SAIGON – HANOI COMMERCIAL JS BANK

No.: 42 /2026/NQ-HĐQT

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hanoi, August 14, 2026

RESOLUTION

Re: Approval of the plan for the second private placement of SHB bonds in 2026

THE BOARD OF DIRECTORS
SAI GON – HANOI COMMERCIAL JOINT STOCK BANK

- *Pursuant to the Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024 and its guiding documents;*
- *Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and its guiding documents;*
- *Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019, as amended and supplemented (the "Securities Law");*
- *Pursuant to Decree No. 200/2026/ND-CP dated June 05, 2026 of the Government on the private placement and trading of corporate bonds in the domestic market and the offering of corporate bonds in the international market, and its guiding documents;*
- *Pursuant to the current Charter of Sai Gon – Hanoi Commercial Joint Stock Bank (SHB);*
- *Proposal No. No. 0708/2026/TTr-ALM&GTCG dated August 7, 2026, regarding the approval of the Plan for the second private placement of SHB's bonds in 2026 for the purpose of increasing Tier 2 capital;*
- *Pursuant to the results of the Board of Directors' written consultation under Document No. 51/HĐQT dated August 12, 2026.*

RESOLVES:

Article 1. To approve the plan for the second private placement of SHB bonds in 2026.

Details are set out in the attached plan for the second private placement of SHB bonds in 2026.

Article 2. Authorize the Chief Executive Officer or a duly authorized representative to decide and organize the implementation of all matters related to the private placement of bonds in compliance with applicable regulations, including:

- To decide on the timing of the offering, the number of tranches, and the offering volume for each tranche, ensuring that the total volume does not exceed the limit approved by the Board of Directors; approve the intended use of proceeds for each tranche;
- To determine specific terms and conditions of the Bonds in the Offering Circular (OC) for each tranche, in line with the approved offering plan and prevailing market conditions, including but not limited to bond tenor, coupon rate, cases of early redemption, early redemption terms, and offering methods;
- To determine detailed information and execute OC, contracts, documents and dossiers related to the bond offering, payment of principal and coupon, early redemption, etc. and to approve the Bond offering documents upon confirming that all applicable offering conditions have been satisfied and that the information and documents contained therein are complete, valid, accurate, and truthful;
- To decide on other necessary procedures for bond offering, circulation, early redemption plans (including timing and volume of redemption), and relevant procedures and documentation for early redemption in accordance with the OC and applicable laws;
- To determine the detailed procedures, methods and mechanisms for obtaining the Bondholders' consent, as set out in the OC for each tranche;
- To select and approve advisory organizations for offering, registration and depository services at the Vietnam Securities Depository and Clearing Corporation (VSDC), trading registration advisory (if any), and other related services.
- To decide on and execute documents and procedures related to bond registration and depository at the VSDC, including initial registration, cancellation, amendment of registration information, and other relevant documents;
- To decide on and execute documents and procedures related to bond trading registration at the Hanoi Stock Exchange (HNX), including initial trading registration, cancellation, amendment of trading registration information, and other related documents;
- To implement reporting and information disclosure in accordance with applicable regulations;
- To execute other documents and agreements related to the bonds during their term;

- To implement and direct relevant Units/Departments to implement the tasks set out in this Article 2 in compliance with regulations of the State Bank of Vietnam and applicable laws.

Article 3. Members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer, Deputy Chief Executive Officers, the Office of the Board of Directors, and heads of relevant units shall be responsible for the implementation of this Resolution.

This Resolution shall take effect from the date of signing./.

Recipients:

- As stated in Article 3 (for implementation);
- Member of the BOD, BOS (for acknowledgement);
- Filed at Admin, Office of the BOD.

