



**DOCUMENTS
OF ANNUAL GENERAL MEETING
OF SHAREHOLDERS IN 2026**

FEARLESS



PROPOSAL
ON APPROVAL OF THE CHARTER CAPITAL INCREASE PLAN

- *Pursuant to the Law on Credit Institutions 2024 and its amending and guiding documents;*
- *Pursuant to the Law on Securities 2019, as amended and supplemented in 2024, and its guiding regulations;*
- *Pursuant to the Charter of SeABank;*
- *Based on actual situation,*

The Board of Directors of Southeast Asia Commercial Joint Stock Bank (SeABank) respectfully submits to the 2026 Annual General Meeting of Shareholders for approval the following:

1. The plan to increase charter capital from VND **28,450,000,000,000** to a maximum of VND **34,688,000,000,000** according to the issuance plan of shares to increase Charter capital hereto.
2. The General Meeting of Shareholders assigns/authorizes the Board of Directors to implement the share issuance plan to increase charter capital, including but not limited to: (i) deciding the timing of the issuance based on actual conditions and the Bank's capital needs; (ii) deciding, amending, supplementing, and adjusting the share issuance plan for charter capital increase; (iii) deciding, signing, and organizing the implementation of documents, materials, and dossiers related to the charter capital increase; (iv) deciding and amending the Charter and the Operation License in accordance with the actual successfully issued capital; (v) deciding and carrying out all procedures related to the charter capital increase with the State Bank of Vietnam, the State Securities Commission of Vietnam, and/or other competent state authorities in accordance with applicable laws; (vi) deciding and carrying out procedures to adjust information on the number of registered shares at the Vietnam Securities Depository and Clearing Corporation (VSDC) and to amend the listing registration at the Ho Chi Minh City Stock Exchange (HOSE); (vii) deciding and performing other related and necessary tasks (if any) to complete the share issuance plan for charter capital increase in accordance with applicable laws, directions and requirements of competent state authorities, and the actual implementation of SeABank's charter capital increase.

Respectfully submitted to the AGM for approval!

O/B/O BOARD OF DIRECTORS
CHAIRMAN

(signed)

LE VAN TAN

ISSUANCE PLAN OF SHARES TO INCREASE CHARTER CAPITAL**A. ISSUANCE PLAN OF SHARES TO INCREASE CHARTER CAPITAL****I. The necessity of raising Charter capital**

Continuing to supplement the charter capital for the bank is very necessary and important to achieve the growth targets of SeABank in the current period, which is the basis for SeABank to continue to improve its operational capacity, promote the development process, strengthen its financial capacity and meet the following needs:

1. Enhancing the Bank's financial capacity by raising the absolute value of charter capital compared to legal capital, thereby enhancing SeABank's endurance against market fluctuations.
2. Forming foundation to promote business and ensure the safety of the Bank's operations:
 - Supplement capital for business activities;
 - Improve safety indicators of SeABank;
 - Increase credit limit for one customer/group of customers;
 - Improve the liquidity of SeABank;
 - Strengthen the risk provision of SeABank under the direction of the Government and the State Bank in 2026 and the period 2026-2030;
 - Raise the proportion of medium and long-term investment.
3. Creating conditions to improve the quality of the Bank's operations: Increasing the proportion of investment in modern facilities, techniques, technology and equipment to serve the Bank's operations, improving the quality of products and services to meet the largest extent of the needs of customers.
4. Bolstering financial capacity to expand and develop SeABank's network of branches and transaction offices.

II. Charter capital raising plan**1. Charter capital increase level:**

- Current charter capital: VND 28,450,000,000,000.
- Total amount of charter capital expected to increase: VND 6,238,000,000,000 (*Six thousand two hundred thirty-eight billion dong*).
- Total number of shares increased: 623,800,000 shares (*Six hundred twenty-three million eight hundred thousand shares*).
- Type of shares to be issued: ordinary shares with par value of 10,000 VND/share (*ten thousand VND per share*).
- Total to-be-issued value at par: VND 6,238,000,000,000 (*Six thousand two hundred thirty-eight billion dong*).
- Additional capital to be issued/Current charter capital ratio: 21.9262%.
- Expected charter capital after issuances: VND 34,688,000,000,000; equivalent to 3,468,800,000 shares.

2. Charter capital raising plan

In accordance with the approval of the State Bank, SeABank will increase its charter capital in the order of the two components of the capital increase plan as follows:

2.1 Component 1: Plan to issue 583,800,000 shares to pay dividends of 2025 (“Plan to issue shares to pay dividends”)

- a. Type of shares to be issued: Ordinary shares, par value of shares: VND 10,000/share.
- b. Expected number of shares to be issued: 583,800,000 shares.
- c. Total value of shares at par value to be issued: VND 5,838,000,000,000 (*Five thousand eight hundred thirty-eight billion Dong*).
- d. Expected charter capital after the issuance: VND 34,288,000,000,000 (*Thirty-four thousand two hundred eighty-eight billion Dong*).
- e. Issuance ratio to pay dividends (*issuing shares/Number of current outstanding shares*): 20.5202%.
- f. Exercise ratio: 100 : 20.5202 (*On the record date for exercising the right to receive dividends, a shareholder holding 100 shares will receive an additional 20.5202 new shares*).
- g. Issuance form: Share issuance to pay dividends.
- h. Eligible investors: Existing shareholders named in the list of shareholders of SeABank at the last registration date to exercise the right to receive dividends in shares in accordance with regulations.
- i. Funding sources:

Funding sources to issue shares to pay dividends: Accumulated undistributed after-tax profit according to the separate audited financial statements for 2025 as of 31 December 2025 (*The accumulated undistributed after-tax profit according to the 2025 audited separate financial statements as of 31 December 2025 is VND 8,121,498 million. In which, the maximum expected amount that can be used after appropriation of funds is VND 7,844,336 million*).
- j. Rounding principle: The number of shares to be issued will be rounded to one unit according to the principle of rounding down.
- k. The plan for handling fractional shares and undistributed shares arising from the allocation of rights (the difference between the expected number of shares to be issued and the actual number of shares allocated): All fractional shares and undistributed shares arising from the exercise of rights shall be assigned to SeABank Head Office Trade Union for management to serve as a source of bonus shares for employees of SeABank according to the personnel policy from time to time decided by the BOD.
- l. Conditions related to the rights and obligations of each subject: None
- m. Issuance date: within 2026, in accordance with the provisions of the law.
- n. Expected completion time: within 2026, in accordance with the provisions of the law.
- o. The General Shareholder's Meeting assigns the Board of Directors the following tasks, including but not limit to:
 - Decide the time to finalize the list of shareholders and carry out the procedures for obtaining approval from the competent State agencies to implement the plan to issue shares to pay dividends;

- Develop a detailed issuance plan, including the method of handling odd shares and/or unsold shares (if any), in order to supplement and complete the dossier and procedures for submission to the competent State authorities, ensuring compliance with legal regulations;
- Decide and carry out the procedures to adjust the content of Charter Capital in the Operation License and the Bank's Charter after completing the Share issuance plan to pay dividends;
- Decide and carry out the procedures for registering for additional depository of shares at the Vietnam Securities Depository and Clearing Corporation and registering for additional listing of shares at the Ho Chi Minh City Stock Exchange after completing the plan to issue shares to pay dividends;
- Decide and carry out other related work and procedures to implement the plan on issuing shares to pay dividends according to the provisions of law or request from a competent State agency.

