issued	279,439,847	279,437,989
5	Loans to customers and Corporate bonds	261,458,388	261,458,388
6	Non-performing loan ration in accordance with Circular No. 11/2021/TT-NHNN (superseded by Circular No. 31/2024/TT-NHNN from 01 July 2024)	1.12%	1.12%

Full set of audited Financial statements 2024 have been uploaded on website: <http://tpb.vn>.

## 2. Approval of the Plan on profit distribution and appropriation to funds for the year 2024 in accordance with relevant laws and regulations

- Pursuant to Law on Credit Institutions No. 32/2024/QH15 and the guiding documents;
- Pursuant to Decree No. 93/2017/ND-CP dated 7 August 2017 by the Government on the financial regime for credit institutions, foreign bank branches and financial monitoring, assessment of the State's investment in credit institutions with 100% of State owned capital and credit institutions with State owned capital;
- Pursuant to Circular No. 16/2018/TT-BTC dated 7 February 2018 by the Minister of the Ministry of Finance guiding certain provisions of the financial regime for credit institutions, foreign bank branches (amended, supplemented);
- Considering the operation results 2024 of TPBank according to the 2024 audited Financial statements.

As presented in the audited separate financial statements for the year ended 31 December 2024 by KPMG Limited, profit before tax of TPBank reached **7,599,464 million dong** (In word: Seven thousand five hundred ninety nine billion four hundred sixty four million dong), respectfully submitting to the GSM for approval of profit distribution plan and appropriation to funds of TPBank for the year 2024 as follows:

(Unit: Million dong)

No.	Item (Bank's figures)	Formula	Execution in 2024
1	Profit before tax		7,599,464
2	Corporate income tax expense		1,528,564
3	Profit after tax	(3)=(1)-(2)	6,070,900
4	10% appropriation to Reserve to supplement charter capital	(4)=(3)*10%	607,090
5	10% appropriation to Financial reserve	(5)=(3)*10%	607,090



No.	Item (Bank's figures)	Formula	Execution in 2024
6	Appropriation to Bonus and welfare fund		5,000
7	Retained earnings for the year 2024	$(7)=(3)-(4)-(5)-(6)$	4,851,720

### 3. Approval of the selection of an independent audit organization for the 2026 fiscal year:

- Pursuant to the Law on Credit Institutions No. 32/2024/QH15 and the guiding documents;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Securities Law;
- Pursuant to Circular No. 51/2024/TT-NHNN dated November 29, 2024 regulating independent audits of commercial banks, non-bank credit institutions, microfinance institutions, and foreign bank branches;
- Pursuant to the Charter of Tien Phong Commercial Joint Stock Bank;
- Considering the proposed contents of relevant Units and the actual situation.

Respectfully submitting to the GSM for consideration and approval of the selection of an independent auditing organization for the fiscal year ending on December 31, 2026, specifically as follows:

a) Approve the selection of **KPMG Limited Company** as an independent auditing organization to review semi-annual financial statements, audit annual financial statements and provide assurance services for the operation of the internal control system in preparing and presenting TPBank's financial statements for the fiscal year ending December 31, 2026 in accordance with the law. Authorize the BOD to select a backup auditor to replace KPMG if necessary. The backup auditor must be a company on the list approved by the State Securities Commission to conduct audits for public interest entities in the securities sector and updated to the time of selection.

b) Assign the Chief Executive Officer and the person authorized/assigned by the Chief Executive Officer (if any) to be responsible for completing negotiations, deciding, signing related documents/contracts and other necessary tasks with **KPMG Limited Company** or the Backup Audit Company (selected instead of KPMG) to perform the above service items, ensuring compliance with legal regulations and TPBank's internal regulations.

### 4. Approval of other contents according to the legal provisions:

To ensure that the governance and management of TPBank's business activities are timely, effective and consistent with developments of economy, market and actual operational needs of the Bank, based on current legal regulations, the BOD respectfully submits to the GSM for consideration and approval of certain matters under the authority of the GSM arising between the two annual GSM in 2025 and 2026, including:

a) Approval for the derecognition of written-off bad debts that meet requirements of the State Bank of Vietnam from off-balance sheet items, including but not limited to: debts that were written-off for a minimum period of 05 (five) years and are unrecoverable after taking all possible measures to recover. After derecognition, these debts shall be monitored in the system



of TPBank for a minimum period of 10 (ten) years in accordance with Decree No. 86/2024/ND-CP dated 11 July 2024 by the Government. TPBank has established Risk Management Committee according to Article 10 Decree No. 86/2024/ND-CP dated 11 July 2024, which was authorized to decide on the list of written-off bad debts to be derecognised as mentioned above in compliance with relevant laws and regulations and internal regulations of TPBank.

b) Approval for solution implementation to address significant financial fluctuation of the Bank (if any) in accordance with relevant laws and regulations and actual situation of TPBank. The BOD is authorized to review, decide and carry out necessary procedures to deploy this matter (if it arises) in compliance with relevant laws and regulations, guidance from State authorities, internal regulations of TPBank, plan and objectives as approved in the GSM and ensure legal rights and benefits of the Bank.

Respectfully submitting to the GSM for approval./.

**Recipients:**

- General Shareholder Meeting;
- Supervisory Board;
- Archives: BOD Office.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**



*[Signature]*  
**Đo Minh Phú**

M.S.D



No.: 03/2025/TTr-TPB.HĐQT

Hanoi, April 18, 2025

**PROPOSAL***Re: cash dividend payment plan and charter capital increase plan in 2025***Submitted to: GENERAL MEETING OF SHAREHOLDERS  
TIEN PHONG COMMERCIAL JOINT STOCK BANK***Pursuant to:*

- *The Law on Credit Institutions No. 32/2024/QH15 and guiding documents;*
- *The Law on Enterprise No. 59/2020/QH14 and amending, supplementing, guiding documents;*
- *The Law on Securities No. 54/2019/QH14 and amending, supplementing, guiding documents;*
- *The Charter of Tien Phong Commercial Joint Stock Bank (hereinafter referred to as "TPBank" or "Bank");*
- *The Resolution of the Board of Directors No. 08/2025/NQ-TPB.HĐQT dated February 27, 2025 approving the contents and expected time of holding the 2025 Annual General Meeting of Shareholders.*

Respectfully submitted to General Meeting of Shareholders ("**GSM**") to consider and approve **The cash dividend payment plan and charter capital increase plan in 2025**, specifically as follows:

**I. CASH DIVIDEND PAYMENT PLAN IN 2025**

Considering that the Bank's business operations are stable, have a long history and develop safely and healthily, as well as to increase benefits for shareholders who have accompanied the Bank during the past time, the Board of Directors ("**BOD**") respectfully submits to valued shareholders for consideration and approval of **The cash dividend payment plan in 2025** with some basic contents as follows:

1. Current charter capital of TPBank: **26,419,561,960,000 VND** (*Twenty-six thousand four hundred and nineteen billion, five hundred and sixty-one million, nine hundred and sixty thousand VND*), equivalent to **2,641,956,196 shares**, of which:
  - + Number of common shares issued: 2,641,956,196 shares
  - + Common shares outstanding: 2,641,956,196 shares
  - + Treasury shares: 0 share
  - + Preferred shares: 0 share