PP. THE BOARD OF DIRECTORS
CHAIRMAN

(Signed)

Do Quang Hien

NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN SÀI GÒN - HÀ NỘI

Digitally signed by NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN SÀI GÒN - HÀ NỘI
DN: C=VN, S=HÀ NỘI, L=Cửa Nam, CN= NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN SÀI GÒN - HÀ NỘI, OID.0.9.2342.19200300.100.1.1= MST:1800278630
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SAIGON – HANOI

COMMERCIAL JS BANK

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

PLAN FOR THE SECOND PRIVATE PLACEMENT OF SHB BONDS IN 2026

I. LEGAL BASIS

1. *Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024, of the National Assembly of the Socialist Republic of Vietnam and its amending and supplementing documents ("**Law on Credit Institutions** ");*

2. *Law on Securities No. 54/2019/QH14 dated November 26, 2019, of the National Assembly of the Socialist Republic of Vietnam and its amendments and supplements ("**Law on Securities** ");*

3. *Law No. 56/2024/QH15, promulgated by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024, amends and supplements several articles of the Law on Securities; the Law on Accounting; the Law on Independent Auditing; the Law on State Budget; the Law on Management and Use of Public Assets; the Law on Tax Management; the Law on Personal Income Tax; the Law on National Reserves; and the Law on Handling Administrative Violations ("**Law No. 56**");*

4. *Government Decree No. 200/2026/ND-CP dated June 05, 2026, regulates the offering and trading of private placement corporate bonds in the domestic market and the offering of corporate bonds to the international market ("**Decree 200**");*

5. *Current charter of Saigon - Hanoi Commercial Joint Stock Bank;*

6. *Other applicable legal provisions.*

II. PLAN FOR PRIVATE PLACEMENT OF SHB BONDS

1. Overview of the Issuer

- Issuer: Saigon - Hanoi Commercial Joint Stock Bank (hereinafter referred to as SHB).
- Type of business: Commercial joint stock bank – public company.
- Head office address: 77 Tran Hung Dao Street, Cua Nam Ward, Hanoi City, Vietnam .
- Establishment and operation license No. 19/GP-NHNN issued by the State Bank of Vietnam on April 13, 2026.
- Business registration certificate No. 1800278630 issued by the Department of Planning and Investment of Can Tho City on December 10, 1993, with the 35th amendment registered by Hanoi Department of Planning and Investment of City on July 2, 2024.

- Telephone number: (024) 39423388 Fax: (024) 39410844
- Account for receipt of bond proceeds is as follows:
  - Account holder name: Saigon - Hanoi Commercial Joint Stock Bank
  - Citad code: 01348002 opened at Saigon - Hanoi Commercial Joint Stock Bank.
- Key business lines:

No.	Business activity
1.	Acceptance of demand deposits, term deposits, savings deposits and other types of deposits
2.	Issuance of certificates of deposit
3.	Provision of credit in the following forms: a) Loan; b) Discounting and rediscounting; c) Bank guarantee; d) Issuance of credit cards; e) Domestic factoring; international factoring; f) Letter of credit.
4.	Opening payment accounts for customers.
5.	Provision of payment instruments.
6.	Provision of account-based payment services, including: a) Domestic payment services, including cheques, payment orders, collection orders, direct debit authorizations, money transfers, bank cards, collection and disbursement services; b) International payment services in accordance with regulations of the State Bank of Vietnam.
7.	Borrowing from the State Bank of Vietnam through refinancing facilities.
8.	Purchase and sale of valuable papers with the State Bank of Vietnam.
9.	Lending, borrowing, placing deposits, accepting deposits and engaging in repurchase and reverse repurchase transactions involving valuable papers with credit institutions and foreign bank branches in accordance with regulations of the State Bank of Vietnam.
10.	Offshore borrowing in accordance with applicable laws.
11.	Opening accounts, including: a) Opening payment accounts with the State Bank of Vietnam; b) Opening payment accounts with credit institutions authorized to provide account-based payment services; c) Opening overseas payment accounts in accordance with foreign exchange

No.	Business activity
	regulations.
12.	Conducting internal payment activities and participating in the national interbank payment system.
13.	Capital contributions and acquisition of shares in accordance with applicable laws and regulations of the State Bank of Vietnam.
14.	Providing and conducting business in relation to domestic and international customers in respect of: a) Foreign exchange services and products within the scope regulated by the State Bank of Vietnam; b) Interest rate derivatives services and products.
15.	Acting as trustee, entrusted party, agent in banking activities and payment agent in accordance with regulations of the State Bank of Vietnam.
16.	Insurance agency services in accordance with insurance business laws and within the scope permitted by the State Bank of Vietnam.
17.	Other business activities: a) Cash management services; treasury services for credit institutions and branches of foreign banks; asset safekeeping services, safe deposit box rental; b) Money transfer, collection and disbursement services not conducted through payment accounts; c) Purchase and sale of State Bank of Vietnam bills, corporate bonds, government debt instruments, government-backed bonds, local government bonds and other valuable papers; d) Money brokerage services; e) Gold trading; f) Other services related to factoring and letters of credit; g) Consultancy services relating to banking operations and other business activities permitted under the Establishment and Operation License; h) Issuance of bonds; i) Securities depository services; j) Acting as collateral management agent for lenders that are international financial institutions, foreign credit institutions, credit institutions and foreign bank branches.
18.	Provision of commodity derivative products.
19.	Investment in Government bond futures contracts.
20.	Debt purchase