2.2 Component 2: Plan to issue a maximum of 40,000,000 shares under SeABank's Employee Stock Ownership Plan in 2026 ("2026 ESOP") as follows:

- a. Type of shares to be issued: Ordinary shares, par value of shares: VND 10,000/share.
- b. Total number of shares to be issued: 40,000,000 shares.
- c. Total value of shares at par value to be issued: VND 400,000,000,000 (*Four hundred billion Dong*).
- d. Total amount of charter capital expected to increase: VND 400,000,000,000 (*Four hundred billion Dong*).
- e. Ratio of issuing shares/Number of current outstanding shares: 1.4060%

(The ratio of issued shares/Number of outstanding shares at the time of issuance may change depending on the actual number of outstanding shares at the time of issuance and will be determined by the Board of Directors at the time of issuance).

- f. Subjects eligible to buy shares, criteria for employees entitled to purchase: Managers (Members of the Board of Directors and the Supervisory Board), employees who have signed labor contracts with SeABank as of 31 March 2026 (hereinafter collectively referred to as the "Employees") satisfying the requirements set forth in Appendix 01 attached.

The General Shareholders' Meeting assigns/authorizes the Board of Directors to decide and adjust the list of individuals eligible to purchase shares, to determine the number of shares to be purchased by each employee qualified to participate in the Program in accordance with the 2026 ESOP and the provisions set forth in Appendix 01 attached, at the time of submitting the issuance report dossier to the State Securities Commission and at the time of implementing the 2026 ESOP.

- g. Issuance price: In order to attract and connect employees with the development of SeABank, the General Shareholder's Meeting assigns and authorizes the Board of Directors to decide on a specific selling price for Employees but not lower than the par value of VND 10,000/share.
- h. Conditions on transfer restriction: The shares offered to Employees under the 2026 ESOP shall be subject to a minimum transfer restriction of 01 year from the date of completion of the issuance, except in cases where the shares are recalled/repurchased by SeABank in accordance with the 2026 ESOP regulations issued by the Board of Directors and in compliance with applicable laws.

The GSM assigns and authorizes the Board of Directors to determine the conditions and the lock-up period for the transfer of ESOP shares in 2026, in accordance with the provisions of law and SeABank's human resources policies from time to time.

- i. Plan for handling undistributed shares: The remaining shares (*including all shares representing the difference between the number of shares expected to be issued and the number of shares for which employees have paid during the period prescribed by SeABank at the time of issuance*) consist of cases where Employees do not register to purchase/do not make payment/do not make full payment within the prescribed period, or where, during the period from the time the Board of Directors approves the list of employees eligible to participate in the 2026 ESOP until the time the State Securities Commission announces receipt of the complete 2026 ESOP issuance dossier and SeABank proceeds with the issuance (distribution of ESOP shares), the employees no longer fall within the eligible group and/or meet the criteria to participate in the 2026 ESOP and/or for other reasons. In such cases, the SeABank Board of Directors shall have full authority to decide and reallocate the shares to managers and/or employees included in the list of participants in the 2026 ESOP, in compliance with the provisions of law, SeABank's regulations, and the 2026 ESOP regulations.
- j. Plan for the recall/repurchase of 2026 ESOP shares and the plan for the resale of shares in the event that SeABank recalls/repurchases them: The GSM authorizes the Board of Directors to decide on the detailed provisions in the 2026 ESOP Regulations.
- k. Conditions related to the rights and obligations of each subject: According to the provisions of Law and/or regulations of SeABank.
- l. Issuance date: Expected in 2026 – 2027. The Board of Directors to decide on a specific implementation time in accordance with the actual situation and approval of the competent State agency.
- m. Expected completion time: In 2026 - 2027, in alignment with the decision of the Board of Directors according to the actual situation and approval of the competent State agency.
- n. Capital use plan of capital raised from the issuance: The proceeds from the 2026 ESOP issuance plan shall be used to supplement business capital and/or invest in valuable papers; invest in equipment, infrastructure, etc. The Board of Directors shall decide and/or adjust the capital utilization plan in accordance with actual circumstances and the provisions of law.
- o. This 2026 ESOP issuance plan will replace the Plan ratified by the GSM under Resolution No. 09 of the 2025 AGM.
- p. The General Shareholder's Meeting assigns the Board of Directors the following tasks, including but not limit to:
 - Develop, amend and supplement the detailed contents of the 2026 ESOP Share Issuance program, promulgate the 2026 ESOP regulation and carry out the procedures for obtaining approval from the competent State Agencies to implement the 2026 ESOP ratified by the GSM;
 - Decide the list of employees eligible to participate in the program based on the conditions, criteria, and principles for determining the number of shares to be allocated to each individual, and adjust the list of employees at the time of implementation in accordance with Appendix 01 attached, the provisions of this Plan, and the applicable laws;
 - Decide the plan to handle unsold shares to ensure that the number of issued shares does not exceed 40,000,000 shares;
 - Decide the selling price for each group of Employees;

- Decide, approve the implementation of the plan, agreements and conditions of commitment of Employees when participating in this Program;
- Decide the issuance time in accordance with SeABank's share issuance plan in 2026, 2027;
- Decide and organize the implementation of the plan to ensure the issuance of shares meets the maximum foreign ownership ratio at SeABank;
- Decide on the method for recalling/repurchasing shares from Employees participating in the 2026 ESOP;
- Decide and carry out the procedures for obtaining approval from the competent State agencies to implement the 2026 ESOP;
- Decide on the supplementation or amendment of the 2026 ESOP and the 2026 ESOP Regulations as required by State regulatory authorities and/or for the purpose of ensuring compliance with applicable laws.
- Decide and carry out procedures to adjust the content of Charter Capital in the Operation License and Bank Charter after completing the 2026 ESOP;
- Decide and carry out the procedures to adjust the information on the number of shares registered at the Vietnam Securities Depository and Clearing Corporation, and to amend the share listing registration at the Ho Chi Minh City Stock Exchange after completing the 2026 ESOP;
- Decide and adjust the capital use plan to suit the actual situation;
- Decide and carry out other related work and procedures to implement the 2026 ESOP in accordance with the governing law or request from other competent State agencies.

