

No.: 04/TT-HDQT.25

Hanoi, December 22, 2025

PROPOSAL
TO THE GENERAL MEETING OF SHAREHOLDERS
Re.: Formula for calculating the number of shares allocated to
each participant in the issuance of shares under the
Employee Stock Ownership Plan (ESOP)

Clause 30, Article 1 of Decree No. 245/2025/ND-CP amending and supplementing Clause 1 and Clause 3, Article 64 of Decree No. 155/2020/ND-CP related to conditions for issuing shares under the Employee Ownership Plan (ESOP) stipulates:

"1. There is a plan for issuance of shares under the employee ownership plan approved by the General Meeting of Shareholders, which must clearly state the subjects, the number of shares to be issued, the criteria for employees participating in the plan, the issue price, or the principles for determining the issue price and authorize the Board of Directors to determine the issue price.

3. Have a list of employees eligible to participate in the plan, the number of shares allocated to each participant and the implementation time approved by the General Meeting of Shareholders or authorized to the Board of Directors for approval."

To specify the criteria for participants in the the share issuance under the ESOP in the Plan for Increase Charter Capital approved by the General Meeting of Shareholders under the Resolution dated September 16, 2025; based on the actual situation of preparing the issuance documents to meet the requirements of the State Securities Commission, the Board of Directors (BOD) respectfully submits to the General Meeting of Shareholders (GMS):

1. Approve the formula for calculating the number of shares allocated to each participant in the ESOP in the Plan for Increase Charter Capital approved by the GMS under the Resolution dated September 16, 2025 - Details in the attached Appendix.
2. Assign/authorize the BOD:
 - a) Approve the list of employees participating in the ESOP, the number of shares allocated to each participant based on the formula approved by the GMS; implement the issuance after completing the procedures and documents according

to regulations; decide on cases where ABBANK buys back shares issued under the ESOP and plan to sell these bought back shares.

- b) Adjust or detail (if necessary): the criteria and formulas for calculating the number of shares allocated to each participant in the ESOP, the implementation time according to the actual situation or as required by the management agencies.
- c) Decide on all other tasks and handle arising issues in accordance with the provisions of law, the share issuance plan under the ESOP and other contents approved and/or authorized by the GMS.

Respectfully submit,

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



Vũ Văn Tien

APPENDIX

Formula for calculating the number of shares allocated to each participant in the issuance of shares under the Employee Stock Ownership Plan (ESOP) *(Attached to the Proposal No.: 04/TT-HĐQT.25 dated 22/12/2025 of the Board of Directors to the General Meeting of Shareholders)*

1. General criteria *(approved by the General Meeting of Shareholders in the Plan for Increase Charter Capital dated September 16, 2025):*

Criteria for staff participating in the ESOP: Members of the Board of Directors (BOD), Board of Supervisors (BOS), members of Committees/Councils under the BOD; Employees who sign a labor contract with ABBANK and have a working period (including probationary period) of 01 year or more; are not subject to restrictions on purchasing shares according to the provisions of law and ABBANK's Charter; comply with regulations on share ownership limits of Shareholders, Shareholders and related persons, foreign ownership ratio according to the provisions of the Law on Credit Institutions and ABBANK's Charter; are not in the case of submitting a resignation application, unilaterally terminating the labor contract/dismissal, being disciplined with dismissal and other cases that are not eligible for ABBANK's welfare benefits.

2. Principles for determining the number of shares allocated to each participant

2.1 Number of shares allocated (maximum): 51,751,838 shares

2.2 Formula for calculating the number of shares allocated

a. Grouping

Participants in the ESOP are divided into the following groups:

Group	Participants
Group 1	Member of BOD, Head of the BOS, the General Director (CEO), Members of Committees under the BOD.
Group 2	Member of the BOS, Member of the Board of Management (BOM).
Group 3	Employees at the grade of Expert/Team Leader or higher, classified in 2024 as A3 or higher (for Business Unit Directors only: the Business Unit scale meets the standard business unit conditions in terms of scale according to the Bank's regulations).
Group 4	Employees at grades of Specialist or Senior Specialist, classified in 2024 as A2 or higher.
Group 5	Employees at grades from Specialist/Director at Head Office and above, Director/Deputy Director of Business Units who do not belong to one of the above groups but need to be attracted and retained.

b. Formula for calculating

The allocation of shares to employees is determined based on the roles, responsibilities and contributions of employees according to the above groups based on the following factors: Income package, Job title/Work efficiency (HQCv), Seniority and Personal contribution coefficient.

$$\text{Number of shares allocated} = \text{Income package} \times \text{Performance rating 2024 coefficient} \times \text{Seniority coefficient} \times \text{K1 coefficient} \times \text{K2 coefficient}$$

In which:

- **Income package:** is the actual income or remuneration package or according to the employee's job offer letter determined at the time of preparing the list.
- **Performance rating 2024 coefficient:** determined by Job title (for Group 1 and Group 2) and 2024 performance evaluation classification according to ABBANK's Regulation on Performance Evaluation (for the remaining Groups). Specifically as follows:

Group / Classification		Coefficient
Group 1		4.00
Group 2		4.00
Group 3, and Group 4	A1 (Exceptional)	6.00
	A2 (Outstanding)	4.00
	A3 (Strong)/B (Inconsistent)/C (Poor)/ No rating	2.00
Group 5		2.00

In case an employee belongs to many groups/classifications with different coefficients, the group/classification with the highest coefficient will be applied.

- **Seniority coefficient:** determined based on the actual working time of employees at the time of preparing the list, specifically as follows:

Working time		Coefficient
10 years or more		4.00
From 5 to under 10 years		3.00
From 3 to under 5 years		2.00
Under 3 years	Group 3 and Group 5	1.00
	Group 4	0.00

- **K1:** is the adjustment coefficient to ensure that the total number of shares allocated to employees does not exceed the total number of shares issued, determined as follows:

$$K_1 = \sum \frac{\text{Total number of shares allocated} \times 10000}{(\text{Income package} \times \text{Performance rating 2024 coefficient} \times \text{Seniority coefficient}) \text{ bankwide}}$$

- **K2:** is the individual contribution coefficient determined based on the BOD's assessment of each individual's contribution to the Bank's business performance in

2025 as well as the employee's potential when taking on positions with a high level of impact on the Bank's overall business results in 2026, specifically as follows:

Group/Job Level of workers	Individual Effective Contribution Level				
	Low	Medium	Medium high	High	Very high
Group 1/ Group 2	0	> 0 to < 25	From 25 to < 50	From 50 to < 75	From 75 to < 100
Chief Division	0	> 0 to < 20	From 20 to < 40	From 40 to < 60	From 60 to < 80
Director/Head	0	> 0 to < 15	From 15 to < 30	From 30 to < 45	From 45 to < 60
Senior Expert/ Expert/ Manager/Team Leader	0	> 0 to < 10	From 10 to < 20	From 20 to < 30	From 30 to < 50
Senior Specialist and below	0	> 0 to < 5	From 5 to < 10	From 10 to < 15	From 15 to < 20

- c. Rounding principle: the number of shares allocated to each employee is rounded to the nearest hundred, ensuring that the total number of shares according to the above formula does not exceed the total number of shares of the issuance under this ESOP Plan.