2. Key financial indicators for the three consecutive years preceding the private placement year and changes following the private placement

Please refer to Appendix 01 attached hereto.

3. Details of compliance with conditions for bond offering

SHB fully complies with the regulatory requirements for offering bonds in multiple tranches in accordance with the provisions as set forth in Article 31 of Law on Securities, Law No. 56, and Decree 200, specifically as follows:

Regulatory requirements for bond offering	Compliance assessment	Details of compliance
A. General conditions for bond offering		
a) The General Meeting of Shareholders or the Board of Directors has approved the Bond offering plan and the plan for the use of the proceeds from the offering, which clearly specifies the investor eligibility criteria and the number of investors.	Compliant	Plan for Private Placement of SHB Bonds has been approved by SHB's Board of Directors. Supporting documents: Plan for Second Private Placement of SHB Bonds in 2026.
b) The eligible investors in the offering shall comprise institutional professional securities investors. Where the offered Bonds fall within the cases specified in Point (a) or Point (b), Clause 1b, Article 11 of Law No. 56, the eligible investors in the offering shall comprise both institutional professional securities investors and individual professional securities investors.	Compliant	Bonds can only be issued to professional institutional securities investors as stipulated by current law. Supporting documents: Plan for Second Private Placement of SHB Bonds in 2026.
c) Transactions in, and transfers of, privately placed corporate bonds may only be conducted between professional securities investors as prescribed in Clause 1a and Clause 1b, Article 11 of Law No. 56, except where such transactions or transfers are effected pursuant to a legally effective judgment or decision of a court, an arbitral	Compliant	Supporting documents: Plan for Second Private Placement of SHB Bonds in 2026.

award or decision, or by inheritance in accordance with applicable law.		
d) Full payment of both coupon and principal on previously issued bonds, or full settlement of all due debts, for three consecutive years prior to the bond offering.	Compliant	SHB has fully and timely paid both coupon and principal on all issued bonds, and has fully paid all due debts for three consecutive years prior to the bond offering. Supporting documents: SHB's written commitment.
e) The financial statements for the year immediately prior to the offering year must be audited by a qualified auditing firm.	Compliant	The separate and consolidated financial statements for 2025 were audited by Deloitte Vietnam Co., Ltd. (a qualified auditing firm) and received an unqualified audit opinion. Supporting documents: Audited separate and consolidated financial statements of SHB for the year 2025.
f) Meet the regulatory financial ratios and prudential ratios (if any)	Compliant	SHB fully meets the regulatory requirements regarding financial ratios and prudential ratios. Supporting documents: Appendix 01 attached hereto.
g) Total liabilities, including the value of the bonds planned to be issued, must not exceed five (05) times the issuer's equity as stated in the annual financial statements referred to in Point (e), Clause 1, Article 13 of Decree No. 200, except for issuers that are State-owned enterprises, issuers issuing bonds to implement real estate projects, credit institutions, insurance enterprises, reinsurance enterprises, insurance brokerage enterprises, securities companies, or securities investment fund	Not applicable	SHB is a credit institution and a joint stock commercial bank duly established and operating under the laws of Vietnam. Supporting document: Establishment and Operation License No. 19/GP-NHNN issued by the State Bank of Vietnam on April 13, 2026.

