

No.: 1019/2026/CV-PGB

Hanoi, August 03, 2026



AD-HOC DECLARATION

To: - State Securities Commission
- Hanoi Stock Exchange

1. Public Company Name: **Prosperity And Growth Commercial Joint Stock Bank**

- Stock code: **PGB**

- Address: 4th, 5th, 6th Thanh Cong Building, PD17 area, Cau Giay ward, Hanoi City.

- Tel.: 024 62811298

Fax: 024 62811298

- E-mail: vphdqt.pgbank@pgbank.com.vn

- Legal representative: Ms Cao Thi Thuy Nga

Position: Chairman

2. Details:

Prosperity and Growth Commercial Joint Stock Bank (PGBank) hereby discloses Board Resolution No 163/2026/NQ-HĐQT of approving the Registration Dossier for the Public Offering of Additional Shares.

Detailed documents are attached.

3. This declaration was published on the company's website on August 04, 2026 at the link:
<https://www.pgbank.com.vn/nha-dau-tu/cong-bo>

We hereby commit that the above declared information are true and take full legal responsibility for the content of the information published above.

**PROSPERITY AND GROWTH COMMERCIAL
JOINT STOCK BANK
LEGAL REPRESENTATIVE
CHAIRMAN**

Signed

CAO THI THUY NGÀ

No. 163/2026/NQ-HĐQT

Hanoi, August 03, 2026

RESOLUTION

Regarding: Approving the Registration Dossier for the Public Offering of Additional Shares.

BOARD OF DIRECTORS

- Pursuant to the Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024 and its guiding documents on guiding documents on amendments and supplements;
- Pursuant to the Law on Enterprise No. 59/2020/QH14 dated June 17, 2020 and its guiding documents on amendments and supplements;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019 and its guiding documents on amendments and supplements;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of several articles of the Law on Securities;
- Pursuant to Decree No. 245/2025/ND-CP dated September 11, 2025, of the Government amending and supplementing a number of articles of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of several articles of the Law on Securities;
- Pursuant to the Charter of Prosperity and Growth Commercial Joint Stock Bank (PGBank/The Bank);
- Pursuant to the Regulations on the organization and operation of the PGBank Board of Directors;
- Pursuant to Resolution No. 02/2026/NQ-ĐHĐCĐ dated April 21, 2026, of the 2026 Annual General Meeting of Shareholders of PGBank regarding the approval of the plan to increase the charter capital of PGBank;
- Pursuant to Official Letter No. 4145/NHNN-QLGS dated May 20, 2026, from the State Bank of Vietnam regarding the Governor of the State Bank of Vietnam's approval of PGBank's increase in charter capital;
- Pursuant to the Minutes of the Board of Directors Meeting No 143/2026/BBH-HĐQT dated 03/8/2026,

RESOLUTION:

Article 1. The Board of Directors approved the registration dossier for the public offering of additional shares of PGBank in accordance with the PGBank charter capital increase plan for 2026, which was approved by the PGBank General Meeting of Shareholders in Resolution No. 02/2026/NQ-ĐHĐCĐ dated April 21, 2026, of the General

Meeting of Shareholders, to be submitted to the State Securities Commission (SSC), including the dossier and documents as attached in the Appendix to this Resolution.

Article 2: The Chairman of the Board of Directors is directed to oversee the implementation of the Board's approved contents in accordance with the law and the Bank's Charter when carrying out the procedures for obtaining permits from competent authorities regarding the issuance of shares, ensuring that these procedures are carried out as soon as possible, on schedule, and in accordance with regulations.

Article 3: This Resolution takes effect from the date of signing. Members of the Board of Directors, members of the Executive Board, and relevant units and individuals of PGBank are responsible for implementing this Resolution.

