

Hanoi, March 29, 2022

## PLAN TO INCREASE THE CHARTER CAPITAL IN 2022

*(To be submitted to the General Meeting of Shareholders on April 20, 2022)*

### I. THE NEED TO INCREASE THE LEVEL OF CHARTER CAPITAL

In the year 2021, according to the provisions of law; Resolution of the General Meeting of Shareholders, Plan to increase ABBANK's charter capital; written approval of the State Bank of Vietnam, Certificate of Registration of additional public offering of shares, written confirmation of the application for shares issuance to employees under the ESOP Program, written confirmation of the application for shares issuance to increase capital from equity (issuance of bonus shares) of the State Securities Commission, ABBANK has implemented the increase of charter capital in 2 phases:

- Phase 1: Offering shares to existing shareholders and issuing shares under the ESOP program. In which, ABBANK offered 114,262,271 new shares (20% of charter capital) to existing shareholders, the total par value of offered shares was VND 1,142,622,710,000 and issued an additional 11,426,227 shares (2% of charter capital) for employees under the ESOP Program, the total par value is VND 114,262,270,000. On December 31, 2021 ABBANK completed the first phase of capital raising with the total number of shares offered and additional issuance of 125,688,498 shares, with a total par value of VND 1,256,884,980,000 (the issuance of shares according to The ESOP program has an issue surplus of VND 34,278,681,000). ABBANK has completed the capital increase phase 1 with the rate of 100% of shares successfully offered and issued, with the charter capital of ABBANK increased from VND 5,713,113,550,000 to VND 6,969,998,530,000.

- Phase 2: Issuing shares to increase capital from equity sources (bonus shares). Immediately after the completion of the capital increase phase 1, ABBANK also implemented the capital increase phase 2 through the issuance of bonus shares. On February 11, 2022 ABBANK completed the capital increase in phase 2 through the issuance of 243,947,229 bonus shares (35% of charter capital after capital increase in phase 1), with a total par value of VND 2,439,472,290,000. Accordingly, the charter capital of ABBANK continued to increase from VND 6,969,998,530,000 to VND 9,409,470,820,000.

The capital obtained from the stock offering and share issuance is supplemented to increase the capital size for ABBANK's business activities, improve financial capacity, meet ABBANK's demand for sufficient capital and requirements to comply with regulations of the SBV, and at the same time to meet the criteria for improving the rating level by international independent credit rating organizations in line with the Bank's strategic orientation.

In 2022, ABBANK plan to continue to increase its charter capital for the following reasons and purposes:

- Use undistributed after-tax profits to pay dividends in stock, meet shareholders' demand for dividends, in line with the Bank's business results and the State Bank's direction on dividend distribution - pay dividend in stocks.

- Issuing a number of shares under the Employee Stock Ownership Plan (ESOP Plan) with the aim of facilitating the implementation of the remuneration policy to attract and retain qualified and experienced personnel, and to consolidate and strengthen quality human resources for ABBANK in the transition.

## II. PLAN TO INCREASE THE CHARTER CAPITAL

### 1. Total charter capital and expected increase:

1.1. The current charter capital is VND9,409,470,820,000 (In words: Nine thousand four hundred and nine billion, four hundred and seventy million, eight hundred and twenty thousand dong) divided into 940,947,082 shares, par value VND10,000/share. All these shares are common shares, ABBANK has no preferred shares and treasury shares.

1.2. Total expected increase in charter capital: VND990,947,080,000 (In words: Nine hundred and ninety billion, nine hundred and forty seven million, zero hundred and eighty thousand dong) corresponding to the expected number of additional shares to be issued 99,094,708 common shares, par value VND10,000/share.

1.3. Total expected charter capital after the increase: VND10,400,417,900,000 (In words: Ten thousand four hundred billion, four hundred seventeen million, nine hundred thousand dong) corresponding to 1,040,041,790 common shares, par value VND10,000/share (In words: One thousand zero hundred and forty million, zero hundred and forty one thousand, seven hundred and ninety shares).

1.4. Roadmap and form of increasing charter capital:

<i>Content</i>	<i>Expected charter capital after increase (VND)</i>	<i>Expected additional charter capital (VND)</i>	<i>Maximum number of additional shares (shares)</i>	<i>Minimum issue price per share (VND)</i>
	<b>10,400,417,900,000</b>	<b>990,947,080,000</b>	<b>99,094,708</b>	
<i>Issuing shares to pay dividends (10%) from remaining undistributed after-tax profits</i>		<i>940,947,080,000</i>	<i>94,094,708</i>	-
<i>Issuance of shares under the Employee Stock Ownership Plan (ESOP Plan) after completing the issuance of shares to pay dividends.</i>		<i>50,000,000,000</i>	<i>5,000,000</i>	<i>10,000</i>