management companies, which shall comply with the relevant applicable laws.		
B. Conditions for offering bonds in multiple tranches		
a) The issuer is a credit institution duly established and operating under the laws of Vietnam.	Compliant	SHB is a credit institution and a joint stock commercial bank duly established and operating under the laws of Vietnam. Supporting document: Establishment and Operation License No. 19/GP-NHNN issued by the State Bank of Vietnam on April 13, 2026.
b) The need to raise capital in multiple tranches is consistent with the approved bond offering purposes as stipulated in Clause 2, Article 10 of Decree 200.	Compliant	SHB requires capital to be raised in multiple tranches in accordance with the bond offering purposes approved by the competent authority. Supporting documents: Plan for Second Private Placement of SHB Bonds in 2026.
c) A bond offering plan is in place, specifying the volume, timing, and Intended use of proceeds for each tranche.	Compliant	A compliant plan for bond offering has been established. Supporting documents: Plan for Second Private Placement of SHB Bonds in 2026.
d) The bond distribution period for each tranche shall not exceed 30 days from the date of the announcement prior to the offering. The total duration of the multi-tranche bond offering shall not exceed 6 months from the date of the first tranche.	Compliant	SHB will disclose information, conduct the offering, and distribute the bonds in accordance with applicable regulations.

4. Purpose of the Private Placement of SHB Bonds

The purpose of this private placement is to increase Tier 2 capital, improve the capital adequacy ratio, and meet SHB's lending needs.

5. Intended use of proceeds

- The proceeds raised from this private placement will be used by SHB for the purposes set out in Section II.4 herein. Disbursement is expected to commence from the closing date of each tranche until QI/2027 or until all proceeds from the respective bond offering are fully utilized (whichever is later), up to a maximum amount equal to the total face value of the issued bonds. The total face value of the issued bonds is specified in Section II.7.10 herein.

- Proceeds from the bond offering that are temporarily unutilized, including where disbursement is made in accordance with the schedule for the use of proceeds from the offering, shall be held in cash or deposited with commercial banks or foreign bank branches, or invested in certificates of deposit issued by commercial banks or foreign bank branches. Upon the scheduled disbursement date, SHB shall ensure that such proceeds are used for the purposes specified in the Offering Plan and the information disclosed to investors.

6. Measures for monitoring, managing and supervising the use of proceeds from the Bond offering

SHB has established a dedicated account to receive and manage all proceeds raised from the Bond offering

The proceeds from the Bond offering shall be disbursed solely for the approved use of proceeds as set out in this Offering Plan and only upon the availability of adequate supporting documents and evidence substantiating the relevant funding requirements.

On a semi-annually and annually basis in accordance with the financial year, SHB shall make periodic disclosures to Bondholders regarding the use of the proceeds from the Bond offering through a Report on the Use of Proceeds from the Bond Offering (which shall be audited by an eligible independent audit firm). Such disclosures shall continue until all proceeds have been fully disbursed or until SHB has fully discharged all outstanding Bond obligations, whichever occurs first.

The Chief Executive Officer or a duly authorized representative shall be responsible to determine and implement the measures for managing, monitoring and supervising the use of the proceeds from the Bond offering, ensuring that such proceeds are utilized strictly in accordance with the purposes set out in this Plan.

7. Bond Terms and Conditions

7.1 Bond Name: SHB Private Placement Bonds 2026 **("Bonds")**

7.2 Bond Type: Non-convertible, without warrant, unsecured bonds, subordinated debt, meeting the criteria for inclusion in SHB's Tier 2 capital.

7.3 Characteristics of Bonds:

a) The bonds constitute direct obligations of SHB. Bondholders' claims for payment shall rank after the claims of all other secured and unsecured creditors (excluding subordinated creditors) of SHB, whether existing or future, in the event of bankruptcy or liquidation. Bonds within the same tranche shall rank pari passu at all times, and no bond shall have priority over another.

b) SHB may suspend interest payments and carry forward accrued interest to the following year if the payment of interest would result in a loss in its business performance for the relevant year.

c) SHB may redeem the bonds prior to maturity, provided that, following such redemption, SHB continues to comply with applicable prudential ratios and limits, and reports to the State Bank of Vietnam for supervisory purposes.

d) During the term of the bonds, bondholders shall not exercise the right to set off any amounts payable by SHB under the bonds against any financial obligations owed by the bondholders to SHB or to any third party.

