

## **RESOLUTION OF THE BOARD OF DIRECTORS VIETCAP SECURITIES JOINT STOCK COMPANY**

(Regarding: implementing the plan to issue shares under ESOP for employees, issuing Regulation on issuance of shares to employees of Vietcap Securities Joint Stock Company, the list of employees who are eligible to purchase shares and other related contents)

- Pursuant to the functions and authority of the Board of Directors as stipulated in the Charter of Vietcap Securities JSC;
- Based on the needs of the Company's business activities;
- Pursuant to Resolution of 2023 Annual General Meeting;
- Pursuant to the Minutes of the Board of Directors' meeting dated on May 17, 2023 which approved the issuance of shares under the under the ESOP for employees of the Company.

### **RESOLVE**

**Article 1:** Approved the implementation of the plan to issue shares to employees under "Employee Stock Ownership Plan" (ESOP) of Vietcap Securities JSC in 2023 as follows:

1. Name of shares: shares of Vietcap Securities Joint Stock Company
2. Type of shares: common shares
3. Par value: VND 10,000/share
4. Number of existing shares: 435,499,901 shares
5. Charter capital before issuance: VND 4,354,999,010,000
6. Number of treasury shares: 0 shares
7. Number of shares to be issued: 2,000,099 shares
8. Issue price: VND 12,000 / share
9. Total value of issuance at par value: VND 20,000,990,000
10. Issue ratio (number of shares expected to be issued/total number of outstanding shares): 0.5%
11. Transfer restrictions period: Shares will be subject to transfer restriction of 01 (one) year from issuance date.
12. Expected implementation time: after receiving approval from the State Securities Commission, expected to be in 2nd or 3rd quarter of 2023.
13. Subjects to be offered: Employees of Vietcap Securities Joint Stock Company according to the criteria and list approved by the Board of Directors (attached).
14. During the transfer restriction period, if an employee quits his/her job, the number of shares issued to that employee under ESOP and are still subject to lock-up restrictions will be handled according to ESOP regulation issued by the Board of Directors. The ESOP regulation is attached to this Resolution.

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15. Regarding the plan to ensure that share issuance will meet related regulations on foreign ownership in case of issuing shares to employees who are foreigners: According to Official Letter No. 5233/UBCK-QLKD of the State Securities Commission dated August 22, 2018, there is no limitation on the foreign ownership ratio.
16. Estimated charter capital after issuance: VND 4,375,000,000,000

**Article 2:** Approved the Regulation on share issuance under ESOP of Vietcap Securities JSC in 2023. The Regulation is attached to this Resolution.

**Article 3:** Approved the list of employees to purchase shares under ESOP of Vietcap Securities JSC in 2023. The list is attached to this Resolution.

**Article 4:** Approved the plan to ensure the foreign ownership ratio in the case of issuing shares to employees who are foreigners.

According to Official Letter No. 5233/UBCK-QLKD of the State Securities Commission dated August 22, 2018, there is no limitation on the foreign ownership ratio. Therefore, the Company shall comply with the foreign ownership ratio post-issuance.

**Article 5:** Approved the Company's registration of new charter capital and adjustment of charter capital in the Charter of the Company to reflect additional par value of the number of shares actually issued to the employees in accordance with aforementioned issuance plan.

- The previous charter capital: VND 4,354,999,010,000 (Four thousand three hundred fifty-four billion nine hundred ninety-nine million zero hundred and ten thousand Vietnamese dong), equivalent to 435,499,901 shares
- The new charter capital is VND 4,375,000,000,000 (Four thousand three hundred and seventy-five billion Vietnamese dong), equivalent to 437,500,000 shares.

**Article 6:** Assign the Chief Executive Officer to implement necessary procedures to prepare a dossier for submission to the State Securities Commission and to implement the related work to complete share issuance includes, but is not limited to, the following procedures:

- Implement necessary procedures for the issuance of ESOP shares to employees in the Company in accordance with the resolution of the Company's 2023 Annual General Meeting and the current laws.
- Implement necessary procedures to deposit additional issued shares at Vietnam Securities Depository / Viet Nam Securities Depository and Clearing Corporation and list additional shares issued on the Ho Chi Minh City Stock Exchange;
- Implement necessary procedures with competent authority to increase charter capital of the Company after the completion of share issuance under ESOP.

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**Article 7:** This Resolution takes effect from the date of its signing and is made in 4 original copies with equal validity.

**ON BEHALF OF BOD  
CHAIRWOMAN  
(Signed & Stamped)  
NGUYEN THANH PHUONG**

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