

REGULATIONS

SHARE ISSUANCE PROGRAM UNDER THE “EMPLOYEE SELECTION PROGRAM 2026 (ESOP) AT VIET CAPITAL COMMERCIAL JOINT STOCK BANK”

(Attached Resolution No. 81/26/BVBank/NQ-HĐQT dated June 25, 2026)

1. Legal Basis

- 1.1 Based on the Charter of Viet Capital Commercial Joint Stock Bank;
- 1.2 Based on Article 3 of the Extraordinary General Meeting of Shareholders Resolution No. 02/25/BVBank/NQ-DHDCDBT dated December 26, 2025, on the approval of the plan to increase charter capital in 2026.
- 1.3 Based on Article 8 of the Annual General Meeting of Shareholders Resolution No. 01/26/BVBank/NQ-DHDCD dated April 16, 2026, regarding the approval of the plan to increase charter capital in 2026.

2. Purpose of issuance

The issuance of shares under the employee stock option program of Viet Capital Commercial Joint Stock Bank and its subsidiaries (hereinafter referred to as “Employees”) aims to create long-term incentives for the Bank's employees, thereby:

- Attracting and retaining talent for the Bank;
- Rewarding contributions;
- Encouraging outstanding work performance;
- Linking the interests of Employees with the long-term interests of the Bank.

Shares issued under the employee stock option program according to this Regulation are collectively referred to as “ESOP Shares”.

3. Share Information

- Total number of shares issued: 30,000,000 shares
- Share name: Viet Capital Commercial Joint Stock Bank Shares
- Share type: Common shares
- Par value: VND 10,000/share
- Issue price: VND 10,000/share
- Total par value of issuance: VND 300,000,000,000
- Expected issuance time: After approval by the State Bank of Vietnam and notification by the State Securities Commission of receipt of the issuance report, expected in 2026.

4. Eligible recipients and participation rights

4.1. Issuers

Employees of Viet Capital Commercial Joint Stock Bank (hereinafter referred to as “the Bank” or “BVBank”) and subsidiaries of the Bank as listed in the Board of Directors of Viet Capital Commercial Joint Stock Bank approved, are classified into the following groups:

Group	Position	General Conditions
1	Division Director	
2	Members of the Board of Directors' Committees, Deputy Heads of Departments, Regional Directors, Directors of Debt Management and Recovery Centers, Credit Management Centers, Digital Banking Centers, and Collateral Valuation Centers.	<ul style="list-style-type: none"> - Performance rating in 2025 must be at least Category I. If an employee does not have a 2025 rating, they will be considered equivalent to Category S; - Employees in groups 5, 6, and 7 must have at least 3 months of official employment (excluding apprenticeship/probation periods) at BVBank and/or its subsidiaries as of the date decided by the Board of Directors. - At the time of compiling the list, the employee: <ul style="list-style-type: none"> + Is not currently in the process of termination (including cases where a termination request has been submitted but not yet approved); + Has not received any disciplinary action within the last 12 months; + Is not currently under disciplinary review (no disciplinary action decision has been issued), temporarily suspended from work, or is under investigation/prosecution/trial.
3	Head of Internal Audit Department, Head of Head Office Unit, Deputy Directors of Debt Management and Recovery Centers, Credit Management Centers, Digital Banking Centers, Collateral Valuation Centers, Assistant/Secretary to the Chairman of the Board of Directors, Assistant to the General Director, Branch/Business Center Director, Head of Business Unit who is a Deputy Branch/Business Center Director assigned to oversee the Individual/Corporate Customer business area, and BVBank Director with a hierarchical level from Unit-7 (≥ 4.5 points) to Unit1.	
4	Deputy Head of Head Office Unit, Director of AMC Company, Head/Deputy Head of Department within the Center, Head of Business Unit not belonging to Group 3, Deputy Head of Business Unit	
5	Employees with a rank of 3.2 or higher (excluding positions in groups 1 to 4)	
6	(Employees with skill levels from 4.4 to 4.1)	
7	General laborers (Drivers, Security guards, Cleaners)	

The list of employees participating in the ESOP Program and the number of ESOP shares each employee is entitled to purchase are decided by the Bank's Board of Directors based on the allocation by the General Meeting of Shareholders.