2. Profit targets and allocated fund until the end of 2024:

*Unit: million dong*

No.	Targets	Figures as of December 31, 2024 according to 2024 audited separate financial statements	Figures as of December 31, 2024 according to 2024 audited consolidated financial statements
1	Profit before tax in 2024	7,599,464	7,600,198
2	Undistributed profits after allocating funds as of December 31, 2024	6,255,496	6,233,763

3. Ratio: 10%/share (1 share will receive 1.000 VND).
4. Subjects eligible to receive dividends: Shareholders whose names are on the list of shareholders at the record date to have the rights to receive cash dividends in 2025 in accordance with the law from time to time.
5. Payment method: In cash.
6. Source: From undistributed profits after allocating funds as of December 31, 2024, according to the Bank's 2024 audited consolidated financial statements.
7. Expected implementation time: After approval by the General Meeting of Shareholders, the specific implementation time will be decided by the BOD, ensuring compliance with the law.
8. Authorize and assign tasks to the BOD:  
The GSM authorizes and assigns tasks to the BOD to decide on all related work and issues to complete procedures for paying cash dividends in 2025, ensuring compliance with the law and TPBank's internal regulations, including but not limited to the following issues:
  - a. Select the record date to create a list of shareholders eligible to receive dividends, ensuring benefits for shareholders and in accordance with the law.
  - b. Prepare a list of shareholders eligible to receive dividends, determine the level of dividends to be paid, time and form of payment.
  - c. Carry out all other necessary tasks and procedures and handle related issues to complete the above dividend payment plan.

## II. CHARTER CAPITAL INCREASE PLAN IN 2025 THROUGH ISSUING SHARES TO PAY DIVIDENDS

Based on the actual business situation, with the aim of expanding the scale of business activities according to TPBank 's strategy, ensuring to meet safety criteria well, risk management, improving financial capacity, while increasing the attractiveness of TPBank shares, bringing optimal value to shareholders, the BOD respectfully submits to valued shareholders to consider and approve **The charter capital increase plan in 2025 through**



issuing shares to pay dividends (Detailed as attached to this Proposal) with some basic contents as follows:

Increase charter capital from 26,419,561,960,000 VND (Twenty-six thousand four hundred and nineteen billion, five hundred and sixty-one million, nine hundred and sixty thousand VND) to **27,740,540,050,000 VND** (Twenty-seven thousand seven hundred and forty billion, five hundred and forty million, zero hundred and fifty thousand VND) through the plan:

**Issues common shares to pay dividends to existing shareholders**

1. Type of shares issued: Common shares
2. Par value: 10,000 VND/share
3. Charter capital before issuance: 26,419,561,960,000 VND
4. Total number of common shares issued: 2,641,956,196 shares
5. Common shares outstanding: 2,641,956,196 shares
6. Treasury shares: 0 share
7. Preferred shares: 0 share
8. Expected charter capital increase: maximum 1,320,978,090,000 VND
9. Information about charter capital, reserve fund to supplement charter capital, surplus equity, retained profits and other funds are determined according to the audit results of the independent auditor:

Unit: million dong

<b>Targets</b>	<b>Figures as of December 31, 2024 according to 2024 audited separate financial statements</b>	<b>Figures as of December 31, 2024 according to 2024 audited consolidated financial statements</b>
Capital	26,419,562	26,419,562
- Charter capital	26,419,562	26,419,562
- Surplus equity	0	0
- Treasury shares	0	0
Funds of credit institutions	4,936,045	4,936,045
- Reserve fund to supplement charter capital	1,723,094	1,723,094
- Financial provision fund	3,212,951	3,212,951
Undistributed profits after allocating funds as of December 31, 2024	6,255,496	6,233,763
Non-controlling interest	0	99
<b>Total equity</b>	<b>37,611,103</b>	<b>37,589,469</b>

10. Common shares expected to be issued: maximum 132,097,809 shares
11. Total issuance value (according to par value): maximum 1,320,978,090,000 VND



12. Subjects of issuance: Shareholders whose names are on the list of shareholders at the record date to have the rights from the issuance of common shares to pay dividends in accordance with the law from time to time.
13. Issuance method: Issue common shares to pay dividends to existing shareholders.
14. Ratio: **5%** (On the record date, shareholders owning 100 shares will receive 5 new shares).
15. Source: From undistributed profits after allocating funds as of December 31, 2024, according to the Bank's 2024 audited consolidated financial statements.
16. Odd lots plan (if any): Shares issued to existing shareholders will be rounded down to units. The odd lots (less than 1 share), if any, will be aborted.  
*For example: At the record date, if shareholder A owns 688 shares, the number of additional shares received according to the formula is  $(688 * 5\% = 34.40 \text{ new shares})$ . However, applying the above odd lots plan, shareholder A will receive 34 new shares, while the odd shares (0.40 shares) will be aborted.*
17. Transfer restrictions: Common shares issued to shareholders to pay dividends are not subject to transfer restrictions.
18. Expected implementation time: After being approved by the GSM, the specific implementation time will be decided by the BOD based on the License/Approval from the competent authorities and ensuring compliance with the law.
19. Expected completion time: The specific completion time depends on the review and approval process of the dossier by the competent authorities and ensures compliance with the law.

#### **Authorize and assign tasks to the BOD**

GSM authorizes and assigns tasks for the BOD to decide on all related work and issues to complete the process/procedures for increasing charter capital, ensuring compliance with the law and TPBank's internal regulations, including but not limited to the following issues:

1. Select the record date to create a list of shareholders entitled to rights after obtaining the License/Approval from the competent authorities, ensuring benefits for shareholders and shareholders in accordance with the law.
2. Decide, amend and supplement the plan to increase charter capital (if necessary) at the request of competent authorities, the time to implement the plan is appropriate to the actual situation, and implement detailed content of the Plan and carry out procedures to submit to the State Bank of Vietnam, the State Securities Commission and other competent authorities (if any) for written approval of the increase in charter capital and other work in accordance with the law.
3. Select a securities company as the agent to carry out the transaction (if necessary).
4. Proactively carry out relevant legal procedures after completing the capital increase according to the law based on actual issuance results.
5. Implement necessary procedures to register the Bank's charter capital, amend/supplement the Bank's License (corresponding to the actual capital increase after issuance) with the



State Bank of Vietnam and competent authorities; decide to amend TPBank's Charter (corresponding to content related to charter capital); register the entire additional number of shares to be issued with the Vietnam Securities Depository and Clearing Corporation and additionally list the entire corresponding number of shares at the Hochiminh Stock Exchange immediately after completing the issuance in accordance with the law; implement/complete other related procedures according to the instructions of competent authorities.

6. Ensure the maximum foreign ownership limit at TPBank according to the law to complete the plan to increase charter capital.
7. Decide and adjust the plan to use additional capital from the above stock issuance plan in accordance with TPBank's actual capital use needs, ensure efficiency and benefits of TPBank and shareholders, and ensure comply with the law.
8. Proactively handle arising related issues to successfully implement TPBank's 2025 charter capital increase.

Respectfully submits to the GSM for approval./.

**Recipients:**

- As recipients;
- Supervisory Board;
- Archived by: BOD Office.