7.4 Currency for offering and payment of bonds: VND (Vietnamese Dong).

7.5 Face value: VND 1,000,000,000/bond (One billion Vietnamese Dong per bond).

7.6 Offering price: 100% of the bond's face value.

7.7 Bond format: Book-entry or electronic data.

7.8 Offering location: At SHB's head office or authorized SHB issuing agents (if any).

7.9 Number of bonds to be offered: Up to 3,000 bonds (Three thousand bonds).

7.10 Total offering amount at face value: Up to 3,000,000,000,000 VND (Three trillion Vietnamese Dong).

7.11 Bond Term: 6 (six) years.

7.12 Number of tranches, volume, and timeline

a) Tentative number of tranches: Up to 06 (six) tranches.

b) Tentative volume per tranche: Up to 1,000,000,000,000 VND (One trillion Vietnamese Dong).

c) Tentative timeline: From QIII/2026 until the closing date of the offering period as stipulated by law .

The number of tranches, the volume of each tranche, and the timing of each tranche may be adjusted in accordance with actual market demand, provided that the aggregate face value of all tranches does not exceed VND 3,000,000,000,000 (Three trillion Vietnamese Dong).

The Board of Directors authorizes the Chief Executive Officer or a duly authorized representative to determine and make adjustments to the number of offering tranches, the value of each tranche and the timeline of each tranche as well as other matters relating to the terms and conditions of the bonds issued in each tranche, subject to prevailing market conditions and SHB’s operational needs.

7.13 Nominal Coupon Rate: Fixed interest rate, floating interest rate, or a combination of both. The Chief Executive Officer or a duly authorized representative shall determine the applicable interest rate for each tranche at the time of offering, based on prevailing market conditions and SHB’s actual circumstances.

7.14 Interest calculation basis: Based on the actual number of days in a 365-day year.

7.15 Coupon payment frequency: Annually

7.16 Early redemption:

Subject to market conditions, capital position, and compliance with applicable laws, the bonds may be redeemed prior to maturity in accordance with the provisions set out in the Offering Circular (OC) for each tranche.

The Issuer shall have the right, but not the obligation, to redeem all outstanding Bonds on any date on or after the first anniversary of the Issue Date.

The implementation of early redemption, including the timing, volume, redemption price, redemption terms, and other related conditions, shall be determined at the discretion of the Chief Executive Officer or a duly authorized representative at the time of offering as prescribed for in the OC and throughout the tenor of the bonds, based on prevailing conditions and the Issuer’s actual circumstances.

7.17 Method of principal and coupon payment

- The principal amount of the Bonds shall be repaid in full in a lump sum on the maturity date, or on the early redemption date of the Bonds (if any), or on the early redemption request date (if any), or on the date on which the Bonds become due and payable upon acceleration (if any).
- Coupon shall be paid annually on each anniversary of the offering date (Coupon Payment Date).
- The payment of principal and coupon shall be made in accordance with the regulations on the exercise of bondholders’ rights following the registration of the Bonds with the Vietnam Securities Depository and Clearing Corporation (VSDC), in compliance with applicable laws and regulations.

7.18 Methods and Procedures for Obtaining Bondholders' Consent

Bondholders shall adopt resolutions or decisions on matters within their authority (including amendments to the terms and conditions of the Bonds, changes to the purpose of the Bond offering, and early redemption of the Bonds) by one of the following methods: (i) voting at a Bondholders' Meeting; (ii) written resolution by way of obtaining the written consent of the Bondholders; or (iii) any other appropriate voting or consent solicitation method, as further specified in the OC.

The Chief Executive Officer or or a duly authorized representative is authorized to determine the detailed method, sequence, and procedures for obtaining Bondholders' consent as set out in the OC at the time of the offering.

8. Status of payment of principal and coupon on previously issued bonds and due debts (excluding bond debt) for the three consecutive years prior to the bond offering

SHB has fully and promptly paid all principal and coupon on its issued bonds and has fully and promptly paid all due debts (excluding bond debt) for three (03) consecutive years prior to this private placement.

9. Report on outstanding bonds and their corresponding use of proceeds as of December 31, 2025

Type of bond	Total outstanding volume at face value as of December 31, 2025	Coupon and principal payment as of December 31, 2025	Detailed use of proceeds	Outstanding bond balance
Domestic private placement bonds (billion VND)	10,030	126,000	SHB shall use the proceeds in accordance with the purposes and intended use of proceeds as set out in the offering plans and information disclosures of such bonds.	10,030
Domestic publicly offered bonds (billion VND)	5,000	89,46		5,000
International bonds (billion VND)	0	0		0

Payment plan for coupon and principal on issued bonds: SHB commits to making full and timely payment of coupon and principal on all issued bonds in accordance with the provisions set out in the Offering Circular (OC) for each offering.