3. Information about expected shareholders:

- a. List of shareholders and share ownership ratio of shareholders with ownership rate of 5% or more compared to the voting share capital and the current and expected charter capital after the capital increase: According to Appendix 02 attached.
- b. List of shareholders and related persons with share ownership ratio of 15% or more compared to the current and expected charter capital after the capital increase: According to Appendix 03 attached.

4. Dilution level of issued shares:

The issuance plan to increase the charter capital above will lead to the risk of dilution of shares as follows:

- ***Dilution to reference price:*** Reference price is not adjusted when implementing the 2026 ESOP.
- ***Dilution on Basic Earnings Per Share (EPS)***

Formula:

$$\text{EPS} = \frac{\text{Profit (loss) allocated to ordinary stock holders}}{\text{Average number of outstanding shares during the period}}$$

The additional issue of shares will increase the number of outstanding shares of SeABank, leading to a dilution of share value.

In the condition that revenue and profit growth rate is not as fast as the growth rate of charter capital, earnings per share will be reduced because SeABank's profit after tax is divided by a larger number of shares.

- **Dilution on book value per share (BVPS)**

Formula:

$$\text{BVPS} = \frac{\text{Total Owner's equity value}}{\text{Total number of outstanding shares}}$$

At the end of the offering, if the growth rate of equity is lower than the growth rate of the number of shares outstanding after the issuance, the book value per share will decrease.

- **Dilution on holding ratio and voting rights of shareholders.**

Holding ratio and voting rights of shareholders will be reduced (diluted) when SeABank issues 40,000,000 shares under the 2026 ESOP (equivalent to the ratio of additional shares issued/number of current outstanding shares of 1.4059%).

5. Other regulations

The increase of capital from the issuance of new share ensures compliance with regulations on capital contribution ratio of shareholders, share ownership limits in accordance with the 2024 Law on Credit Institutions and other relevant laws. Time to complete the capital increase: Expected in 2026-2027 and/or other suitable time according to the decision of the Board of Directors and approval of the competent authorities.

III. Business efficiency on the basis of new charter capital

According to the plan to increase capital to VND 34,688,000,000,000; SeABank expects some key targets of the business plan in 2026 (*) as follows:

Unit: VND million

No	Indicators	31 December 2025	31 December 2026
A	Total assets	396,443,133	436,368,000
1	Cash, gold and gem stones	1,040,609	1,099,942
2	Balances at the State Bank	24,472,475	27,000,000
3	Placements with and loans to other credit institutions	91,446,961	85,713,202
4	Securities held for trading	11,444,995	11,367,952
5	Loans to customers	233,780,411	271,867,784
-	<i>Where: Outstanding balance</i>	237,047,100	276,047,100
-	<i>Provision for credit loss on loans to customers</i>	<i>(3,266,690)</i>	<i>(4,179,316)</i>
6	Investment securities	25,442,298	28,519,048
-	<i>Where: Outstanding balance</i>	25,555,885	28,655,885
-	<i>Provision for investment securities</i>	<i>(113,586)</i>	<i>(136,836)</i>
7	Long-term investments	59,070	59,070
8	Fixed assets	1,489,344	1,664,042
9	Investment properties	76,960	76,960

No	Indicators	31 December 2025	31 December 2026
8	Other assets	7,190,011	9,000,000
B	Liabilities	356,070,539	389,943,573
1	Due to the Government and the State Bank of Vietnam	20,819,380	17,000,000
2	Deposits and borrowings from other credit institutions	107,281,006	99,652,493
3	Customer deposits	191,807,216	236,807,216
4	Derivatives	260,398	260,398
5	Funding capital, investment trust, loans to credit institutions are at risk	-	-
6	Valuable papers issued	29,984,050	31,984,050
7	Other liabilities	5,918,488	4,239,417
C	Owner's equity	40,372,594	46,424,427
1	Capital of credit institution	28,453,167	34,688,000
-	<i>Charter capital</i>	28,450,000	34,688,000
-	<i>Share premium</i>	3,167	-
2	Reserves of credit institution	3,755,724	4,886,724
3	Undistributed profits	8,163,702	6,849,702
D	Profit before tax	6,868,389	7,068,000
E	Profit after tax	5,509,539	5,655,000

(*) The planned indicators are projected on the basis of the following assumptions:

- The offering price under the 2026 ESOP plan is VND 10,000/share;
- Planned targets for 2026 are adjusted in line with SeABank's credit growth limit as approved by the State Bank from time to time.

Based on the expected business plan targets in 2026, the safety ratio in banking activities of SeABank is as follows:

No	Indicator	Achieved in 2025	Plan for 2026
1	Separate capital adequacy ratio ($\geq 9\%$)	13.34%	$\geq 9\%$
2	Consolidated capital adequacy ratio ($\geq 9\%$)	13.39%	$\geq 9\%$
3	NPL ($\leq 3\%$)	2.06%	$\leq 3\%$
4	Liquidity reserve ratio ($\geq 10\%$)	24.56%	$\geq 10\%$
5	Ratio of using short-term capital for medium and long-term loans ($\leq 45\%$. requirement for 2019 $\leq 40\%$)	24.09%	$\leq 30\%$

6	Ratio of buying and investing in Government bonds compared to short-term capital (<=35%)	6.48%	<=30%
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IV. Feasibility of the Charter capital raising plan

1. Regarding funding sources to increase charter capital

SeABank uses Reserves to issue shares to increase charter capital for employees of SeABank and/or individuals and organizations that have financial potential and are eligible to become shareholders of the bank in accordance with the law and SeABank at the time of offering.