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







**TIEN PHONG COMMERCIAL JOINT STOCK BANK**

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**2025 CHARTER CAPITAL INCREASE PLAN  
OF TIEN PHONG COMMERCIAL JOINT STOCK BANK**

*Hanoi, April 2025*



## I. THE NECESSITY OF INCREASING CHARTER CAPITAL

1. Meets the requirements of the State Bank of Vietnam ("**SBV**") on improving financial capacity, creating a foundation for developing branch network, expanding market share and business scale, diversifying types of form of banking services.
2. Ensure compliance and fully meet safety ratios in banking operations, improve risk management capacity, and implement standards in the Basel Accord (Basel II and Basel III) according to SBV's regulations.
3. Medium and long-term capital growth to serve credit growth needs.
4. Invest in facilities, technical infrastructure, and information technology systems to serve the needs of developing the entire system network and developing products with high technology content.
5. Contribute capital to other permitted business areas to support and promote TPBank's business results.

## II. LEGAL BASIS

*Pursuant to:*

- *The Law on Credit Institutions No. 32/2024/QH15 and guiding documents;*
- *The Law on Enterprise No. 59/2020/QH14 and amending, supplementing, guiding documents;*
- *The Law on Securities No. 54/2019/QH14 and amending, supplementing, guiding documents;*
- *The Charter of Tien Phong Commercial Joint Stock Bank (hereinafter referred to as "**TPBank**" or "**Bank**");*
- *The Resolution of the Board of Directors No. 08/2025/NQ-TPB.HĐQT dated February 27, 2025 approving the contents and expected time of holding the 2025 Annual General Meeting of Shareholders.*

## III. PLAN TO INCREASE CHARTER CAPITAL

### A. Expected charter capital increase:

1. Current charter capital of TPBank: **26,419,561,960,000 VND** (*Twenty-six thousand four hundred and nineteen billion, five hundred and sixty-one million, nine hundred and sixty thousand VND*), equivalent to **2,641,956,196 shares**, of which:
  - + Number of common shares issued: 2,641,956,196 shares
  - + Common shares outstanding: 2,641,956,196 shares
  - + Treasury shares: 0 share
  - + Preferred shares: 0 share
2. Charter capital expected to increase in 2025: maximum **1,320,978,090,000 VND** (*One thousand three hundred and twenty billion, nine hundred and seventy eight million, ninety*



thousand dong VND) equivalent to **132,097,809 shares**.

3. TPBank's expected charter capital after completing the charter capital increase in 2025: maximum **27,740,540,050,000 VND** (Twenty-seven thousand seven hundred and forty billion, five hundred and forty million, zero hundred and fifty thousand VND) equivalent to **2,774,054,005 shares**.

**B. Plan to increase charter capital:**

Increase charter capital from 26,419,561,960,000 VND to **27,740,540,050,000 VND** (maximum increase 1,320,978,090,000 VND) through the plan:

**Issues common shares to pay dividends to existing shareholders**

1. Type of shares issued: Common shares
2. Par value: 10,000 VND/share
3. Charter capital before issuance: 26,419,561,960,000 VND
4. Total number of common shares issued: 2,641,956,196 shares
5. Common shares outstanding: 2,641,956,196 shares
6. Treasury shares: 0 share
7. Preferred shares: 0 share
8. Expected charter capital increase: maximum 1,320,978,090,000 VND
9. Information about charter capital, reserve fund to supplement charter capital, surplus equity, retained profits and other funds are determined according to the audit results of the independent auditor:

Unit: million dong

<b>Targets</b>	<b>Figures as of December 31, 2024 according to 2024 audited separate financial statements</b>	<b>Figures as of December 31, 2024 according to 2024 audited consolidated financial statements</b>
Capital	26,419,562	26,419,562
- Charter capital	26,419,562	26,419,562
- Surplus equity	0	0
- Treasury shares	0	0
Funds of credit institutions	4,936,045	4,936,045
- Reserve fund to supplement charter capital	1,723,094	1,723,094
- Financial provision fund	3,212,951	3,212,951
Undistributed profits after allocating funds as of December 31, 2024	6,255,496	6,233,763
Non-controlling interest	0	99
<b>Total equity</b>	<b>37,611,103</b>	<b>37,589,469</b>

10. Common shares expected to be issued: maximum 132,097,809 shares



11. Total issuance value (according to par value): maximum 1,320,978,090,000 VND
12. Subjects of issuance: Shareholders whose names are on the list of shareholders at the record date to have the rights from the issuance of common shares to pay dividends in accordance with the law from time to time.
13. Issuance method: Issue common shares to pay dividends to existing shareholders.
14. Ratio: 5% (On the record date, shareholders owning 100 shares will receive 5 new shares).
15. Source: From undistributed profits after allocating funds as of December 31, 2024, according to the Bank's 2024 audited consolidated financial statements.
16. Odd lots plan (if any): Shares issued to existing shareholders will be rounded down to units. The odd lots (less than 1 share), if any, will be aborted.  
*For example: At the record date, if shareholder A owns 688 shares, the number of additional shares received according to the formula is  $(688 * 5\% = 34.40 \text{ new shares})$ . However, applying the above odd lots plan, shareholder A will receive 34 new shares, while the odd shares (0.40 shares) will be aborted.*
17. Transfer restrictions: Common shares issued to shareholders to pay dividends are not subject to transfer restrictions.
18. Expected implementation time: After being approved by the GSM, the specific implementation time will be decided by the Board of Directors based on the License/Approval from the competent authorities and ensuring compliance with the law.
19. Expected completion time: The specific completion time depends on the review and approval process of the dossier by the competent authorities and ensures compliance with the law.

#### **C. Expected changes in shareholder structure:**

List of shareholders and share ownership ratio of shareholders with ownership ratio of 5% or more compared to voting share capital and current and expected charter capital after capital increase; List of shareholders and related persons with share ownership ratio of 15% or more compared to current and expected charter capital after capital increase; Information on total current and expected foreign ownership after capital increase. (*Details as attached Appendix*)

### **IV. CHANGE IN CHARTER CAPITAL**

Register to change the content of charter capital (corresponding to the actual capital increase after successfully issuing common shares to pay dividends) on the License of Establishment and Operation, Business Registration Certificate and charter capital items in TPBank's Charter according to the law.

### **V. INFORMATION DISCLOSURE**

TPBank discloses information in accordance with current laws and instructions from the SBV, the State Securities Commission and the Stock Exchange.



## **VI. ADDITIONAL REGISTRATION AND LISTING OF SHARES**

Registration of the entire additional number of shares to be issued with the Vietnam Securities Depository and Clearing Corporation and additional listing of the entire corresponding number of shares at the Hochiminh Stock Exchange immediately after completing the issuance in accordance with current laws.