For three (03) consecutive years prior to this private placement, SHB has not committed any violations of the laws on corporate bond offerings as determined by competent authorities.

10. Assessment of SHB's financial position and debt repayment capacity

SHB complies with the financial ratios and prudential ratios prescribed by applicable laws.

SHB has a track record of stable operations and sustainable growth. With a sound financial position and efficient business performance, SHB is capable of meeting its due obligations and repaying its debts when they fall due, including any bonds it plans to issue.

11. Auditor's opinion on the audited financial statements for 2025

- SHB's separate and consolidated financial statements for 2025 were audited by Deloitte Vietnam Co., Ltd.
- Auditor's opinion on SHB's 2025 financial statements:
  - The separate financial statements for 2025 have been audited:

"*In our opinion, the separate financial statements fairly and reasonably reflect, in all* *material respects, the separate financial position of the Bank as of December 31, 2025, as well as the separate operating results and separate cash flow for the financial year ended on that date, in accordance with the accounting standards and accounting regime applicable to credit institutions in Vietnam and relevant legal regulations on the preparation and presentation of financial statements .”*

- The consolidated financial statements for 2025 have been audited:

“ *In our opinion, the consolidated financial statements fairly and reasonably reflect, in all material respects, the consolidated financial position of the Bank as of December 31, 2025, as well as the consolidated operating results and consolidated cash flow for the fiscal year ended on that date, in accordance with the accounting standards and accounting regulations applicable to credit institutions in Vietnam and relevant legal provisions on the preparation and presentation of financial statements .”*

12. Offering method

Private placement through direct sale to investors and/or via issuing agents (if any).

13. Eligible investors

The eligible investors for the private placement bonds are institutional professional securities investors as stipulated under applicable laws.

14. Plan for allocation of funds for coupon and principal repayment and method of payment

14.1. Plan for allocation of funds for coupon and principal repayment

- The funds for the repayment of coupon and principal shall be sourced from SHB’s operating income and/or collections of due customer loans and/or deposits from organizations and individuals and/or other lawful sources.
- Plan for Payment of principal and coupon: The Board of Directors authorizes the Chief Executive Officer or a duly authorized representative to determine the principal and coupon payment plan for each tranche (including the estimated payment amount and the expected payment schedule for each tranche), as set out in the OC.

14.2. Method of payment of principal and coupon: please refer to Section II.7.17 above.

15. Commitment to information disclosure by the Issuer

SHB is committed to disclosing information in a full, accurate, and timely manner in accordance with the information disclosure requirements under Decree 200 and other applicable laws and regulations.

16. Other commitments to bondholders.

SHB is committed to fulfilling its obligations as the issuer to bondholders regarding the offering conditions, payment, guaranteeing the legitimate rights and interests of bondholders, and other conditions stipulated in the offering documents.

17. Registration and depository of bonds

- The Bonds shall be registered with the Vietnam Securities Depository and Clearing

Corporation (VSDC) in accordance with Decree No. 200 and applicable securities laws.

- The Bonds shall be centrally deposited at VSDC through a depository member prior to any trading or transfer of ownership, in accordance with applicable laws.
- The Chief Executive Officer or a duly authorized representative shall be responsible for deciding and implementing matters related to the registration and depository of the Bonds in accordance with the actual situation and applicable legal regulations.

18. Bond Trading

- The Bonds may only be traded and transferred between institutional professional securities investors as prescribed by applicable laws, except in cases of transfer pursuant to a legally binding court judgment or decision, an arbitration award, or inheritance in accordance with the law.
- SHB shall register the Bonds for trading on the private corporate bond trading system at the Stock Exchange in accordance with the law.
- The Chief Executive Officer or a duly authorized representative shall be responsible for deciding and implementing matters related to the registration of bond transactions at the Stock Exchange in accordance with the actual situation and applicable legal regulations.