2. Regarding the governance, management and supervision capacity of SeABank in terms of capital size and operation scale when increasing new charter capital

- 2.1 The Board of Directors of SeABank for the 2023-2028 term consists of 08 members, including 02 independent member and all members of the Board of Directors are non-executive members. The members of the Board of Directors all meet the standards and conditions prescribed by the Law on Credit Institutions 2024 and the practices and standards on corporate governance, specifically: all members are members with professional qualifications from a university majoring in finance, banking and economics or higher and all have over 16 years of experience in the banking sector. Notably, the Board of Directors includes two independent members: Mr. Fergus Macdonald Clark, who has nearly 30 years of experience in international finance and banking, specializing in Risk Management, Green Banking, and Sustainable Development; and Mr. Matthew Sander Hosford, who has nearly 40 years of experience in International Credit and Finance, and Management at international financial institutions. Both members possess strategic vision, a spirit of teamwork, and dedication.. The members of the Board of Directors of SeABank have made many positive contributions to the management of operations, contributing to the stable and sustainable development of SeABank.
- 2.2 The current Board of Management of SeABank has 09 members, all of whom are highly experienced individuals in their respective fields and in the banking industry in general. In 2025, the Board of Directors added two Deputy General Directors in charge of Retail Banking and Credit Approval to supplement key personnel in these two crucial areas of the Bank. Furthermore, all members of the Board of Management possess management capabilities and experience, having a long-standing commitment to SeABank, and are dedicated to their work. In their work, the members of the Board of Management are always quick to grasp, correctly implement, and effectively deploy the directions, strategies, and plans of the Board of Directors and the resolutions of the General Meeting of Shareholders. The governance and management mechanism is unified, efficient, and involves regular coordination between the Board of Directors and the Board of Management in each of every activity. In addition, the regular involvement of Board of Directors members in the Bank's governance is a factor that helps SeABank operate safely and efficiently.
- 2.3 The Bank has established the organizational structure, tasks and powers of the Board of Directors ("BOD"), the Supervisory Board ("BOS"), and the General Director ("CEO") to ensure senior management supervision of the following activities: internal control, risk management and internal audit.

The Bank's General Director has established and maintained operation of the Risk Council ("RC"), the Capital Management Council, the Asset-Liability Management Council ("ALCO") and other Committees to perform the functions of advising, proposing, and monitoring the implementation of the risk management framework and internal control system throughout the entire system.

The Bank has established and implemented an internal control system based on a three-line-of-defense model, in accordance with regulations of the State Bank of Vietnam and in line with

international best practices:

- The first line of defense is responsible for directly identifying, controlling, and mitigating risks arising during business operations; ensuring that control points are fully, continuously, and effectively operated, including: (i) Business units, departments with other revenue-generating functions, and departments responsible for making risky decisions; (ii) Departments responsible for allocating risk limits, controlling risks, and mitigating risks for each type of transaction and business activity, such as: Operations Division, Credit Approval Division, Digital Banking Technology Division, Debt Collection Division, etc.; (iii) Human Resource Management and Development Division, Finance and Planning Division.
- The second line of defense is responsible for developing risk management policies, strategies, and frameworks; advising on determining risk appetite and monitoring compliance with approved risk appetite; Measuring, monitoring, and warning about key risks (credit risk, market risk, liquidity risk, operational risk, compliance risk, legal risk, etc.); conducting compliance checks and monitoring; providing legal advice and assessments to prevent risks and protect the Bank's legitimate interests. The functions of the second line of defense are implemented within the Risk Management, Legal and Compliance Department (RM, LC).
- The third line of defense is performed by the Internal Audit department, which independently and objectively checks and evaluates the entire internal control system, risk management, and operational management processes; and recommends corrective actions to improve the system's effectiveness and efficiency.
- The role of the three lines of defense is effectively utilized through close coordination while maintaining relative independence, especially for key operations and high-risk areas. Therefore, the internal control system not only ensures openness and transparency in governance and operations but also contributes to strengthening the completeness, effectiveness, and efficiency of control points and risk management systems throughout the Bank.

The roles and responsibilities of internal control are integrated into job descriptions, performance evaluation mechanisms (KPIs), and regular training programs, ensuring that each individual is clearly aware of their responsibilities in risk management and internal control. Simultaneously, SeABank's internal control mechanism is designed and implemented synchronously across all operations, business processes, and organizational structure of the Bank, including the Head Office, Branches, and subsidiaries, to ensure that all activities are carried out in full compliance with the law, regulations of the State Bank of Vietnam, and the internal regulations system. The control system is built on the principle of comprehensive, continuous coverage and is based on the level of risk, linking control responsibilities to each management level and each job position.

According to the Regulations on organizational structure and operation, the three-tiered protection model is clearly defined in terms of functions, tasks, and scope of supervision. Through regular and unscheduled inspections and supervision, along with a hotline managed by the Risk Management, Legal and Compliance Division, the Bank promptly detects and prevents violations of laws and internal regulations; and simultaneously compiles, reports, and warns of emerging risks to the competent authorities. Measures to address and rectify errors and recommendations for handling violations are implemented rigorously, with follow-up, monitoring, and evaluation of corrective actions.

SeABank has established the Risk Management, Legal and Compliance Division with a specialized structure for each business area: Risk Management, Legal, and Compliance. Specifically, the Risk Management Department's main function is to build and implement a risk management framework using a holistic approach, monitor the risk portfolio across different operational areas, and provide early warning of increasing risk trends, especially in the context

of economic volatility and technological risks; the Legal Department's main function is to provide legal advice and enhance the system's compliance capabilities; and the Compliance Department performs specialized functions in system-wide inspection and control, and monitoring and follow-up on corrective actions after inspections and audits.

The Board of Management has identified a control culture as the core foundation of the internal control system, playing a key role in shaping the awareness, behavior, and conduct of all employees in the performance of their duties. Accordingly, the Bank has implemented a comprehensive set of mechanisms and policies to build a transparent, honest control environment and promote compliance. Simultaneously, it has issued a Code of Professional Ethics applicable uniformly to all employees and management levels, clearly defining ethical standards, principles of conduct, professional responsibilities, and legal compliance obligations in banking operations. This Code not only serves as a basis for guiding behavior but also represents an internal commitment to service quality, integrity, and accountability to customers, partners, and stakeholders. In addition, the Bank regularly organizes training and workshops on labor regulations and compliance rules to raise awareness of the role of internal control and risk management in each job position. The regulations and related rules are disseminated from the moment new personnel are hired and are updated and publicly available on the internal information system to ensure full and timely access for the entire system.

The bank has established an organizational structure based on the principle of clear assignment of roles and responsibilities, ensuring that each individual and unit is assigned specific responsibilities for internal control and risk management within their assigned functions. The roles, authority, and responsibilities of each position are detailed in the Job Description; and are further specified through a mechanism of setting targets, evaluating work performance periodically, and a process for handing over and monitoring task execution. This approach aims to ensure that internal control is not only the function of a specialized department but a continuous responsibility of the entire system.