### 2. Specific plan to increase charter capital:

#### 2.1. The plan to issue shares to pay dividends from retained earnings (undistributed after-tax profit):

- a) Type of shares: Common shares
- b) Par value of share: VND10,000
- c) Maximum number of shares to be issued: 94,094,708 shares
- d) Maximum total issuance value based on par value: VND940,947,080,000

e) Beneficiaries: Issuing shares to pay dividends to existing shareholders named in the List of Shareholders of ABBANK at the closing date according to the provisions of the laws.

f) Issuance rate: 100:10. Accordingly, at the time of closing date, shareholders owning every 100 shares will receive 10 shares as dividends.

g) Capital for implementation: From undistributed after-tax profits. Specific information about funds determined according to the audited financial statements for 2021 is as follows:

No	Criteria	Separate financial statements as at December 31, 2021 (audited)	Consolidated financial statements as of December 31, 2021 (audited)	Maximum amount expected used to issue share to pay dividend (VND)
1	Undistributed profit after tax (*)	3,648,105,577,553	3,666,507,907,009	940,947,080,000
1.1	<i>Bonus and Welfare Funds are expected to be added</i>	31,764,124,094	31,764,124,094	0
1.2	<i>Undistributed after-tax profit after setting up mandatory funds</i>	3,616,341,453,459	3,634,743,782,915	940,947,080,000
	- <i>Undistributed after-tax profit was used to issue 35% bonus shares on 11/02/2022; VND</i>	2,256,067,430,000	2,256,067,430,000	
	- <i>Remaining undistributed after-tax profit can be used to pay dividends</i>	1,360,274,023,459	1,378,676,352,915	940,947,080,000
2	Supplement charter capital fund	262,815,170,701	280,627,988,904	0
	<i>In which, Supplement charter capital fund was used to issue 35% bonus shares on 11/02/2022</i>	183,404,860,000	183,404,860,000	
3	Financial provision fund	724,153,622,740	724,153,622,740	0
4	Other equity funds	18,107,432,060	52,501,420,617	0
5	Share premium	34,278,681,000	34,278,681,000	0
	<b>Total</b>	<b>4,687,460,484,054</b>	<b>4,758,069,620,270</b>	<b>940,947,080,000</b>

(\*): The data of undistributed profit after tax as of December 31, 2021 in the audited financial statements is the data including the Bonus and Welfare funds, which are expected to allocate an

*additional VND 31,764,124,094 according to the Submission to the General Meeting of Shareholders for approval.*

Thus, the source of capital to increase capital through issuing shares to pay dividends to shareholders from undistributed profit after tax does not exceed the amount of undistributed profit after tax that can be used on both audited financial statements: consolidated and separate financial statements for 2021 of ABBANK (after partially used to issue 35% bonus shares on 11/02/2022).

Undistributed after-tax profit on ABBANK's 2021 audited financial statements is the source of retained earnings after ABBANK has fulfilled its tax and other financial obligations as prescribed by laws; has fully allocated the Bank's funds in accordance with regulations and offset previous losses in accordance with the laws and ABBANK's Charter; at the same time, right after issuing shares to pay dividend, ABBANK still ensures to pay all due debts and other property obligations. Therefore, the issuance of shares to pay dividends of ABBANK from retained earnings fully meets the conditions specified in Clause 2, Article 135 of the Law on Enterprise 2020 and relevant legal documents.

h) The plan for handling odd share: The number of issued shares will be rounded down to the number of units, the decimal part will be removed.

*For example: At the closing date, shareholder A owns 1,979 shares, according to the ratio of the right to receive stock dividends is 100:10, then the amount of shares that shareholder A receives is:  $(1,979/100) \times 10 = 197.9$  shares. According to regulation on handling odd share, shareholder A will receive 197 shares as paid dividend.*

i) Expected time of issuance: In 2022, the specific time is decided by the Board of Directors.

Shareholders and investors who are organizations/individuals receiving stock dividend are responsible for complying with relevant laws, regulations of the SBV, and ABBANK's Charter. Organizations and individuals receiving stock dividends will be treated equally and fully enjoy the benefits of ABBANK's shareholders after completing the share issuance under this Plan.

j) Shareholders with ownership rate of 5% or more of share capital with voting right at the moment and expected after the end of the shares issuance to pay dividend still include 3 shareholders: Malayan Banking Berhad (Maybank), Geleximco Group – Joint Stock Company, and International Finance Corporation (IFC). ABBANK currently has no shareholders and related persons with a share ownership rate of 20% or more compared to the current and expected charter capital after the capital increase. Details are in the attached appendix.

k) At March 24, 2022, the total share ownership of foreign investors is currently 24.6% and it is expected that after the end of the dividend issuance, this total share ownership will not change compared to before charter capital increasing due to the dividend payment to shareholders with the same ratio. Details are in the attached appendix.