## **VII. PROCEDURES FOR IMPLEMENTING CAPITAL INCREASE PLAN**

Submitted to the General Meeting of Shareholders of TPBank to approve the Plan to increase the expected charter capital from 26,419,561,960,000 VND to **27,740,540,050,000 VND** (maximum increase 1,320,978,090,000 VND), authorize and assign tasks for the Board of Directors to decide on all related work and issues to complete the process/procedures for increasing charter capital, ensuring compliance with the law and TPBank's internal regulations, including but not limited to the following issues:

1. Select the record date to create a list of shareholders entitled to rights after obtaining the License/Approval from the competent authorities, ensuring benefits for shareholders and shareholders in accordance with the law.
2. Decide, amend and supplement the plan to increase charter capital (if necessary) at the request of competent authorities, the time to implement the plan is appropriate to the actual situation, and implement detailed content of the Plan and carry out procedures to submit to the SBV, the State Securities Commission and other competent authorities (if any) for written approval of the increase in charter capital and other work in accordance with the law.
3. Select a securities company as the agent to carry out the transaction (if necessary).
4. Proactively carry out relevant legal procedures after completing the capital increase according to the law based on actual issuance results.
5. Implement necessary procedures to register the Bank's charter capital, amend/supplement the Bank's License (corresponding to the actual capital increase after issuance) with the State Bank of Vietnam and competent authorities; decide to amend TPBank's Charter (corresponding to content related to charter capital); register the entire additional number of shares to be issued with the Vietnam Securities Depository and Clearing Corporation and additional list the entire corresponding number of shares at the Hochiminh Stock Exchange immediately after completing the issuance in accordance with the law; implement/complete other related procedures according to the instructions of competent authorities.
6. Ensure the maximum foreign ownership limit at TPBank according to the law to complete the plan to increase charter capital.
7. Decide and adjust the plan to use additional capital from the stock issuance plan (detailed in Section VIII below) in accordance with TPBank's actual capital use needs, ensure efficiency and benefits of TPBank and shareholders, and ensure comply with the law.



8. Proactively handle arising related issues to successfully implement TPBank's 2025 charter capital increase.

## **VIII. PLAN FOR USING INCREASED CAPITAL**

The additional capital from the above stock issuance plan is expected to be used for the following purposes:

- Invest in technical facilities, develop information technology systems and expand business networks.
- Supplement medium and long-term capital to serve business activities.
- Supplement operating capital for the Bank, develop services and non-credit activities.

Submitted to the General Meeting of Shareholders for authorization and assign tasks to the Board of Directors to be responsible for deciding and adjusting the plan to use additional capital from the above stock issuance plan, in accordance with the Bank's actual capital use needs, ensuring efficiency and benefits of the Bank and shareholders, ensuring compliance with laws.

## **IX. 2024 BUSINESS RESULTS AND EFFECTIVENESS OF INCREASING CHARTER CAPITAL**

### **1. 2024 business results (consolidated figures)**

By December 31, 2024, TPBank's total assets reached VND 418,028 billion, an increase of 17.21% compared to the end of 2023; Total mobilization reached VND 374,046 billion, an increase of 18.18% compared to the end of 2023.

Credit activities continued to grow well, in line with the credit growth target announced by the SBV, with total outstanding loans reaching VND 261,458 billion. TPBank's credit quality is tightly controlled, with a bad debt ratio of 1.12%, completing the plan assigned by the General Meeting of Shareholders and in line with the orientation of the SBV.

Profit before tax in 2024, increased by 35.98% compared to 2023, exceeding the profit target assigned by the General Meeting of Shareholders, reaching VND 7,600 billion.

### **2. Effectiveness of capital increase**

Increasing TPBank's capital is one of the measures contributing to implementing and completing the 2025 business plan, striving to bring the Bank's expected profit level. At the same time, with increased Charter Capital and total assets, TPBank will implement strategic plans on business solutions, attract human resources, and enhance brand strength to bring new values to TPBank.

With the increased capital, it is expected that TPBank will achieve a number of business targets and profits for shareholders in 2025 as follows:

*Unit: billion VND, %*

No.	Operational targets	December 31, 2024	2025 Plan
1	Total assets	418,028	450,000



No.	Operational targets	December 31, 2024	2025 Plan
2	Total mobilization	374,046	420,000
3	Outstanding loans and corporate bonds	261,458	313,750
4	NPL ratio according to Circular 31/2024/TT-NHNN	1.12%	<2.50%
5	Consolidated profit before tax	7,600	9,000
6	Other operational safety ratios	Comply with regulations and instructions of the State Bank	Comply with regulations and instructions of the State Bank

## X. CONCLUSION

Increasing charter capital for 2025 is an inevitable need, an important milestone in the development process of TPBank to enhance capacity and competitive advantage, accelerate development speed, scale of operations and expand the market.

The increase in charter capital also recognizes the ability to effectively manage and operate, increase the attractiveness of shares, optimize value for shareholders as well as attract medium and long-term investors towards the goal of sustainable development of the Bank.



No.: 05/2025/TTr-TPB.HĐQT

Hanoi, April 24, 2025

**PROPOSAL***Ref: Dismissal of the Board of Directors' member for the term 2023 - 2028***Respectfully to: TPBANK'S GENERAL SHAREHOLDERS MEETING***Pursuant to:*

- *Law on Credit Institutions No. 32/2024/QH15 and guiding documents;*
- *Law on Enterprises No. 59/2020/QH14 (amended and supplemented) and guiding documents;*
- *The Charter of Tien Phong Commercial Joint Stock Bank ("TPBank");*
- *The Board of Directors' Resolution No. 08/2025/NQ-TPB.HĐQT dated February 27, 2025 approving the expected contents and time of holding the Annual General Shareholders Meeting for 2025;*
- *Considering the resignation letter of Mr. Do Anh Tu - Vice Chairman of the Board of Directors.*

The Board of Directors respectfully submits to Shareholders for consideration and approval of the dismissal of the Board of Directors' member for the term 2023 - 2028, as follows:

On March 18, 2025, Mr. Do Anh Tu - Vice Chairman of the Board of Directors submitted a resignation letter from the Board of Directors' member for the term 2023 - 2028 for personal grounds.

On March 20, 2025, the Board of Directors issued Resolution No. 12/2025/NQ-TPB.HĐQT approved the resignation letter from the Board of Directors' member for the term 2023 - 2028 of Mr. Do Anh Tu - Vice Chairman of the Board of Directors for personal grounds.

Based on the provisions of law and TPBank's Charter, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval of the dismissal of Mr. Do Anh Tu - Vice Chairman of the Board of Directors for the term 2023 - 2028.

Respectfully submitting to the General Meeting of Shareholders for approval./.

**Recipients:**

- General Shareholder Meeting;
- Supervisory Board;
- Archives: BOD Office.

**ON BEHALF OF THE BOARD OF DIRECTORS**  
**CHAIRMAN OF THE BOARD OF DIRECTORS****Đo Minh Phu**



No.: 04/2025/TTr-TPB.HDQT

Hanoi, April 18, 2025

**PROPOSAL**

*Ref: The Proposed remedial plan in the event of early intervention  
in accordance to Article 143 Law on Credit Institutions 2024*

**Attn to: THE GENERAL SHAREHOLDERS' MEETING**

*Based on:*

- *The Law on Credit Institution No.32/2024/QH15 dated 18/01/2024 ("Law on Credit Institutions") and implementing guidelines;*
- *Charter of Tien Phong Commercial Joint Stock Bank ("TPBank");*
- *Considering the Chef Executive Officer's proposal.*

The Board of Directors ("**BOD**") respectfully submits to the General Shareholders' Meeting ("**GSM**") for consideration and approval of the Proposed remedial plan in the event of early intervention as stipulated in Article 143 of the Law on Credit Institutions as follows:

**1. Legal basis:**

According to Article 143 of the Law on Credit Institutions, commercial banks are required to develop the Proposed remedial plan in the event of early intervention ("**Remedial Plan**"). The Remedial Plan must be approved by the GSM before July 1<sup>st</sup>, 2025, and subsequently submitted to the State Bank of Vietnam ("**SBV**") within 10 days from the date of approval.