The Bank issues and maintains a synchronized system of policies, regulations, and operational procedures for each division and department, ensuring consistency, transparency, and control over all activities. Approval levels, decision-making authority, and reporting channels are clearly defined in the organizational chart and internal regulations, providing a basis for cross-checking and independent oversight. All changes and updates to policies and procedures are communicated promptly to all employees through official channels, ensuring consistency and compliance throughout the system.

Simultaneously, SeABank aims to further improve its internal control system according to international COSO standards, gradually approaching advanced governance practices to meet the increasingly high demands of shareholders and international partners. In the context of strong digital transformation and the increase in technological risks, fraud, and financial crime, the bank focuses on promoting the application of technology in compliance monitoring, supervision, and risk management. Implementing data analysis tools to measure and detect unusual transactions, enhancing early warning and fraud prevention capabilities; while strengthening information security controls, ensuring system safety and data security to high standards.

- 2.4 SeABank established and put into operation the Credit and Risk Management Division under the Board of Directors in 2008 under the advice of foreign strategic shareholders. Since 2016, the Risk Management Division has been separated to operate independently to suit the scale and actual operational requirements of SeABank. SeABank also established the Basel II Project Board under this Division as the focal point for research and advice to the Board of Directors to implement Basel II throughout the system. In 2019, SeABank was approved by the Governor of the State Bank to apply Circular 41/2016/TT-NHNN ahead of schedule - pillar 1 (minimum capital requirements) and pillar 3 (market principles) of Basel II. In 2020, SeABank continued to complete the Internal Capital Adequacy Assessment Process (ICAAP) - pillar 2 of Basel II.

Thereby, SeABank became the 5th bank in Vietnam to complete all 3 pillars according to Basel II ahead of schedule in June 2020. In 2022, SeABank successfully organized a seminar and announced the results of implementing and applying Basel III standards to the Bank's business operations as well as risk management activities, with the participation of leaders and experts from the Banking Supervision and Inspection Agency - State Bank of Vietnam. Becoming one of the pioneering banks to deploy and apply Basel III helps SeABank improve its governance capacity, financial soundness and transparency in risk management.

In 2025, SeABank restructured its organizational model to enhance governance efficiency and improve risk control capabilities. Accordingly, the Bank merged the Risk Management Division and the Legal & Compliance Division into a single unified unit. This merger aims to strengthen coordination in identifying, monitoring, and controlling risks, especially compliance risks; while ensuring consistency between policy development, legal review, and the implementation of risk management tools throughout the system. The new model optimizes resources, shortens the process for handling emerging issues, enhances proactive early warning and violation handling, thereby contributing to strengthening the risk management framework in accordance with international practices and regulatory requirements. Through the merger, SeABank expects to improve internal control efficiency, strengthen compliance culture, and ensure safe and sustainable business operations in the context of an increasingly complex legal and risk environment.

By the end of 2025, SeABank's separate and consolidated CAR ratios reached 13.34% and 13.39% respectively, placing it among the banks with the highest CAR in the system. The CAR ratio increased compared to 2024 because the bank has actively promoted the optimization of risk-weighted assets (RWA), thus improving capital efficiency. A strong capital base allows SeABank to meet the diverse needs of customers in strategic segments such as individual customers and SMEs, as well as expand its large-scale corporate customer base, creating a crucial foundation for future breakthroughs.

2.5 SeABank's Internal Audit Department is centrally organized at the Head Office and operates under the direct guidance and supervision of the Supervisory Board. It serves as the bank's third line of defense, performing the function of independently and objectively reviewing and evaluating the appropriateness and compliance with SeABank's internal mechanisms, policies, processes, and regulations; and making recommendations to improve the effectiveness of these systems, processes, and regulations, contributing to ensuring SeABank operates safely, efficiently, and in accordance with the law.

Under the direction of the Supervisory Board, the Internal Audit Department completed the internal audit plan based on risk orientation and the requirements of state management agencies. In addition, the Internal Audit Department also performed other monitoring and review tasks as requested by the Supervisory Board to meet the requirements of the Law on Credit Institutions and its implementing guidelines.

SeABank's Internal Audit Department has been organized to operate in accordance with the regulations of the State Bank and the law. Specifically:

- SeABank's system of documents and internal audit procedures has been fully issued in accordance with the provisions of the Law on Credit Institutions 2024 and Circular No. 13/2018/TT-NHNN dated 18 May 2018 of the State Bank. Annually, the Internal Audit Department continues to review and amend the regulations and operating procedures of the Supervisory Board and Internal Audit in accordance with the Law on Credit Institutions 2024 and the replacing Circulars, Decrees as well as the directives of the State Bank.
- Internal Audit Implementation: Under the supervision and direction of the Supervisory Board, the Internal Audit Department develops its annual audit plan based on risk assessments of activities, processes, and departments using specific criteria and recommendations from the State Bank of Vietnam. Post-audit recommendations have been submitted by the Supervisory Board to the Board of Directors and the General Director,

contributing to enhanced compliance, process improvement, and improved risk management efficiency, thereby perfecting the internal control system. In addition to the regular audit plan, the Internal Audit Department also participates in the implementation of information technology projects supporting auditing, performs supervisory and reporting tasks as directed by the Supervisory Board, and strengthens coordination with security lines 1 and 2 through the internal reporting system and inter-departmental coordination mechanism..

- Training and recruitment: In the context of increasing capital and operational scale, the Internal Audit Department's workforce has also expanded to meet the demands of the job. Both existing and newly recruited auditors are highly experienced in the finance, banking, and auditing fields, capable of handling a wide range of tasks. Training and capacity building for the Internal Audit Department's staff have also been intensified through internal and external training courses, improving the quality of the team and enabling them to audit challenging areas requiring extensive specialized knowledge (anti-money laundering, information security, liquidity, capital adequacy assessment, risk, etc.). The Head of Internal Audit has participated in conferences organized by the State Bank of Vietnam to update guidance and adjust audit content to meet new requirements; and in-depth training courses on the Audit Committee.
- Effectiveness of Internal Audit: The Internal Audit Department's recommendations are submitted by the Supervisory Board to the Board of Directors and the Board for Management for implementation, improvement, correction, and enhancement of the system's operational efficiency. In the future, the Internal Audit Department will continue to refine its organizational structure and audit software system, and strengthen the use of AI technology for in-depth data analysis and early risk warning.