## ***2.2. The plan to issue shares under the ESOP Program:***

a) Type of shares: Common shares

b) Par value of shares: 10,000 VND/share.

c) Maximum number of shares to be issued: 5,000,000 shares

d) Maximum total issuance value according to par value: VND 50,000,000,000

e) Principle of determining the issuing price: Minimum issuing price is 10,000 VND/share. The Board of Directors determines the specific issuing price that warrants this principle.

f) Beneficiaries: Staffs, employees working at ABBANK (referred to as employees) under the ESOP Program.

g) Transfer of the right to buy: Employees are not allowed to transfer the right to buy to others if they do not buy.

h) In case the employees do not buy all the shares issued and allocated under the ESOP Program, the Board of Directors has the right to sell the remaining shares to other employees on the basis of ensuring compliance with the provisions of current laws on conditions, procedures and limits on share ownership in Joint Stock Commercial Bank. The selling price of unpurchased shares shall be decided by the Board of Directors but must not be lower than the initial issuing price.

i) Implementation time: Expected to be implemented in the Q.IV/2022, the specific time is decided by the Board of Directors.

j) Restrictions on transfer: Shares issued to employees under the ESOP Program and shares issued under the ESOP Program that staffs do not buy are sold to other employees with a restriction on transfer for 01 (one) year from the completion date of the issuance as prescribed in Clause 8, Article 64 of Decree 155/2020/ND-CP dated December 31, 2020.

The General Meeting of Shareholders authorizes the Board of Directors to approve the criteria, list of employees eligible to participate in the Program, the principle of determining the number of shares to be distributed to employees and the implementation time.

The issuance of shares under ABBANK's ESOP Program meets the conditions specified in Clauses 1, 2, 3, Article 64 of Decree 155/2020/ND-CP and relevant legal documents.

k) Shareholders owning shares of shareholders with an ownership rate of 5% or more compared to the voting share capital before and expected after the completion of the ESOP Program consists of 3 shareholders: Malayan Banking Berhad (Maybank), Geleximco Group – Joint Stock Company, and International Finance Corporation (IFC). ABBANK currently has no shareholders and related persons with a share ownership rate of 20% or more compared to the current and expected charter capital after the capital increase. Details are in the attached appendix.

l) According to the data as at March 24, 2022, Total share ownership of foreign investors before the time of issuance of shares under the ESOP Program is 24.6% and is expected to be 24.48% after the end of the issuance of shares under the ESOP Program. Details are in the attached appendix.

### **III. PLAN FOR USING CHARTER CAPITAL INCREASE**

On the basis of the purpose and reasons for raising capital mentioned above, with the basic characteristics of banking activities being monetary business, the use of undistributed after-tax profits from issuing shares to pay dividends and additional charter capital raised from the issuance of shares under the ESOP Program will be used to supplement the business capital to provide banking services such as lending, investment in negotiable instruments, valuable papers such as government bonds, to invest in technology development, secure resources to successfully implement the medium-term goals of 2021-2025 and the subsequent development phases of ABBANK as well as digital transformation and business on the digital platform. With the increased charter capital, ABBANK's position will be improved by strengthening reputation through financial capacity, improving capital adequacy ratios, and meeting the highest credit rating criteria of international independent rating agencies according to ABBANK's strategic orientation./.

Hà Nội, 29th March 2022

**APPENDIX 01**

**LIST OF SHAREHOLDERS AND OWNERSHIP RATE OF SHAREHOLDERS WHO OWN FROM 5% AS COMPARED TO VOTING CAPITAL AND TO CHARTER CAPITAL BEFORE AND AFTER SHARES ISSUANCE FROM THE PROFIT TO PAY DIVIDEND AND ISSUANCE FOR ESOP PROGRAM**

*(Attached to the plan to increase the charter capital in 2022 to submit to the Annual General Meeting of Shareholders on April 20, 2022 for approval)*