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

Recipient:

- *As specified in Article 3;*
- *Archieved: Office Administration,
Office of the BOD.*

Cao Thi Thuy Nga

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**APPENDIX 01 – APPLICATION FILE FOR ADDITIONAL PUBLIC OFFERING OF
SHARES TO EXISTING SHAREHOLDERS OF PROSPERITY AND GROWTH
COMMERCIAL JOINT STOCK BANK**

*(Attached to Resolution No 163/2026/NQ-HĐQT dated 03/8/2026 of the Board of Directors of
Prosperity and Growth Commercial Joint Stock Bank)*

1. Registration form for offering additional shares to the public.
2. The business registration certificate of the joint-stock company of Prosperity and Growth Commercial Joint Stock Bank was issued by the Hanoi Department of Planning and Investment, business registration number 1400116233, first registered on November 29, 1993, adjusted for the 25th time on April 10, 2024.
3. Establishment and operation license No. 42/GP-NHNN dated June 16, 2021, issued by the State Bank of Vietnam to PGBank; Decision No. 1576/QĐ-NHNN dated July 7, 2026 of the State Bank of Vietnam on amending the charter capital in the Establishment and Operation License of PGBank;
4. Charter of Prosperity and Growth Commercial Joint Stock Bank (PGBank) 2026.
5. Resolution No. 02/2026/NQ-ĐHĐCĐ dated April 21, 2026, of the Annual General Meeting of Shareholders 2026 approves the plan to increase charter capital (*attached are Minutes of the Annual General Meeting of Shareholders 2026 No. 01/2026/BB-ĐHĐCĐ dated April 21, 2026, and Proposal No. 05/2026/TTr-HĐQT dated April 21, 2026*).
6. Resolution No. 105/2026/NQ-HĐQT dated April 23, 2026, of the Board of Directors on the implementation of increasing PGBank's charter capital.
7. Resolution No 162/2026/NQ-HĐQT dated 03/8/2026 of the Board of Directors on approving the offering ratio, the rights exercise ratio of the first tranche and the proposed implementation schedule of the public offering of additional shares to existing shareholders, and the detailed plan for the use of proceeds from the public offering of additional shares to existing;
8. Resolution No 163/2026/NQ-HĐQT dated 03/8/2026 of the Board of Directors on approving the registration dossier for the public offering of additional shares.
9. Prospectus.
10. The 2024 and 2025 PGBank's audited financial statements.
11. The Q2/2026 PGBank's self-prepared financial statements.
12. The audited report on equity capital gained from the public offering of shares to existing shareholders in accordance with Resolution No. 04/2025/NQ-ĐHĐCĐ of the General Meeting of Shareholders dated July 22, 2025, for the period from January 1, 2026, to March 9, 2026.
13. The audited report on the use of proceeds from the public offering of shares to existing shareholders, in accordance with Resolution No. 09/2024/NQ-ĐHĐCĐ of the General Meeting of Shareholders dated April 20, 2024, for the period from May 16, 2025 to June 30, 2025.
14. The audited report on the use of proceeds from the public offering of shares to existing shareholders, in accordance with Resolution No. 04/2025/NQ-ĐHĐCĐ of the General

Meeting of Shareholders dated July 22, 2025, for the period from March 9, 2026 to May 4, 2026.

15. Official document No. 4145/NHNN-QLGS dated May 20, 2026, from the State Bank of Vietnam regarding the Governor of the State Bank of Vietnam's approval of PGBank's increase in charter capital.
16. Confirmation document No 2101/2026/VCBHN-PGB dated 22/7/2026 from Vietcombank – Hanoi branch regarding the opening of a blocked account to receive funds for the purchase of shares in the offering.
17. Consulting contract No. 06/2026/MBS/IBHN-HĐTV dated April 22, 2026, between PGBank and MB Securities Joint Stock Company.
18. Commitment document No 1014/2026/CV-PGB dated 03/8/2026 of the Board of Directors regarding the implementation of registration for trading of newly issued shares on the securities trading system.
19. Commitment document No 1015/2026/CV-PGB dated 03/8/2026 PGBank's commitment to comply with the regulations at Point e, Clause 1, Article 15 of the Securities Law.
20. Document No. 4555/UBCK-PTTT dated July 19, 2022, from the State Securities Commission regarding the notification dossier on the maximum foreign ownership ratio of PGBank.