2.6 SeABank continues to affirm its sustainable development orientation through the synchronized implementation of investment and upgrade programs for its information technology (IT) system, ensuring stable and secure operation, compliance with State Bank of Vietnam (SBV) regulations, and creating a foundation for comprehensive digital transformation. SeABank has implemented synchronized investment and upgrade projects for the Bank's IT system to ensure stable system operation, compliance with State Bank of Vietnam regulations, enhance information security, and create a foundation for digital transformation.

SeABank's IT infrastructure is designed to be synchronized, modern, and highly scalable, creating a solid foundation for the safe, stable, and efficient operation of core business systems as well as digital services. SeABank has completed the deployment and upgrade of its data center to meet international Tier III standards, combining Cisco's high-performance network and switching infrastructure, IBM's leading enterprise server system, HP's high-end storage solutions, and advanced database platforms such as Oracle Exadata. These solutions are all next-generation technologies trusted and used by major financial institutions worldwide, meeting high demands for performance, reliability, information security, and the ability to handle large transaction volumes. Alongside investing in traditional infrastructure, SeABank is also one of the first institutions to implement server system virtualization and cloud computing platforms, thereby accelerating the digital transformation process and enhancing its ability to provide smart, secure, and convenient digital financial services to customers. The aforementioned investment in advanced technology infrastructure helps SeABank ensure high system availability, high load capacity, stability, and continuous business operations, while strictly adhering to information security requirements. This enhances competitiveness and prepares SeABank for its long-term digital transformation roadmap.

SeABank focuses on promoting a strategy to improve the digital experience and increase self-service capabilities for customers through comprehensive upgrades of its e-banking platforms, SeANet, SeAMobile, and SeAMobile Biz. These platforms have been enhanced with many key digital features, contributing to optimizing the customer journey in the online environment. SeABank has completed the deployment of an electronic identity verification (eKYC) solution to shorten account opening and verification times while ensuring compliance with current legal

regulations. Simultaneously, the two-factor Soft OTP authentication system continues to be strengthened to improve security during login and transaction processes. Furthermore, on its e-banking products, the login and transaction security mechanisms have been upgraded to be more modern, meeting new technological security standards. SeABank has also developed a feature to automatically split large-value money transfer orders, helping to reduce risks and optimize processing procedures. At the same time, the entire SeABank e-banking system has been updated to synchronize administrative boundaries according to new regulations, ensuring accuracy and data consistency across the entire system. Besides developing e-banking products and maintaining and effectively utilizing the connection with Thunes, which has been in place for years, SeABank has collaborated with its operational units to expand cooperation and connect with new remittance partners such as MoneyGram and FinFan. Expanding the remittance partner ecosystem has contributed to diversifying products, increasing convenience for individual customers, and yielding significant results in exploiting foreign exchange (NFX) resources and increasing fee revenue, contributing positively to the bank's overall business performance. These improvements significantly shorten transaction times, increasing convenience and flexibility for customers using the service. Simultaneously, security and safety are enhanced, minimizing risks in the digital environment. SeABank is gradually reducing its reliance on over-the-counter transactions, strongly promoting the transition to a modern and sustainable digital banking model.

Alongside developing solutions for individual customers, SeABank also focuses on developing specialized digital banking solutions for corporate clients, particularly in international trade and financial management. These services are designed to improve operational efficiency, optimize transaction processes, and increase business proactiveness in a volatile business environment. SeABank offers online international money transfers and online foreign exchange sales, enabling businesses to conduct transactions quickly and flexibly without needing to visit a branch. The solution also allows online querying of export documents, supporting businesses in tracking document status and processing progress transparently and promptly. Furthermore, online biometric data updates for legal representatives are integrated, allowing businesses to proactively complete documentation without needing to visit a branch. Alongside the development of specialized features, SeABank's batch subsidiary ledger reporting and digitally signed debit/credit notice issuance functions standardize electronic documents, enhancing legal validity and convenience in accounting and auditing. Features such as managing transfer limits and querying loan amounts and repayment schedules are integrated seamlessly on the digital platform, enabling businesses to comprehensively control their financial obligations and cash flow. These solutions contribute to increased transparency in financial operations, significantly shorten transaction processing times, and minimize administrative procedures. Thanks to the superior features of SeABank's products, businesses can access financial services more quickly, proactively, and flexibly. SeABank supports customers in improving cash flow management capabilities, optimizing capital resources, and enhancing competitiveness in domestic and international markets.

SeABank continuously applies automation in key areas such as finance and planning, credit, and capital management. Standardizing and digitizing internal processes has significantly increased work efficiency while minimizing operational risks. SeABank also continuously upgrades its risk management systems, adding features to effectively support anti-money laundering efforts and ensure legal compliance. The bank has upgraded and refined its end-of-day screening function, applying a multi-criteria screening matrix combining identifying factors including: name, gender, year of birth, nationality, and identification number, equivalent to the level of control at the time of customer identification. The synchronized implementation of these criteria has significantly reduced the number of false alarms, improved the accuracy of the alert system, thereby enhancing the professionalism, transparency, and effectiveness of the bank's money laundering risk management.

In addition to developing digital products to serve customers, SeABank continues to promote digital transformation and modernize its data platform, focusing on converting to ETL

technology and upgrading its Data Warehouse model from T-1 to Realtime Data Warehouse (T0). SeABank has invested in big data processing platforms and streaming technology, creating a synchronized, modern, and secure data platform. The Data Warehouse transformation project is being implemented by SeABank according to a systematic roadmap, gradually shifting from a batch data processing model with T-1 latency to a real-time (T0) data processing and delivery model. The new solution allows for the collection, processing, and aggregation of data as soon as it is generated from source systems, enhancing the ability to monitor, detect risks early, and respond promptly to business fluctuations. Standardizing and synchronizing data in real time is a crucial foundation for SeABank to maximize data value, drive innovation, and achieve sustainable growth in the next phase.

