

of NCB and its shareholders;

2. Organize the preparation and submission of dossiers and procedures for registration of the private placement of shares with the State Securities Commission.;
3. Execute and implement all agreements and documents related to the additional issuance of shares to increase charter capital;
4. Direct the implementation of the private placement plan for the increase of charter capital as approved by the General Meeting of Shareholders and the Board of Directors; carry out necessary procedures for the distribution of the privately placed shares;
5. Decide upon and carry out other necessary matters and procedures to implement and complete the additional issuance of shares to increase charter capital.

Article 3. This Resolution shall take effect from ...~~24~~.../...~~02~~.../2026. Within the scope of their authority and responsibilities, the relevant individuals and units shall be responsible for carrying out this Resolution./.

Recipients:

- BOD, SB;
- Archive: BOD office, Archivist.

P.P. BOARD OF DIRECTORS *h*
CHAIRPERSON



CHỦ TỊCH HĐQT
Bùi Thị Chanh Hương

**DETAILED PLAN FOR THE PRIVATE PLACEMENT OF SHARES TO
INCREASE CHARTER CAPITAL IN 2026**

(Attached hereto is Resolution No. 209/2026/NQ-HDQT.NCB dated 29/02/2026)

I. NECESSITY OF THE CHARTER CAPITAL INCREASE

1. Charter capital is one of the key indicators determining the Bank's operational safety as well as its capacity for sustainable development. Increasing charter capital enhances financial strength and resilience to risks, ensuring compliance with capital adequacy ratios as prescribed by the State Bank of Vietnam (SBV).
2. The increase in charter capital serves as an important foundation for NCB to strengthen its financial capacity, expand its operational scale, supplement business capital, better meet the credit funding needs of the economy, enhance competitive positioning, and create the necessary conditions to achieve the Bank's strategic objectives in the coming period.
3. Pursuant to the Restructuring Plan for the 2023–2025 period with orientation to 2030 (the "Restructuring Plan"), NCB has developed a charter capital increase plan totaling VND 23,500 billion for the 2024–2029 period. To date, NCB has completed capital increases amounting to VND 13,678 billion (including VND 6,178 billion in 2024 and VND 7,500 billion completed in 2025). Accordingly, in order to fulfill the charter capital increase plan under the Restructuring Plan, NCB will continue to increase charter capital by approximately VND 10,000 billion in the next phase.

With a firm commitment to expediting the implementation of the Restructuring Plan and to positioning NCB as a safe, sound, and competitively strong credit institution in the market, the Board of Directors proposes to increase charter capital by VND 10,000 billion in 2026.

II. Plan for the Private Placement of Shares to Increase Charter Capital:

1. Types of shares to be issued: common shares.
2. Ticker symbol: NVB
3. Charter capital prior to the issuance: VND 19,279,847,510,000.
4. Number of common shares issued: 1,927,984,751 shares.
5. Number of outstanding common shares: 1,924,632,751 shares.
6. Number of treasury shares: 3,352,000 shares.
7. Proposed number of shares to be issued: 1,000,000,000 shares.
8. Total issuance value (at par value): VND 10,000,000,000,000.
9. Proposed increase in charter capital: VND 10,000,000,000,000 (equivalent to approximately 51.87% of NCB's charter capital at the time of the offering)).



10. Charter capital after the issuance (expected): VND 29,279,847,510,000.
11. Number of offering tranches: One (01) tranche;
12. **Offering price: VND 10,000 per share.**
13. Investor selection criteria: Professional securities investors as defined under the Law on Securities, possessing adequate financial capacity and committing to long-term partnership and alignment with the Bank's strategic vision
14. Selection of investors and allocation of shares: The Board of Directors assigns the Chairman of the Board of Directors to organize the process of identifying, negotiating with, and selecting professional securities investors and determining the number of shares to be offered to each investor; and to submit to the Board of Directors for decision the specific offerees and the number of shares to be allocated to each investor, ensuring compliance with applicable laws and the investor selection criteria approved by the General Meeting of Shareholders, and for the best interests of NCB and its shareholders.
15. Method of offering: Private placement of shares.
16. Number of investors: No limitation on the number of professional securities investors in accordance with the Law on Securities.
17. Transfer restriction: All privately placed shares shall be subject to a transfer restriction of one (01) year from the completion date of the offering, except for transfers between professional securities investors, or transfers made pursuant to a legally effective court judgment or decision, an arbitral award, or inheritance in accordance with applicable laws.
18. Expected issuance timeline: The offering is expected to take place in Quarter 2 – Quarter 3/2026 (after obtaining approval for the capital increase from the State Bank of Vietnam and confirmation from the State Securities Commission of receipt of the private placement registration dossier);
The completion of the additional share issuance is expected in Quarter 3 – Quarter 4/2026;
The above timelines may be adjusted depending on approvals from regulatory authorities.
19. **Treatment of unsubscribed shares:** The Board of Directors shall decide on the allocation of any remaining shares resulting from investors who have registered but failed to pay for their subscribed shares (if any), or may decide to conclude the distribution to complete the offering in accordance with applicable laws.

20. **Plan to ensure compliance with foreign ownership limits:** To ensure compliance with statutory foreign ownership limits and NCB's Charter, the Board of Directors shall offer shares only to domestic investors.
21. The additional registration and depository of the newly issued shares at the Vietnam Securities Depository and Clearing Corporation ("VSDC") and the registration of the additional shares for trading on the Stock Exchange shall be carried out immediately after completion of the issuance, in accordance with prevailing laws.

III. Purpose of the Offering and Use of Proceeds

- Purpose of the Offering: The private placement of shares is intended to supplement capital for NCB's business operations.
- Use of proceeds:

The total proceeds expected to be raised from the private placement, amounting to VND 10,000,000,000,000, shall be used to supplement capital for business operations, with allocation priority as follows:

No.	Use of proceed	Value (VND billions)	Proposed timeline for the use of proceeds
	Supplemental capital for NCB's business operations	10,000	in 2026-2027
1	Extension of retail credit for personal and consumer purposes	3,000	
2	Extension of credit to enterprises operating in the tourism and entertainment sector.	2,000	
3	Extension of credit to enterprises engaged in commercial and service activities	1,500	
4	Extension of credit to construction enterprises	1,500	
5	Extension of credit to enterprises engaged in transportation and warehousing	1,000	
6	Extension of credit to manufacturing enterprises	1,000	
	Total	10,000	