No.: 1017/2026/CV-PGB

Hanoi, August 03, 2026

REGISTRATION FOR PUBLIC OFFERING OF ADDITIONAL SHARES

Shares of: Prosperity and Development Commercial Joint Stock Bank

To: The State Securities Commission of Vietnam

I. GENERAL INFORMATION ABOUT THE ISSUER:

1. Full Name of the Issuer: Prosperity and Development Commercial Joint Stock Bank.
2. Head Office Address: Floors 4, 5, 6, Thanh Cong Building, Plot P-D17, Cau Giay Urban Area, Cau Giay Ward, Hanoi City.
3. Telephone: (84.24) 6281 1298 | Fax: (84.24) 6281 1298 | Website: <https://www.pgbank.com.vn/>
4. Charter Capital: VND 7,327,022,360,000
5. Stock Ticker Symbol: PGB
6. Payment Account Opened At: State Bank of Vietnam – Banking Operations Center | Account Number: 120065
7. Enterprise Registration Certificate: Enterprise Code No. 1400116233, first issued by the Hanoi Department of Planning and Investment on November 29, 1993, and 25th amendment registered on April 10, 2024.
 - o Main Business Line: Other monetary intermediation | Industry Code: 6419
 - o Main Products/Services:
 - Receiving demand deposits, term deposits, savings deposits, and other types of deposits;
 - Extending credit in the following forms: Lending; Discounting and rediscounting of negotiable instruments and other valuable papers; Bank guarantees; Issuing credit cards; Domestic factoring;
 - Providing domestic payment services;
 - Trading Government bonds and corporate bonds;
 - Money brokerage services;
 - Issuing certificates of deposit, promissory notes, treasury bills, and bonds to raise capital;
 - Borrowing capital from the State Bank of Vietnam under refinancing arrangements;

- Borrowing, lending, depositing, and receiving deposits from credit institutions, foreign bank branches, domestic and foreign financial institutions;
 - Entrusting, receiving entrustment, acting as agents in areas related to banking operations, insurance business, asset management;
 - Trading and providing foreign exchange services in domestic and international markets within the scope prescribed by the State Bank of Vietnam.
8. Establishment and Operation License: No. 42/GP-NHNN dated June 16, 2021, issued by the State Bank of Vietnam to PGBank, as amended from time to time.
 9. Whether the Issuer operates in conditional business sectors requiring approval from competent state management agencies for the share issuance: Yes.
 10. Whether the Issuer falls under restructuring cases (consolidation) in the period from the beginning of the accounting period of the second year preceding the offering registration year to the offering registration time: No.
 11. Whether the Issuer falls under restructuring cases (merger, acquisition, asset sale) or demerger cases (where total assets of the demerged companies account for 35% or more of the original company's total assets) in the period from the beginning of the accounting period of the year preceding the offering registration year to the offering registration time: No.

II. INFORMATION ABOUT THE ISSUER'S SHARES:

1. Ordinary Shares:

- Total issued shares: 732,702,236 shares.
- Total outstanding shares: 732,702,236 shares.
- Total value of outstanding shares (at par value): VND 7,327,022,360,000.
- Characteristics (specify features and attached rights): All outstanding shares are ordinary shares.
- Total treasury shares: 0 shares.
- Most recent share buyback: PGBank has not conducted any share buybacks pursuant to resolutions of the Board of Directors or the General Meeting of Shareholders.

2. Preference Shares: None.

III. PURPOSE OF THE OFFERING:

The proceeds from the share issuance, estimated at VND 2,672,933,220,000, will be used to supplement operating capital and meet client financing needs to scale up the Bank's operational capital base, supporting business growth targets for 2026 and subsequent years in compliance with applicable laws on credit institutions.

IV. SHARES REGISTERED FOR OFFERING:

1. Name of Shares: Shares of Prosperity and Development Commercial Joint Stock Bank.
2. Type of Shares: Ordinary shares.
3. Par Value: VND 10,000 per share.
4. Expected Maximum Offering Price: VND 10,000 per share.
5. Expected Minimum Offering Price: VND 10,000 per share.
6. Number of Shares Registered for Offering: 267,293,322 shares, divided into two (02) Issuance Tranches as follows:
 - o Tranche 1: 150,000,000 shares.
 - o Tranche 2: 117,293,322 shares + unsubscribed shares from Tranche 1 (if any).
7. Ratio of Additional Shares Registered for Offering to Total Outstanding Shares: 36.48048%.
8. Right Execution Ratio:
 - o Tranche 1 Execution Ratio: 100,000 : 20,472. Specifically, a shareholder holding 01 existing share receives 01 right; 100,000 rights entitle the holder to purchase 20,472 new shares.
 - o Tranche 2 Execution Ratio: The Board of Directors will determine the Execution Ratio for Tranche 2 at the time of implementing Tranche 2.
9. Total Expected Capital To Be Raised: VND 2,672,933,220,000.
10. Successful Offering Ratio Requirement (in case of offering for project execution, excluding offerings to existing shareholders in proportion to ownership): Not applicable; the Issuer is offering to existing shareholders in proportion to their ownership and not for project execution.
11. Expected Offering Timeline:
 - o Tranche 1: Expected in Q3/2026. The specific schedule for Tranche 1 will be decided by the Board of Directors after the State Securities Commission issues the Certificate of Registration for Public Offering of Additional Shares to PGBank.
 - o Tranche 2: Expected from Q4/2026 to Q2/2027, conducted only after the completion of Tranche 1, with the interval between the two tranches not exceeding 12 months. The specific schedule for Tranche 2 will be decided by the Board of Directors after the State Securities Commission acknowledges receipt of PGBank's reporting dossier for the Tranche 2 public offering.
12. Distribution Method: Through the execution of rights by existing shareholders.