Alongside product and service development, SeABank always places special emphasis on investing in information security to ensure stable and continuous system operation and compliance with international security standards. The bank has implemented a comprehensive range of advanced security solutions to protect its IT systems and critical data. SeABank has deployed MasterSAM's Privilege Account Management (PAM) system to closely control and monitor high-access accounts, minimizing the risk of access abuse. The QRadar SIEM system collects, analyzes, and correlates security logs centrally, thereby enabling early detection and timely warning of security events or unusual behavior throughout the entire system. SeABank also implements DLP and Antivirus solutions to protect data, prevent information leaks, and combat malware on workstations, servers, and endpoints. Simultaneously, SeABank utilizes Rapid7's InsightVM vulnerability management system to conduct periodic vulnerability scans, assessments, and management, proactively identifying and mitigating potential risks to the bank's information systems. Alongside the deployment of modern technological solutions, SeABank maintains compliance with international information security standards. The bank has successfully maintained PCI DSS certification, ensuring the highest level of security for card transaction storage, transmission, and processing, and ISO/IEC 27001:2022 certification – an international standard for information security management systems. This affirms SeABank's commitment to protecting data, systems, and information technology operations according to international standards.

Thus, SeABank is fully capable of governance, management and supervision of its capital scale and operating scale when increasing its new charter capital.

The Board of Directors implements the the issuance plan of shares to increase Charter capital, including but not limited to the following: (i) deciding the timing of the issuance based on actual conditions and the Bank's capital needs; (ii) deciding, amending, supplementing, and adjusting the share issuance plan for charter capital increase; (iii) deciding, signing, and organizing the implementation of documents, materials, and dossiers related to the charter capital increase; (iv) deciding and amending the Charter and the Operation License in accordance with the actual successfully issued capital; (v) deciding and carrying out all procedures related to the charter capital increase with the State Bank of Vietnam, the State Securities Commission of Vietnam, and/or other competent state authorities in accordance with applicable laws; (vi) deciding and carrying out procedures to adjust information on the number of registered shares at the Vietnam Securities Depository and Clearing Corporation (VSDC) and to amend the listing registration at the Ho Chi Minh City Stock Exchange (HOSE); (vii) deciding and performing other related and necessary tasks (if any) to complete the share issuance plan for charter capital increase in accordance with applicable laws, directions and requirements of competent state authorities, and the actual implementation of SeABank's charter capital increase.

O/B/O BOARD OF DIRECTORS

CHAIRMAN

(Signed)

LE VAN TAN

APPENDIX 01

CONDITIONS, ELIGIBILITY CRITERIA FOR PARTICIPATION IN THE 2026 EMPLOYEE STOCK OWNERSHIP PLAN (ESOP 2026) AND PRINCIPLES FOR DETERMINING THE ALLOCATED SHARES

I. Subjects and eligibility criteria for participation in the ESOP 2026:

1. **Subjects for issuance:** Managers (members of Board of Directors, members of Supervisory Board of SeABank) and employees working at SeABank as of 31/03/2026 according to the grouping in Section 2 below and meeting the eligibility criteria to participate in the 2026 ESOP in Section 3 below.
2. **Grouping of ESOP 2026 participants**

Group	Division/Department/Unit	Region/ Business Unit	
Managers	Group 1	Chairman/ Permanent Vice Chairperson of BOD	
	Group 2A	Head of Supervisory Board	
	Group 2B	Vice Chairperson of BOD	
	Group 2C	Member of BOD	
	Group 2D	Member of Supervisory Board	
Employees	Group 3	General Director/CEO	
	Group 4A	Deputy General Directors (Front)*	
	Group 4B	Deputy General Directors (Back)* Director of External Relations and Project Development	
	Group 5A	Director of Division (Front)*	
	Group 5B	Director of Division (Back)*	
	Group 6	Chief Accountant Deputy Director in charge, Senior Expert of the Office of the Board of Directors Director of Transformation Department Deputy Director of Risk Management, Compliance & Legal Division in charge of Risk management	
	Group 7	Deputy Director of Division Deputy Director, Head/Deputy Head of Department/Division/Office/Independent Unit	Board of Regional Directors
	Group 8	Level 1 Business Director Independent Credit Appraisal Expert for Corporate Customers Group A, B and Independent Credit Appraisal Expert for Retail Customers Group A, Credit Approval Division	Director of Branch Director of Premium Customer Center Director of Corporate Customer Center Level 3 and above, Director of Retail Customer Center Level 4 and above**
	Group 9	Level 2 Business Director Deputy General Director's Assistant, Senior Interpreter Independent Credit Appraisal Expert for Retail Customers Group B, C, Credit Approval Division Senior Expert in Research & Technology Innovation, Digital Banking Technology Division	Director of Operations / CBD Operations Director Director of Corporate Customer Center Level 1, 2 Director of Retail Customer Center Level 2, 3**

Group	Division/Department/Unit	Region/ Business Unit
Group 10	Level 3 and 4 Business Director Assistant to the General Director's Office, Interpreter Expert, Team Leader of the Internal Audit Department	Director of Corporate Customer Center, remaining Director of Retail Customer Center** Phó Giám đốc Chi nhánh, Giám đốc mảng thuộc các Trung tâm/ Đơn vị kinh doanh

* *Front : Capital & Financial Markets Division, Retail Banking Division, SMEs Division, Corporate Banking Division, Debt Settlement Division, Investment Division, Strategy & International Finance Division, Regions/Business Units.*

Back : Technology Digital Banking Division, Risk Management, Legal & Compliance Division, Operations Division, Credit Approval Division, Human Resources Management & Development Division, Finance & Planning Division, Communications & Marketing Department, Transformation Department, Office of the Board of Directors, Head Office Office.

** *Scale classification of Retail Banking Centers and Corporate Customer Centers: according to the scale classification of Retail Banking Centers and Corporate Customer Centers based on data as of December 31, 2025*

*** *The cut-off date for determining the list and titles used to classify groups of beneficiaries is March 31, 2026. In which :*

+ *Managers and employees holding functional titles/entitled to benefits under a higher benefit group than their official title: shall enjoy benefits according to the functional title and the higher benefit group;*

+ *Managers and employees holding concurrent titles higher than their official titles: to be considered on a case-by-case basis.*

3. Eligibility Criteria for Participation in the 2026 ESOP

3.1. Eligible participants in the 2026 ESOP include managers and employees who meet the following standards and conditions:

- Managers (from Group 1 to Group 2D) who are serving their term at SeABank as of March 31, 2026.
- Employees (from Group 3 to Group 10) with a minimum accumulated tenure of 1 year at SeABank as of March 31, 2026, and with a performance evaluation rating of B1 or higher for the year 2025.
- Managers and employees participating in the 2026 ESOP must not fall under the following cases (*as of the date SeABank completes the collection of payments for the purchase of shares by managers and employees eligible to participate in the 2026 ESOP*):

+ Managers and employees who do not meet the conditions to become shareholders of SeABank under applicable laws from time to time.