4.2. Benefits of participating in the program and terms regarding transfer restrictions

- Employees are entitled to all the rights and obligations of ordinary shareholders. The issued shares will be restricted from transfer for 01 (one) year from the date of completion of the issuance (which is the date of completion of collecting payment for the purchase of shares from employees).
- Shares issued to groups of individuals who are in the period of non-transferability commitment from the date BVBank deposits/lists the shares (if any) will still be restricted from transfer during the commitment period as stipulated in current securities law.

5. Standards and principles for determining shares distributed to each employee

5.1. The Board of Directors determines the number of shares distributed to each employee according to the following standards:

- Job titles and positions at the time of finalizing the personnel list on June 17, 2026, are categorized into the groups in section 4.1 (*).
- Seniority: the official working time at BVBank and/or Viet Capital Bank Assets Management Company up to the time of finalizing the personnel list;
- Employee ranking in 2025;
- Personnel included in the management planning for 2026 (excluding those already appointed during the year).
- Level of contribution of the employee during their employment.

*: In cases where an employee holds multiple positions, leading to multiple ways of determining the number of shares to be distributed, the number of shares distributed to that employee is the highest number among those methods.

5.2. Principles for calculating the shares of each employee participating in the ESOP share purchase are as follows:

5.2.1. For employees in Group 1:

Number of shares distributed to each employee: 300,000 shares/employee.

5.2.2. For Groups 2 and 7:

The number of shares purchased is calculated based on 5 criteria: Position coefficient, Seniority coefficient, Ranking coefficient, Planning coefficient, and Contribution coefficient, specifically as follows:

✦ Calculation formula:

Shares purchased by each employee = (Total number of ESOP shares – Total number of shares distributed in section 5.2.1) x Composite coefficient of each employee participating in ESOP in Groups 2 to 7 / Total composite coefficient of all employees participating in ESOP in Groups 2 to 7.

Where, composite coefficient = position coefficient x seniority coefficient x ranking coefficient x planning coefficient x contribution coefficient.

✦ Details on how to determine the coefficient:

a. Position coefficient:

Job Position	Position Coefficient
Group 2	8,0
Group 3	4,0
Group 4	2,5
Group 5	1,0
Group 6	0,8
Group 7	0,5

b. Seniority coefficient:

Number of years of service	Seniority coefficient
From 10 years	3,0
From 7 to under 10 years	2,5
From 5 to under 7 years	2,0
From 3 to under 5 years	1,5
Under 3 years	1,0

a. Ranking coefficient:

Ranking in 2025	Ranking coefficient 2025
O (Exceeds expectations)	2,0
E (Above expectations)	1,5
S (Meets expectations)	1,0
I (Below expectations)	0,5

b. Planning coefficient:

Personnel target	Planning coefficient
Personnel subject to management planning in 2026 (excluding those already appointed during the year)	1,5
Remaining staff	1,0

c. Contribution coefficient:

Level of contribution	Contribution coefficient
Based on the level of employee contribution during their work as decided by the Board of Directors.	0 – 2,0

To clarify, for employees participating in the ESOP program who hold the position of Deputy Director of a Division in Group 02, the number of shares they can purchase under the ESOP program will be calculated based on the formula above, but not less than 100,000 shares.

5.3. To clarify, for employees participating in the ESOP program who hold the position of Deputy Director of a Division in Group 02, the number of shares they can purchase under the ESOP program will be calculated based on the formula above, but not less than 100,000 shares.

5.4. The Board of Directors will notify each employee selected to participate in this program.

- 5.5. BVBank will issue shares to employees after receiving the State Bank of Vietnam's approval for the share offering, the notification letter from the State Securities Commission confirming receipt of the issuance report, and disclosing information as required.