19. Rights and responsibilities of bondholders

a. To be entitled to full and timely payment of coupon and principal by SHB.

b. To receive fully disclosed information and to have the right to access the bond offering documents as stipulated in Decree 200.

c. The Bonds may be freely transferred through purchase, sale, donation, gifting, discounting, and inheritance in accordance with the terms and conditions of the Bonds and applicable laws;

d. The Bonds may be used as collateral in civil and commercial transactions in accordance with applicable laws;

e. Bondholders are obliged to pay all applicable taxes arising from the Bonds in accordance with the law..

f. To participate in voting on matters subject to Bondholders' approval, with the approval threshold specified in the terms and conditions of the Bonds, but not lower than 65% (sixty-five percent) of the total outstanding Bonds of the same class;

g. To request the Issuer to redeem the Bonds on a compulsory basis in accordance with applicable laws and the terms and conditions of the Bonds;

h. To exercise other rights and fulfill other obligations as specified in the OC for each tranche;

i. To exercise other rights and fulfill other obligations as prescribed by applicable laws.

20. Rights and responsibilities of the Issuer

a. To be obliged to repay the coupon and principal of the Bonds in full and on time.

b. To fulfil all commitments and agreements with Bondholders;

c. To use the proceeds raised from the bond offering for the intended purposes as set out in this offering plan and the information disclosed to investors;

d. To fully comply with information disclosure obligations as stipulated in Decree 200 and other relevant legal documents, and to be responsible for the accuracy of the disclosed information;

e. To redeem the Bonds from Bondholders in accordance with the provisions set out in the OC for each tranche and applicable laws;

f. To exercise other rights and perform other obligations as specified in the OC for each tranche;

g. To exercise other rights and perform other obligations as prescribed by applicable laws.

21. Other terms and conditions of the Bond

Other terms and conditions of the Bonds shall be determined by the Chief Executive Officer or a duly authorized representative at the time of offering, in accordance with the Plan for the Second Private Placement Bonds in 2026 approved by the Board of Directors and applicable laws, and shall be specifically set out in the offering documents.

APPENDIX 01:

Key financial indicators of SHB in three consecutive years prior to the year of offering and changes following the offering

Table 1: Financial indicators of SHB in the 3 consecutive years prior to the year of offering.

No.	Indicator	Year 2023	Year 2024	Year 2025
I. Financial Indicators				
1	**Owners' Equity (million VND)**	**50,098,280**	**58,067,344**	**68,130,938**
	Capital of credit institutions	37,638,324	38,073,428	47,386,343
	- Charter capital	*36,193,981*	*36,629,085*	*45,942,000*
	- Share premium	*1,449,603*	*1,449,603*	*1,449,603*
	- Treasury shares	*-5,260*	*-5,260*	*-5,260*
	Fund of the Credit Institution	5,138,098	7,191,833	9,548,046
	- Funds allocated from after-tax profits	*5,138,098*	*7,191,833*	*9,548,046*
	Undistributed profits	8,010,896	13,333,023	11,642,889
	Revaluation of assets difference	0	0	0
	Exchange rate difference	-689,038	-530,940	-446,340
2	**Total liabilities (million VND)**	**580,402,405**	**689,410,725**	**823,877,771**
	Bank loans (Loans from other credit institutions)	5,480,204	10,364,919	10,996,270
	Debt from bond offering	2,448,100	6,448,100	15,030,000
	- Domestic Private Placement of SHB Bonds	*2,448,100*	*6,448,100*	*10,030,000*
	- Domestic publicly offered bonds	*0*	*0*	*5,000,000*
	- International Bonds	*0*	*0*	*0*
	Other liabilities	572,474,101	672,597,706	797,851,501