V. PLAN FOR THE USE OF PROCEEDS FROM THE OFFERING

The total proceeds expected to be collected from the public offering of additional shares to existing shareholders to increase charter capital (including 02 issuance tranches) is **VND 2,672,933,220,000** (*In words: Two trillion six hundred seventy-two billion nine hundred thirty-three million two hundred twenty thousand Vietnamese dong*).

The allocation of funds for each issuance tranche shall be prioritized from top to bottom and is expected to be used as follows:

Currency: VND

Issuance Tranche	Item / Purpose	Expected Allocation Amount	Expected Utilization Period
Tranche 1	Lending to meet client financing needs, including:	1,500,000,000,000	2026 - 2028
	- Lending to Small and Medium Enterprises (SMEs)	1,000,000,000,000	2026 - 2028
	- Lending to Large Enterprises	500,000,000,000	2026 - 2028
Tranche 2	Lending to meet client financing needs, including:	1,172,933,220,000	2027 - 2028
	- Lending to Small and Medium Enterprises (SMEs)	700,000,000,000	2027 - 2028
	- Lending to Large Enterprises	472,933,220,000	2027 - 2028
Total		2,672,933,220,000	

The Board of Directors is authorized to proactively adjust, balance, and reallocate the proceeds from the capital increase for appropriate utilization purposes, depending on the actual conditions, ensuring efficiency, the interests of the Bank and its shareholders, and in compliance with applicable laws and the Capital Increase Plan approved by the 2026 Annual General Meeting of Shareholders.

In the event that the proceeds raised from the offering are insufficient to cover all intended purposes outlined above, the Bank may balance and utilize legal borrowing sources as supplementation, ensuring compliance with capital adequacy ratio requirements near the Bank's thresholds and applicable legal regulations.

VI. RELATED PARTIES

1. Advisory Institution:

MB Securities Joint Stock Company

- **Address:** Area 1 - 7th & 8th Floors, MB Building, No. 21 Cat Linh Street, O Cho Dua Ward, Hanoi City.
- **Telephone:** (024) 7304 5688 | **Website:** www.mbs.com.vn

2. Auditing Institution:

The Financial Statements for 2024 and 2025 were audited by:

Deloitte Vietnam Company Limited

- **Address:** 12th Floor, Diamond Park Plaza Building, No. 16 Lang Ha Street, Giang Vo Ward, Hanoi City.
- **Telephone:** (024) 7105 0000 | **Website:** www.deloitte.com/vn

3. Auditing Institution:

The Report on the utilization of proceeds from the public offering of shares to existing shareholders pursuant to Resolution of the General Meeting of Shareholders No. 04/2025/NQ-DHDCD dated July 22, 2025 for the period from March 9, 2026 to May 4, 2026 was audited by:

UHY Auditing and Consulting Company Limited

- **Address:** 5th Floor, B2 Tower, Roman Plaza, To Huu Street, Dai Mo Ward, Hanoi City.
- **Telephone:** (024) 5678 3999 | **Website:** www.uhy.vn

VII. ISSUER'S UNDERTAKINGS

1. We hereby guarantee that the information contained in this dossier is complete, truthful, and contains no false or misleading information that could cause damage to share purchasers.
2. We undertake to:
 - Thoroughly study and strictly comply with all legal regulations on securities and the securities market.
 - Make no official public statements or announcements regarding the securities offering through mass media prior to being issued the Certificate of Registration for Public Offering by the State Securities Commission.
 - Select an escrow account opening bank that is not an affiliated person of the issuer.
 - Utilize the raised capital strictly for the purposes specified in the Prospectus.
 - Bear full legal responsibility and penalties in the event of any violation of the above undertakings.