**2. Proposed content:**

In order to comply with the provisions of the Law on Credit Institutions, the BOD respectfully submits to the GSM for approval the Remedial Plan, in which main contents of the Remedial Plan are in accordance with Clause 2 Article 143 of the Law on Credit Institutions, including the following 04 main points:

- a. Information and assessment of organizational structure and operations of TPBank.
- b. Financial status and operations of TPBank.
- c. The measures to be implemented to address each case of early intervention<sup>1</sup>:

(i) The cases of early intervention include:

- The accumulated losses of TPBank exceed 15% of the value of its charter capital and reserve funds as stated in the most recently audited financial statements or according to the inspection and audit conclusions of the competent state authorities, and the violation of the minimum capital adequacy

<sup>1</sup> The cases as stipulated in Clause 1, Article 156 of the Law on Credit Institutions.



ratio (8% or a higher ratio as stipulated by the Governor of SBV).

- A rating below the average level as determined by the Governor of SBV.
- A violation of the liquidity ratio within a continuous 30-day period.
- A violation of the minimum Capital adequacy ratio (8% or a higher ratio as stipulated by the Governor of SBV) for a continuous 6-month period.
- A mass withdrawal of deposits with a report submitted to SBV.

(ii) The remedial measures include the following main actions:

- Increase in charter capital and the implementation timeline; the roadmap for reducing the ownership percentage of shareholders as stipulated in Point b, Clause 1, Article 159 of the Law on Credit Institutions;
- Improvement of liquidity; strengthening the holding of high-liquidity assets; sale, transfer of assets, and other solutions to ensure the safety of banking operations;
- Enhancement of business operation efficiency;
- Improvement of management and operational capacity;
- Addressing financial weaknesses, non-performing loans, collateral issues, and remedial measures for legal violations;
- Communication and information technology measures to overcome liquidity difficulties.

d. The roadmap and timeline for the implementation of each remedial measure outlined in Section 2.c above.

*The detailed draft of the Remedial Plan is attached to this Proposal.*

Respectfully submitted for the GSM consideration and approval./.

**Recipients:**

- As addressed;
- The BOD, BOS;
- Archive: BOD Office.

ON BEHALF OF THE BOD  
CHAIRMAN



Do Minh Phu



# **THE PROPOSED REMEDIAL PLAN IN THE EVENT OF EARLY INTERVENTION**

(Attached to Proposal No. *Ư* /2025/TTr-TPB.HĐQT dated 18 April, 2025)

## **CHAPTER I. GENERAL PROVISIONS**

### **Article 1. Abbreviations and Definitions**

#### **1. Abbreviations**

- GSM: General Shareholders' Meeting of Tien Phong Commercial Joint Stock Bank
- BOD: Board of Directors of Tien Phong Commercial Joint Stock Bank
- SBV: State Bank of Vietnam
- The bank/TPBank: Tien Phong Commercial Joint Stock Bank
- Remedial Plan: The proposed remedial plan in the event TPBank is subject to early intervention

#### **2. Definitions**

- a. *Early intervention*: refers to the actions taken by SBV to impose restrictions and requirements on a credit institution and mandate that the institution implement a remedial plan under the supervision of SBV, in order to address the situation as specified in Article 4 of this Remedial Plan.
- b. *Banking operations*: refers to the regular business activities of a financial institution, including accepting deposits, providing credit, and offering payment services through accounts.
- c. *Mass withdrawal*: refers to a situation in which a credit institution experiences a large number of depositors simultaneously withdrawing funds, leading to a risk of the institution losing its ability to meet its payment obligations or becoming unable to pay as per the regulations set by the Governor of SBV.
- d. *Charter capital*: refers to the total par value of the shares issued by a credit institution, which is a joint-stock company, sold to shareholders and recorded in the Institution's Charter.

### **Article 2. Purpose**

The Remedial Plan is developed to identify necessary actions; however, it allows for flexibility under specific conditions to enable TPBank to respond promptly to various situations in the event of early intervention.

### **Article 3. Scope of application**

The Remedial Plan applies to TPBank.



## CHAPTER II. SPECIFIC REGULATIONS

### Article 4. Cases in which SBV may implement early intervention

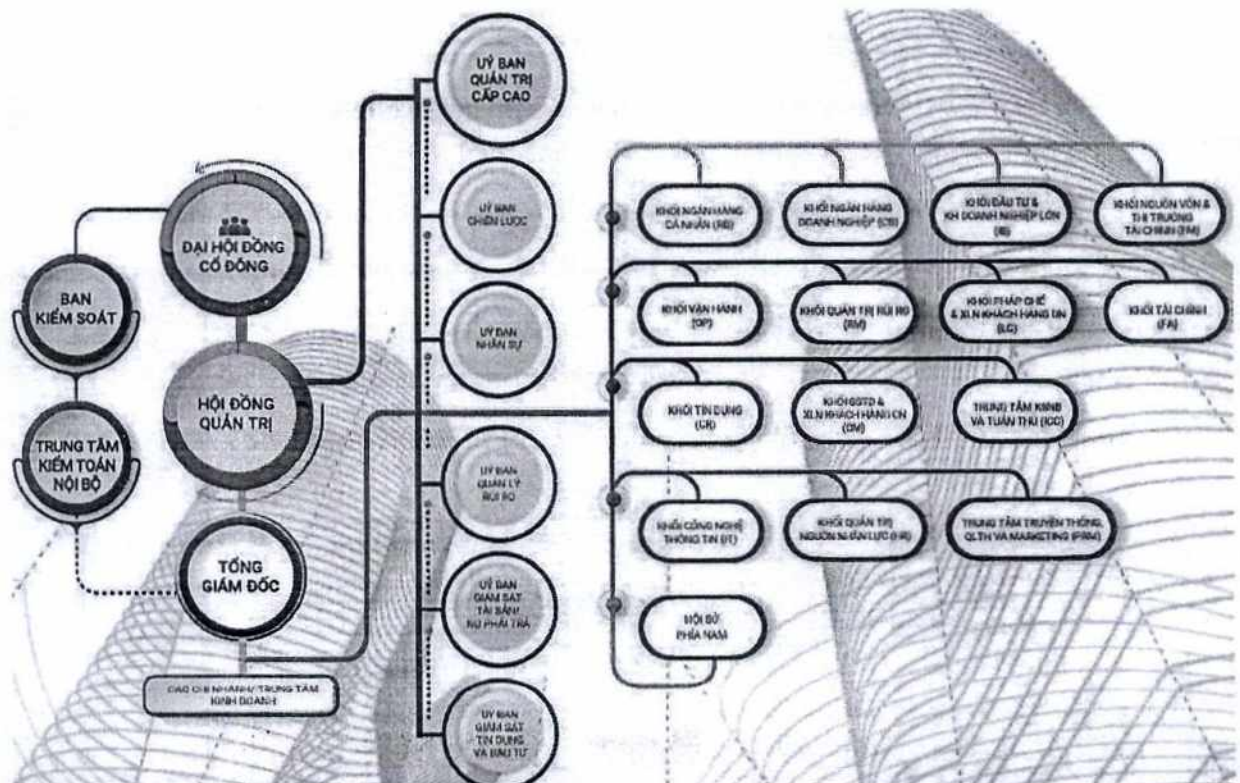
SBV will consider and decide to implement early intervention when TPBank falls under one or more of the following cases:

- The accumulated losses of TPBank exceed 15% of the value of its charter capital and reserve funds as stated in the most recent audited financial statements or according to the inspection and audit conclusions of the competent state authorities, and the violation of the minimum capital adequacy ratio (8% or a higher ratio as stipulated by the Governor of SBV);
- A rating below the average level as determined by the Governor of SBV;
- A violation of the liquidity ratio within a continuous 30-day period;
- A violation of the minimum capital adequacy ratio (8% or a higher ratio as stipulated by the Governor of SBV) for a continuous 6-month period;
- A mass withdrawal of deposits with a report submitted to SBV.

### Article 5. Proposed remedial plan in the event of early intervention for TPBank

Remedial Plan includes the main contents as required under Clause 2, Article 143 of the Law on Credit Institutions, specifically as follows:

- Information and assessment of the organizational structure and business operations of TPBank**
  - The organizational structure of TPBank**



The organizational structure of Tank includes the following functional departments:



- General Shareholders' Meeting (GSM): The highest decision-making body of the Bank, responsible for determining major issues such as development directions, amendments/additions to the Charter, and the election of members to the Board of Directors and the Supervisory Board.
- Board of Directors (BOD): Responsible for managing and overseeing the operations of the Bank, including deciding on business strategies, organizational structure, and other important matters. BOD establishes committees to assist in carrying out its duties and responsibilities, including the High-Level Governance Committee, Strategic Committee, Human Resources Committee, Risk Management Committee, Asset/Liability Oversight Committee, and Credit and Investment Oversight Committee.
- Supervisory Board (SB): Oversees compliance with laws and the Charter in the Bank's operations, ensuring transparency and effectiveness.
- Executive Board: CEO leads the Executive Board and is responsible to BOD and the law for managing the day-to-day operations of TPBank. CEO is assisted by the members of the Executive Board and specialized professional staff.

The functional departments of TPBank include:

- Personal Banking Division: Responsible for the development and management of business activities related to individual customers.
- Corporate Banking Division: Responsible for the development and management of business activities related to corporate customers (excluding large corporate customers, which are handled by the Investment and Large Corporate Banking Division).
- Investment and Large Corporate Banking Division: Manages securities trading, securities papers, and other financial investment activities; directly manages and specializes in policy, products, business development, and the management of activities related to large corporate customers.
- Treasury and Financial Market Division: Manages TPBank's capital, foreign exchange, and gold operations; oversees liquidity management and profit generation based on optimizing TPBank's capital; conducts services in the financial market and proprietary trading; manages the establishment and management of partnerships with financial institutions.
- Operations Division: Handles operations related to banking activities, including payments, credit support, card operations, quality assurance, network building and information management, safety monitoring, and management of Livebank operations, 24/7 customer services, centralized procurement, office services, transaction services, and security and vault control.
- Risk Management Division: Ensures the identification, assessment, and management of risks in the Bank's operations.



- Legal and Corporate Debt Management Division: Responsible for legal advice, representing the Bank in litigation to protect its legal interests and those of its staff; controls internal documents, anti-money laundering, counter-terrorism financing, non-proliferation of weapons of mass destruction activities, and internal security; manages and organizes debt resolution activities for corporate customers.
- Finance Division: Responsible for financial activities across the entire TPBank system.
- Credit Division: Responsible for building, developing, and managing TPBank's credit operations.
- Credit Monitoring and Personal Debt Management Division: Specializes in early warning systems, debt processing, supervision, special monitoring solutions, early debt recovery solutions, financial solutions, debt restructuring for individual and corporate customers, and debt recovery for individual customers across TPBank's system.
- Internal Control and Compliance Center: Performs checks and monitors compliance in all activities across the TPBank system to ensure safety and efficiency.
- Information Technology Division: Manages and operates the Bank's systems, providing technology products and services throughout the Bank; controls system security and prevents data/information leakage; advises the Executive Board and BOD on technology development, selection, and the execution of strategic goals for information technology.
- Human Resource Management Division: Responsible for managing and developing human resources across the entire TPBank system.
- Communications, Brand Management, and Marketing Center: Manages communication, brand management, and marketing activities for the entire TPBank system.

**b. Several key operational highlights of TPBank in 2024**

- TPBank achieved a profit of VND 7,599 billion, surpassing GSM target and representing a 36% increase compared to 2023. Total mobilized capital reached over VND 374,048 billion, exceeding the target by 14.39%. Total operating income amounted to over VND 18,033 billion, an 11% increase compared to 2023. The Bank's financial strength was further reinforced with an increase in charter capital to VND 26,420 billion.
- The total number of TPBank customers rose to 14.1 million, with a significant increase in the number of active customers and transactions on digital channels. CASA reached nearly VND 54,000 billion, placing TPBank among the top banks in terms of CASA growth rate in the system.
- TPBank has implemented a comprehensive Environmental, Social, and Governance (ESG) strategy, completing the ESG risk management framework and



integrating environmental, social, and governance factors into its business strategy. The Bank has strengthened sustainable finance through the Green Credit Strategy and Framework, contributing to the national green growth goals. TPBank published its Sustainability Report based on four international standards (GRI, TCFD, IFC, SDG), independently reviewed by KPMG, and will continue to release annual reports to affirm its commitment to transparency and responsibility toward the community and the environment.

- TPBank received prestigious domestic and international awards: Vietnam National Brand (for two consecutive years), Top 8 Vietnamese Banks (according to Forbes), Top 10 Most Reputable Commercial Banks, Top 30 Most Valuable Brands in Vietnam, and Top 500 Global Banks (according to Brand Finance). TPBank's pioneering efforts in digitalization and sustainable development were also recognized with awards such as Best Trade Finance Partner Bank (according to IFC), Leading SME Trade Bank (according to ADB), and Best Digital Experience Solution Across Channels in Asia-Pacific (The Asian Banker).