STT	Name	Address	ID Card / Passport / Enterprise code, Legal representative person	Before charter capital increasing (figures at March 24, 2022)			After increasing						Note
							After completing the issue of shares to pay dividends from retained earnings			After completing the issue of shares under the selection program for employees			
				Number of shares owned (shares)	Current share ownership to voting share capital ratio (%)	Ownership ratio compared to current charter capital (%)	Expected number of shares owned (shares)	Expected shares ownership to voting share capital after capital increase (%)	Expected ownership to charter capital ratio after capital increase (%)	Expected number of shares owned (shares)	Expected share ownership to voting share capital after capital increase (%)	Expected ownership to charter capital ratio after capital increase (%)	
1	Geleximco Group – Joint stock company (Geleximco)	36 Hoàng Cầu, P. Ô Chợ Dừa, Q. Đống Đa, Hà Nội	MSDN: 0100514947 Legal representative person: Vu Van Tien, CCCD số: 034059003584, issued on 10 May 2019	120,240,310	12.78%	12.78%	132,264,341	12.78%	12.78%	132,264,341	12.72%	12.72%	
2	Malayan Banking Berhad (Maybank)	Menara Maybank, 100 Jalan Tun Perak, 50050 Kuala Lumpur, Malaysia	Establishment license: 3813-K, 31/5/1960, Malaysia; PCEO: Abdul Farid Bin Alias, Passport: A37818368	154,257,775	16.39%	16.39%	169,683,552	16.39%	16.39%	169,683,552	16.32%	16.32%	
3	International Finance Corporation (IFC)	2121 Pennsylvania Ave., New York, Washington, DC 20433	Trading code: CS6041 Issued by Vietnam Stock Depository Center on the 2nd July 2007	77,159,893	8.20%	8.20%	84,875,882	8.20%	8.20%	84,875,882	8.16%	8.16%	

*Note: Maybank and IFC are 2 foreign organizations, so they do not operate under the Law of Vietnam, so there is no information about the Enterprise Number, Legal Representative.*

*The Chairman of the Board of Directors is responsible for updating the data before and after the capital increase, and at the same time reporting to the management agency on the total ownership and ownership rate of Shareholders who own from 5% and compared with the current and expected charter capital after the capital increase in accordance with regulations*

**APPENDIX 02**

**LIST OF SHAREHOLDERS AND RELATED PERSONS WHO HAVE SHAREHOLDING RATE FROM 20% OF CHARTER CAPITAL BEFORE AND AFTER ISSUANCE OF SHARES TO PAY DIVIDEND FROM PROFIT AND ESOP PROGRAM**

*(Attached to the plan to increase the charter capital in 2022 to submit to the Annual General Meeting of Shareholders on April 20, 2022 for approval)*

STT	Name	Address	ID Card / Passport / Enterprise code, Legal representative person	Before charter capital increasing (figures at March 24, 2022)			After increasing						Note
							After completing the issue of shares to pay dividends from retained earnings			After completing the issue of shares to pay dividends from retained earnings			
				Number of shares owned (shares)	Current share ownership to voting share capital ratio (%)	Ownership ratio compared to current charter capital (%)	Expected number of shares owned (shares)	Expected shares ownership to voting share capital after capital increase (%)	Expected ownership to charter capital ratio after capital increase (%)	Expected number of shares owned (shares)	Expected share ownership to voting share capital after capital increase (%)	Expected ownership to charter capital ratio after capital increase (%)	
ABBANK no longer has shareholders and related persons who own 20% or more compared to the voting share capital and Charter Capital.													

*The Chairman of the Board of Directors is responsible for updating the data before and after the capital increase, and at the same time reporting to the management agency on the total ownership and the ownership ratio of shareholders and related persons who own from 20% upward of the share capital with voting rights and compared with the current and expected charter capital after increasing capital according to regulations*

Hà Nội, 29th March 2022

APPENDIX 03

INFORMATION ON TOTAL STOCK OWNERSHIP BY FOREIGN INVESTORS BEFORE AND AFTER ISSUANCE OF SHARES TO PAY DIVIDEND FROM PROFIT AND ISSUED SHARES BY ESOP PROGRAM

(Attached to the plan to increase the charter capital in 2022 to submit to the Annual General Meeting of Shareholders on April 20, 2022 for approval)

STT	Name	Address	ID Card / Passport / Enterprise code, Legal representative person	Before charter capital increasing (figures at March 24, 2022)			After increasing						Note
							After completing the issue of shares to pay dividends from retained earnings			After completing the issue of shares to pay dividends from retained earnings			
				Number of shares owned (shares)	Current share ownership to voting share capital ratio (%)	Ownership ratio compared to current charter capital (%)	Expected number of shares owned (shares)	Expected shares ownership to voting share capital after capital increase (%)	Expected ownership to charter capital ratio after capital increase (%)	Expected number of shares owned (shares)	Expected share ownership to voting share capital after capital increase (%)	Expected ownership to charter capital ratio after capital increase (%)	
<b>Total ownership of foreign investors</b>				231,514,018	24.60%	24.60%	254,665,419	24.60%	24.60%	254,599,529	24.48%	24.48%	

The Chairman of the Board of Directors is responsible for updating the data before and after the capital increase, and at the same time reporting to the management agency on the total share ownership of foreign investors before and after the capital increase as regulated.