VIII. ACCOMPANYING DOSSIER / ATTACHED DOCUMENTS

1. **Enterprise Registration Certificate for Joint Stock Company** of Prosperity and Development Commercial Joint Stock Bank, issued by the Hanoi Department of Planning and Investment, Enterprise Code No. 1400116233, first registered on November 29, 1993, and 25th amendment registered on April 10, 2024.
2. **Establishment and Operation License No. 42/GP-NHNN** dated June 16, 2021, issued by the State Bank of Vietnam to PGBank; Decision No. 1576/QD-NHNN dated July 07, 2026, of the State Bank of Vietnam regarding the amendment of charter capital content in the Establishment and Operation License of PGBank.
3. **Charter of Prosperity and Development Commercial Joint Stock Bank** (2026 Edition).
4. **Resolution No. 02/2026/NQ-DHDCD** dated April 21, 2026, of the 2026 Annual General Meeting of Shareholders approving the Capital Increase Plan (attached with Minutes of the 2026 Annual General Meeting of Shareholders No. 01/2026/BB-DHDCD dated April 21, 2026, and Submission No. 05/2026/TTr-HDQT dated April 21, 2026).
5. **Resolution No. 105/2026/NQ-HDQT** dated April 23, 2026, of the Board of Directors regarding the implementation of PGBank's charter capital increase.
6. **Resolution No. 162/2026/NQ-HDQT** dated August 03, 2026, of the Board of Directors approving the issuance ratio, right execution ratio for Tranche 1, expected schedule of the Plan for Public Offering of Additional Shares to Existing Shareholders, and the detailed Plan for Use of Proceeds raised from the public offering to existing shareholders.
7. **Resolution No. 163/2026/NQ-HDQT** dated August 03, 2026, of the Board of Directors approving the public share offering registration dossier.
8. **Prospectus.**
9. **Audited Financial Statements** for the fiscal years 2024 and 2025.
10. **Un-audited (Self-prepared) Financial Statements** for Quarter 2 of 2026.
11. **Audited Report on Owner's Equity Contributed Capital** from the public offering of shares to existing shareholders pursuant to Resolution of the General Meeting of Shareholders No. 04/2025/NQ-DHDCD dated July 22, 2025, for the period from January 01, 2026, to March 09, 2026.
12. **Audited Report on Utilization of Proceeds** raised from the public offering of shares to existing shareholders pursuant to Resolution of the General Meeting of Shareholders No. 09/2024/NQ-DHDCD dated April 20, 2024, for the period from May 16, 2025, to June 30, 2025.
13. **Audited Report on Utilization of Proceeds** raised from the public offering of shares to existing shareholders pursuant to Resolution of the General Meeting of Shareholders No. 04/2025/NQ-DHDCD dated July 22, 2025, for the period from March 09, 2026, to May 04, 2026.

14. **Official Letter No. 4145/NHNN-QLGS** dated May 20, 2026, from the State Bank of Vietnam regarding the SBV Governor's approval for PGBank to increase its charter capital by a maximum additional amount of VND 3,184,123,920,000.
15. **Confirmation Letter No. 2101/2026/VCBHN-PGB** dated July 22, 2026, from Joint Stock Commercial Bank for Foreign Trade of Vietnam – Hanoi Branch regarding the opening of an escrow account to receive share purchase funds for the offering.
16. **Advisory Service Contract No. 06/2026/MBS/IBHN-HDTV** dated April 22, 2026, between PGBank and MB Securities Joint Stock Company.
17. **Letter of Undertaking No. 1014/2026/CV-PGB** dated August 03, 2026, from the Board of Directors of PGBank regarding the registration for trading of additionally issued shares on the securities trading system.
18. **Letter of Undertaking No. 1015/2026/CV-PGB** dated August 03, 2026, from PGBank undertaking compliance with Point e, Clause 1, Article 15 of the Law on Securities.
19. **Document No. 4555/UBCK-PTTT** dated July 19, 2022, from the State Securities Commission regarding the notification dossier on PGBank's maximum foreign ownership limit.

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

Signed

Cao Thi Thuy Nga

Recipients:

- *As specified in Article 3;*
- *Archived: Office
Administration, Office of the
BOD.*