6. Transfer Rights:

- Employees participating in the ESOP Program are not entitled to transfer their right to purchase ESOP shares.
- During the period when the shares are subject to transfer restrictions, if the shares issued to ESOP members give rise to other rights such as: bonus shares, rights to purchase additional shares, stock dividends, etc., then the additional shares resulting from exercising these rights will not be subject to transfer restrictions.

7. Securities Deposit for Trading:

The entire quantity of newly issued shares will be registered for deposit at the Vietnam Securities Depository and Clearing Corporation and registered for trading with the Hanoi Stock Exchange in accordance with the law.

8. Personal Income Tax:

After purchasing shares, if an individual transfers BVBank shares, they must pay income tax on the transfer of securities on the transferred shares in accordance with the law in effect during each period.

9. Handling Unsold Shares:

After the registration and payment period for purchasing shares ends, if employees do not purchase all the offered shares, the Board of Directors will decide to distribute them to other parties under appropriate conditions and methods at a price not lower than VND 10,000 per share, ensuring compliance with all legal regulations and the approval of the General Meeting of Shareholders.

10. Handling Procedures in Case of Employees Leaving the Bank During the Period of Share Transfer Restrictions

10.1. Responsibility for Reselling Shares

- Employees leaving the Bank during the period of share transfer restrictions are obligated to resell all remaining restricted shares to the Bank at the offering price at the time of issuance under the ESOP Program (VND 10,000/share).
- The Bank has the right to repurchase (but is not obligated to repurchase) the shares purchased by the Employee under the ESOP Program that are still subject to transfer restrictions at the time the Employee leaves the Bank.
- In the event that the Employee ceases to work at the Bank due to retirement, death, or reassignment/transfer of duties as decided by the Bank, that Employee retains all rights to the shares purchased under the ESOP Program without having to resell them as per the above provisions. - In the event that an employee is subjected to disciplinary action or dismissal in accordance with the Bank's regulations and current Labor Law, that employee is responsible for reselling the shares that are still within the restricted transfer period to the Bank if the Bank requests it, at the offering price at the time.
- Issued under the ESOP Program (10,000 VND/share). To clarify, the Bank only repurchases the original shares issued under the ESOP Program.

- The transferor of shares is responsible for paying any related taxes and fees (if applicable).

10.2. Method of repurchasing ESOP shares

The Bank repurchases these shares as treasury stock and handles them in accordance with the law.

11. Procedures for registration and payment for share purchase

- Employees participating in the ESOP Program declare and sign the registration form for purchasing ESOP shares as attached to this Regulation.
 - Payment for shares: By depositing cash or bank transfer to the bank's escrow account, details as follows:
 - + Account holder: Viet Capital Commercial Joint Stock Bank
 - + Account number: 8610035989
 - + at Joint Stock Commercial Bank for Investment and Development of Vietnam - Nam Ky Khoi Nghia Branch
 - + Payment description: (Employee's full name – employee code – Citizen Identification Number) - payment for AA ESOP shares (type in Vietnamese without accents, where AA is the number of shares registered for purchase)
- Example: Nguyen Van A – XXXXXX – 079XXXXXXXXXX- payment for 3000 ESOP shares
- Time and location for registration and payment for ESOP shares: As announced by the Bank after the State Securities Commission issues a document notifying receipt of all documents reporting the issuance of shares under the employee stock option program.

12. Rights and Obligations of Employees Participating in the ESOP Program

- Employees are entitled to all the rights and obligations of ordinary shareholders as stipulated by law, the Bank's Charter, and this Regulation.
- They must cooperate with the Bank to carry out share transfer procedures as prescribed.
- They are obligated to disclose information, pay taxes, and other expenses (if any) as prescribed by law related to the ESOP shares.
- They must fulfill other obligations as stipulated in this Regulation.

13. Adjustment, Amendment, and Supplementation of the ESOP Regulation

- The Board of Directors is the highest authority with the power to adjust, amend, and supplement the Regulation on the issuance of shares under the employee stock option program to suit the Bank's actual situation.
- In case new legal documents are introduced regarding the issuance of shares under the ESOP program, this Regulation will be adjusted accordingly.