## 2. Financial condition and operations of TPBank

The key financial indicators for TPBank's business performance on a pre-consolidated basis as of December 31st, 2024 are as follows:

*Unit: Billion VND, %*

No.	Indicator	2023	2024	2024 Plan	+/- Compare d to the End of 2023	Comple -ion Rate of 2024 Plan
1	<b>Total assets</b>	<b>356,634</b>	<b>418,051</b>	<b>390,000</b>	<b>61,417</b>	<b>107.19%</b>
2	<b>Charter capital</b>	<b>22,016</b>	<b>26,420</b>	<b>22,016</b>	<b>4,404</b>	<b>120.00%</b>
3	<b>Total mobilization</b>	<b>316,518</b>	<b>374,048</b>	<b>327,000</b>	<b>57,530</b>	<b>114.39%</b>
3.1	Customer deposits & Issued securities	232,478	279,440		46,962	
3.2	Deposits & borrowings from other CIs	83,966	94,514		10,548	
3.3	Trust financing capital	74	94		20	
4	<b>Loans &amp; corporate bonds</b>	<b>217,556</b>	<b>261,458</b>	<b>251,821</b>	<b>43,902</b>	<b>103.83%</b>
4.1	Loans to customers	205,355	251,104	-	45,749	
4.2	Investments in corporate bonds	12,201	10,354	-	(1,847)	
5	<b>Non-performing loan ratio (*)</b>	<b>1.52%</b>	<b>1.12%</b>	<b>&lt;2.5%</b>	<b>-0.4%</b>	
6	<b>Pre-tax Profit</b>	<b>5,589</b>	<b>7,599</b>	<b>7,500</b>	<b>2,010</b>	<b>101.32%</b>



No.	Indicator	2023	2024	2024 Plan	+/- Compare d to the End of 2023	Comple -ion Rate of 2024 Plan
7	CAR	12.42%	13.14%			
8	ROE	13.76%	16.89%		3.13%	

(\*) *The non-performing loan ratio is based on Circular No.11/2021/TT-NHNN (which has been replaced by Circular No.31/2024/TT-NHNN as of July 1, 2024).*

As of December 31st, 2024, TPBank's total assets reached VND 418,051 billion, marking a 17.2% increase compared to the end of 2023.

The total outstanding credit balance as of December 31st, 2024, reached VND 261,458 billion, growing by 20.2% compared to the total outstanding credit balance at the end of 2023. TPBank's credit growth is in line with and complies with the growth limits set by SBV.

The non-performing loan ratio as per Circular No.31/2024/TT-NHNN on December 31st, 2024, was controlled at 1.12%, meeting the GSM target and ensuring compliance with the SBV's guidance (maintaining a ratio of less than 3%).

All credit facilities granted by TPBank are fully provisioned for risk in accordance with the SBV's regulations on loan classification and provisioning as stipulated in Circular No.31/2024/TT-NHNN and Decree No.86/2024/NĐ-CP. Additionally, TPBank utilizes provisions to address credit risks and actively works on managing and recovering non-performing loans to control credit quality and mitigate potential negative impacts in the future.

TPBank has maintained stable business performance, with a pre-tax profit of VND 7,599 billion, an increase of VND 2,010 billion compared to 2023, reflecting a 36% growth.

With the ongoing goal of becoming a multi-functional financial institution, TPBank's profit structure in 2024 has shifted, reducing reliance on credit activities and moving toward a multi-service business model. TPBank's total net operating income in 2024 reached VND 18,033 billion, with net interest income accounting for VND 12,903 billion, representing 71.5%, and non-interest income amounting to VND 5,130 billion, representing 28.5%.

TPBank consistently adheres to the limits and safety ratios prescribed by SBV to ensure operational stability.

### 3. Measures to address each case as defined in Article 4 of this Remedial Plan

- a. **TPBank's accumulated losses exceed 15% of the value of its charter capital and reserve funds as stated in the most recently audited financial statements, or as concluded by the inspection and audit of the competent state authorities, and the violation of the minimum capital adequacy ratio.**

*Enhancing business performance*



- Limit or cease unprofitable and/or high-risk business operations:
  - + Reassess the asset portfolio TPBank currently holds based on the required income/expenses to carry out such operations. From this, identify assets that are unprofitable or causing losses, and decide to discontinue their operations.
  - + Evaluate the quality of TPBank's asset portfolio to identify high-risk asset categories. Based on this, TPBank can develop solutions for recovery, reduction, or cessation of such assets.
  - + Assess TPBank's business channels to identify business operations that are unprofitable, loss-generating, or high-risk and decide to stop or redirect them.
- Control credit quality, reduce non-performing loans, and improve asset quality:
  - + Strengthen monitoring and supervision of the intended use of funds.
  - + Enhance monitoring of customers' repayment ability.
- Optimize the business model to control costs and improve operational efficiency.
- Increase charter capital to enhance competitiveness, accelerate development, and strengthen financial capacity with flexible and proactive capital-raising solutions based on the actual situation, including but not limited to the following measures:
  - + Mobilize capital from existing shareholders.
  - + Attract strategic investors, particularly international financial institutions with strong governance capabilities.
- In the case of implementing the capital increase solution as part of the remedial plan, TPBank will follow a roadmap to reduce the ownership ratio of shareholders as stipulated in Point b, Clause 1, Article 159 of the Law on Credit Institutions.

**b. Rating below average as stipulated by the Governor of SBV**

***Enhancing management and operational capacity***

- The risk management process is conducted in accordance with the Bank's regulations, the law, and the SBV's directives. TPBank will review its Risk Management Framework to ensure: (i) Identification, measurement, monitoring, and control of all major risks across the entire system; (ii) Flexibility to respond promptly to changes in the internal risk state of the bank and the external environment; (iii) Close integration with compliance monitoring of legal regulations, TPBank's internal policies, and internal audit activities within the internal control system.
- TPBank will reorganize its management structure to ensure compliance with legal requirements, internal Bank regulations, and best practices, ensuring a rational, transparent, and effective governance mechanism.

***Addressing Financial Weaknesses, Non-Performing Loans, Collateral, and Legal Violations***

As of December 31st, 2024, TPBank controlled the non-performing loan ratio at



1.12%. TPBank continuously prioritizes controlling credit quality and enhancing non-performing loan resolution as the most important task for the entire Bank, with the goal of maintaining a non-performing loan ratio of less than 3%, in line with the directives and guidance from the Prime Minister and the SBV.

In the event of early intervention by the SBV, TPBank will implement several key tasks, including:

- Adjusting the credit orientation and credit products to suit the new situation with a cautious approach;
- Strengthening post-loan monitoring and supervision of customers (including collateral), enhancing early warning capabilities to identify problematic portfolios/customers, thereby preventing and controlling risks promptly;
- Developing an effective debt recovery strategy; reviewing and adjusting processes to optimize debt recovery efforts. TPBank will also focus its resources on recovering debt and managing collateral for non-performing loans to minimize the risk of capital loss;
- Classifying loans and fully provisioning for risks in accordance with legal regulations. In cases of legal violations, TPBank will quickly learn from the situation, rectify the violations, and communicate with relevant departments to prevent similar errors from occurring.

With these comprehensive measures, TPBank has been, and will continue to be, committed to closely controlling credit quality, improving debt recovery efficiency, and ensuring credit safety and operational effectiveness.

**c. Violation of the Liquidity ratio for a continuous 30-day period**

***Improving Liquidity and Strengthening the Holding of High-Liquidity Assets***

- Strengthen the holding of high-liquidity assets such as cash, deposits at SBV, government-issued/guaranteed securities, and highly rated securities.
- Propose measures for support from SBV and partners: open market borrowing, overdraft loans, interbank borrowing with collateral on mandatory reserve.