No.	Indicator	Year 2023	Year 2024	Year 2025
	- Borrowings from the Government and State Bank of Vietnam	*1,333,658*	*1,242,864*	*16,553,557*
	- Deposits from other credit institutions	*65,286,090*	*123,726,071*	*137,703,823*
	- Customer deposits	*447,503,426*	*499,896,571*	*572,149,573*
	- Other Derivatives and financial liabilities	*97,152*	*61,927*	*0*
	- Financing, trusted funds, and borrowings at the risk of credit institutions.	*1,611,235*	*1,429,650*	*15,804,523*
	- Issuing certificates of deposit	*40,373,627*	*32,800,095*	*38,066,625*
	- Interest and fees payable	*14,025,631*	*10,591,116*	*13,813,151*
	- Deferred corporate income tax payable	*36,030*	*22,049*	*36,599*
	- Other payables and liabilities	*2,207,252*	*2,827,363*	*3,723,650*
3	**Capital structure ratio**			
	Debt-to-Assets ratio	0.92	0.92	0.92
	Debt-to-Equity ratio	11.59	11.87	12.09
4	**Liquidity and solvency ratio**			
	Current ratio (current assets/current liabilities)	N/A	N/A	N/A
	Quick ratio ((current assets - inventory)/current liabilities)	N/A	N/A	N/A
	Interest coverage ratio (Earnings before tax and interest / interest expense)	N/A	N/A	N/A
5	**Total outstanding bonds/equity ratio**			

No.	Indicator	Year 2023	Year 2024	Year 2025
	Ratio of total outstanding corporate bond balance to equity	0.05	0.11	0.22
	Ratio of outstanding private placement corporate bond balance to equity	0.05	0.11	0.15
	Ratio of outstanding public corporate bond balance to equity	0	0	0.07
6	**Profit (million VND)**			
	Profit before tax	9,239,021	11,569,242	15,020,581
	Profit after tax	7,324,758	9,321,949	11,960,295
7	**Profitability (%)**			
	Return on Average Assets (ROAA)	1.25	1.35	1.46
	Return on Average Equity (ROAE)	15.75	17.24	18.95
II. Prudential indicators and capital adequacy ratios as prescribed by sector laws: SHB is a credit institution that always ensures compliance with prudential ratios and capital adequacy ratios as prescribed by the State Bank of Vietnam and the Law on Credit Institutions in each period.				
1	Capital Adequacy Ratio (CAR)	12.20%	11.85%	12.59%
2	Prudential indicators			
2.1	*Liquidity reserve ratio*	*19.66%*	*16.66%*	*17.13%*
2.2	*30-day liquidity coverage ratio in VND*	*150.45%*	*103.41%*	*84.26%*
2.3	*30-Day liquidity coverage ratio in Foreign Currency*	*-916.30%*	*680.97%*	*-5.3685.13%*
2.4	*Ratio of short-term funds used for medium-term and long-term lending.*	*26.07%*	*23.62%*	*24.22%*
2.5	*Total foreign currency's positive position to total capital*	*2.90%*	*0.05%*	*0.01%*

No.	Indicator	Year 2023	Year 2024	Year 2025
2.6	*Total foreign currency's negative position to total capital.*	*0%*	*0%*	*0.31%*
2.7	*Gold position to total capital*	*0%*	*0%*	*0%*
2.8	*Loan-to-Deposit Ratio*	*77.58%*	*76.58%*	*78.54%*
2.9	*Ratio of purchase, holding, and investment in government bonds and government-guaranteed bonds.*	*4.15%*	*3.44%*	*2.19%*
2.10	*Credit limits*			
a.	*Credit limit for a single customer*	*13.47%*	*12.07%*	*10.74%*
b.	*Credit limits for a single customer and their related parties.*	*12.72%*	*21.95%*	*18.77%*
2.11	*Limits on capital contributions and share purchases.*	*9.21%*	*8.83%*	*6.98%*

Source: Audited consolidated financial statements for 2022, 2023, 2024 and estimates of SHB.

Table 2: Changes in some financial indicators following the offering

Indicators	December 31, 2025	Changes following the offering (*)
Owners' Equity (million VND)	**68,130,938**	**68,130,938**
Total liabilities (million VND)	**823,877,771**	**834,877,771**
Debt from bond offering (million VND)	15,030,000	26,030,000
Domestic Private Placement of SHB Bonds	*10,030,000*	*13,030,000*
Domestic publicly offered bonds	*5,000,000*	*13,000,000*
Other liabilities (million VND)	808,847,771	808,847,771
Customer deposits (million VND)	*572,149,573*	*572,149,573*
Debt-to-equity ratio	12.09	12.25
Ratio of total outstanding corporate bond balance to equity	0.22	0.38
Ratio of outstanding private placement corporate bond balance to equity	*0.15*	*0.19*
Other indicators		Subject to actual business operations

Source: SHB

(*) SHB's calculations are based on data as of December 31, 2025, assuming all other indicators remain unchanged.