***Improving Net Cash Flow in the Next 30 Days:***

- Maximize borrowing capacity on the interbank market in both value and maturity.
- Increase the value and average maturity of deposits from individuals and economic organizations, as well as issue additional securities.
- Limit the disbursement of new credit facilities or the granting of new credit limits to customers.
- Limit or cease new loans and deposits on the interbank market. If necessary, consider early termination of deposits or loans with other credit institutions.
- Consider selling available and highly liquid bonds, while limiting or halting investments in new bonds.

**d. Violation of the minimum capital adequacy ratio for a continuous 6-month period**



***Measures for Managing Own Capital and Increasing Capital, Including but Not Limited to Tier 1 and Tier 2 Capital:***

- Strengthen monitoring and assessment of capital adequacy levels, with early warnings on own capital and risk-weighted assets to implement timely corrective actions.
- Increase charter capital from retained earnings, share premium, and reserve funds (if any); simultaneously issue shares to existing shareholders as per legal regulations.
- Issue shares to strategic investors or the public to attract new external capital.
- Improve business efficiency to increase revenue and reduce costs, thereby increasing retained earnings to strengthen Tier 1 capital.
- Ensure capital increases comply with the shareholder ownership ratio limits stipulated in Article 63 of the Law on Credit Institutions. Additionally, any capital increase plans outside of the existing plan will be based on TPBank's actual operational situation and must be approved by TPBank's competent authority and submitted to SBV for approval in accordance with regulations.
- Issue convertible bonds, where previously issued convertible bonds may be converted into shares to supplement Tier 1 capital.
- Issue bonds to increase capital, eligible to be recognized as Tier 2 capital. In cases where TPBank invests in capital-boosting bonds of other credit institutions that are deducted from TPBank's Tier 2 capital, TPBank will sell the bonds prematurely to prevent a reduction in Tier 2 capital.
- Limit or temporarily suspend cash dividend payments during the implementation of the remedial plan to retain capital and strengthen financial capacity.
- Limit the transfer of shares or assets.

***Measures to control and minimize risk-weighted assets (RWA) to increase capital adequacy ratio:***

- Apply measures to increase the holding of high-liquidity assets with low-risk weights to ensure the Bank's operational safety.
- Restructure the asset portfolio, shifting high-risk-weight assets to lower-risk-weight assets to optimize capital. Prioritize targeting customer segments with low-risk weights according to Circular No. 41/2016/TT-NHNN dated December 30th, 2016 (as amended), such as selecting customers with strong financial capabilities, good credit ratings, and transparent financial information (with audited financial statements) to reduce the risk weight.
- Control credit quality, increasing the Loan-to-Value (LTV) ratio to help reduce risk weights.



- Strengthen risk mitigation measures through collateral, balance sheet offsetting, and guarantees from third parties with high credit ratings to minimize risks.
- Enhance risk management systems, internal control, and implement basic and advanced internal rating methods (FIRB & AIRB) to proactively estimate and control risks based on customer groups, focusing on developing low-risk customers.

**e. Mass withdrawal and reporting to SBV**

***Communication and Information Technology Solutions:***

- Internal communication: Ensure consistency and clear communication throughout the Bank regarding how to explain the situation. Subsequently, formalize the explanation in writing for all TPBank staff, particularly those interacting directly with customers, so they can provide clear and comprehensive explanations if required by customers.
- Coordinate with SBV in the area to issue urgent notifications explaining the Bank's business and financial situation and make clear statements about the Bank's responsibilities, the responsibilities of the Vietnam Deposit Insurance, and the rights and interests of depositors. Advise depositors not to withdraw funds prematurely to avoid unnecessary losses.
- Provide accurate and timely information and data in accordance with the SBV's regulations and internal policies. The data sources must be verified for reliability.
- Use written communication, press releases, leaflets, and carefully consider the use of audiovisual information to disseminate messages.
- Display deposit insurance certificates prominently at visible locations and post notices informing depositors that their deposits are insured by the Vietnam Deposit Insurance according to the law.
- Ensure telephone lines remain open, and staff members answering calls should be quick and efficient. Transactions should not be conducted over the phone for longer than necessary, as delays may cause confusion and increase customers' doubts.
- Members of BOD and Executive Board should visit transaction points to directly address concerns, dispel rumors caused by mass withdrawals, alleviate depositor anxiety, and advise against further withdrawals.

***Liquidity Assurance Solutions:***

- Implement liquidity-boosting measures and prepare for and organize disbursements:
  - + Prepare cash, securities, and assets that can be quickly converted into cash to support payments. Liquidate assets into cash as needed.



- + Contact SBV and other credit institutions with which TPBank has account relationships to withdraw deposits and arrange deferrals on payments due to these institutions.
- + Assign departments to work with borrowing customers to temporarily suspend new disbursements (except for disbursements made to accounts of other customers at TPBank as permitted by the Steering Committee).
- + Proactively negotiate with other credit institutions to request extensions or adjustments to repayment terms for deposits, borrowings, and interbank transactions, and urge these institutions to pay immediately on any outstanding balances due.
- + Apply policies on interest rates and customer relations to increase deposit mobilization from individuals and economic organizations.
- Apply SBV support measures in the event of early intervention:
  - + Sell securities to SBV in open market operations at an interest rate of 0%.
  - + Conduct foreign exchange transactions with the SBV to ensure liquidity according to SBV Governor's regulations.
  - + TPBank may access special loans from SBV, from the deposit insurance organization as per the deposit insurance law, or from other credit institutions.

***Reporting to the SBV:***

- Report daily to SBV regarding the cash payment situation, estimated withdrawal potential, remaining available funds for disbursement, and the estimated time frame within which payments can still be guaranteed. Propose further measures if necessary.
- In cases where, after mobilizing all internal resources, TPBank determines it cannot ensure sufficient liquidity, the Bank must immediately notify SBV in the area and request SBV to consider providing emergency loans or negotiate with other credit institutions, the Bankers' Association, or the Deposit Insurance Agency to implement necessary support measures.

**4. Roadmap and timeline for the implementation of each remedial measure**

The application of one or more remedial measures, as outlined in Article 5 of the proposed Remedial Plan in the event of early intervention, will include but is not limited to the measures stated therein.

The roadmap and timeline for the implementation of each remedial measure will depend on the actual operational and financial situation of TPBank, as well as the underlying causes leading to early intervention. TPBank will leverage all available resources and adopt flexible measures to address the situation leading to early intervention as quickly as possible.



## CHAPTER III. IMPLEMENTATION PROVISIONS

### Article 6. Effectiveness

1. This Remedial Plan was approved by GSM on ..... and will take effect immediately upon receipt of a written request from SBV, as prescribed by the Law on Credit Institutions. TPBank will submit the Remedial Plan to SBV within 10 days from the date of approval by GSM.
2. In the event that the Remedial Plan has been approved by GSM and SBV provides feedback for adjustments (amendments or supplements), the adjustments to the Remedial Plan will be made by BOD in accordance with the regulations of the Law on Credit Institutions.
3. TPBank will update and adjust the Remedial Plan at least every two years. The updated or adjusted Remedial Plan must be approved by GSM and submitted to SBV within the prescribed time limit.
4. In cases where relevant legal provisions have not been addressed in the Remedial Plan or where new legal provisions differ from the terms of the Remedial Plan, the new legal provisions will automatically apply.