+ Managers who have submitted resignation letters, been dismissed, removed, or automatically lost their status; or employees who have submitted resignation letters and/or chosen not to renew their labor contracts (“Labor Contract”), are in the handover period prior to leaving, awaiting termination, or planning retirement.

+ Managers and employees who have committed disciplinary violations (“Disciplinary Action”), are serving disciplinary measures, or are awaiting disciplinary action in 2025 and 2026.

+ In cases where managers and employees fail to meet shareholder eligibility conditions under applicable laws; managers resign, are dismissed, removed, or automatically lose their position; employees resign, do not renew their Labor Contract, are in the handover period, awaiting termination, or planning retirement; or managers and employees commit disciplinary violations, are serving disciplinary measures, or are awaiting disciplinary action — their right to purchase shares shall

automatically lapse.

3.2. In accordance with the principles regarding eligible participants and eligibility criteria for the ESOP 2026 Program, from March 31, 2026 until the time when the Board of Directors of SeABank determines the list of managers and employees entitled to purchase shares for submission of the ESOP 2026 issuance dossier to the State Securities Commission, there may arise a difference in ESOP shares resulting from:

- The right to purchase shall lapse in cases where managers and employees do not meet the standards and conditions for participation in the 2026 ESOP as stipulated in Section 3.1 of this Appendix, as well as in other cases where the right to purchase becomes invalid.
- Differences in purchase rights may arise due to adjustments under new benefit group classifications or cancellation of share purchase rights in cases where managers and employees are transferred, dismissed, or downgraded to positions with lower benefit group classifications compared to those applicable as of March 31, 2026.

The ESOP share differences arising from the adjustments specified in Clause 3.2 and/or other differences arising for various reasons shall be allocated to the Chief Executive Officer (Group 3) at the time when the Board of Directors of SeABank determines the list of employees eligible to participate in the Program for submission to the State Securities Commission, ensuring that the total number of shares expected to be issued is 40,000,000 shares.

3.3. At the time of issuance (i.e., when SeABank distributes 2026 ESOP shares after receiving confirmation from the State Securities Commission that the 2026 ESOP issuance dossier of SeABank has been duly received), there may arise ESOP share differences compared to the list approved at the time of submission of the issuance dossier to the State Securities Commission, resulting from:

- The right to purchase shall lapse in cases where managers and employees do not meet the standards and conditions for participation in the 2026 ESOP as stipulated in Section 3.1 of this Appendix, as well as in other cases where the right to purchase becomes invalid.
- Differences in purchase rights may arise due to adjustments under new benefit group classifications or cancellation of share purchase rights in cases where managers and employees are transferred, dismissed, or downgraded to positions with lower benefit group classifications.

The ESOP share differences arising from the adjustments specified in Clause 3.3 and/or other differences arising for various reasons shall be allocated by the Board of Directors to managers and/or employees included in the list of participants in the 2026 ESOP, in accordance with the plan for handling undistributed shares.

II. Principles for determining the number of shares to be allocated:

1. **Managers (Group 1 – Group 2D) who are eligible to participate in the program** shall have the right to purchase shares up to the maximum according to the following principles:

Group	Share purchase grouping – Group 1	Share purchase grouping – Group 2	Share purchase grouping – Group 3	Share purchase grouping – Group 4
Grouping Criteria *	Seniority of 15 years or more	Seniority from 9 years to less than 15 years	Seniority from 3 years to less than 9 years	Seniority of less than 3 years
Group 1	3,500,000	3,000,000	2,500,000	2,000,000
Group 2A	3,500,000	3,000,000	2,500,000	2,000,000
Group 2B	2,347,500	1,900,000	1,500,000	1,000,000
Group 2C	100,000	100,000	100,000	100,000
Group 2D	100,000	100,000	100,000	100,000

* Seniority is calculated from the date the managers commenced employment at SeABank until March 31, 2026.

2. **Employees (Group 3 - Group 6) who are eligible to participate in the program** shall be entitled to purchase the maximum number of shares determined according to principles based on seniority, performance, management scale, and actual work results, with the general formula specified as follows:

$$\text{Maximum purchase right} = \text{Standard purchase right} \times \text{Seniority coefficient for holding the position} \times \text{Performance coefficient} \times \text{Additional coefficient} \times \text{Management scale coefficient} \times \text{Strategic attraction coefficient.}$$

In which:

- ❖ The standard purchase right is determined according to the grouping by rank and seniority of employment at SeABank, specifically regulated as follows:

Group	Share purchase grouping – Group 1	Share purchase grouping – Group 2	Share purchase grouping – Group 3	Share purchase grouping – Group 4
Grouping Criteria*	Seniority of 15 years or more	Seniority from 9 years to less than 15 years	Seniority from 3 years to less than 9 years	Seniority of less than 3 years
Group 3	2,500,000	2,000,000	1,500,000	1,000,000
Group 4A	460,000	380,000	350,000	320,000
Group 4B	340,000	270,000	210,000	170,000
Group 5A	320,000	250,000	190,000	150,000
Group 5B	320,000	250,000	190,000	150,000
Group 6	125,000	100,000	60,000	40,000

* Seniority is calculated from the date the employee commenced employment at SeABank until March 31, 2026 (accumulated seniority).

- ❖ The coefficients: **Additional coefficient, Management scale coefficient, and Strategic attraction coefficient** shall only apply to employee groups (CBNV) according to the principles of each coefficient as stipulated below. Employee groups not subject to the application principles of these coefficients shall not include them in the formula for calculating the Maximum Purchase Right.
- ❖ Each coefficient in the formula for calculating the Maximum Purchase Right is determined according to the following principles:

- Seniority coefficient for holding the position, stipulated as follows:

Seniority group for holding the position	Seniority coefficient for holding the position
>= 9 years	1.1
>= 5 years to < 9 years	1.0
>= 3 years to < 5 years	0.9
< 3 years	0.8

* Seniority for holding the position is calculated from the time of commencement of the current/equivalent position at SeABank until March 31, 2026.

- The Performance coefficient is determined based on the 2025 Work Performance Evaluation rating, stipulated as follows:

2025 Work Performance Evaluation rating	Performance coefficient
A1	1.2
A2	1.0

2025 Work Performance Evaluation rating	Performance coefficient
A3	0.9
B1	0.7

- The Additional coefficient is applied to employees in charge of the Bank/Division/Business Unit (Front – Groups 3, 4A, 5A) based on the results of achieving TOI/revenue plan for 2025 of the Bank/Division/Business Unit, stipulated as follows:

Grouping	Group	Result group	Additional coefficient
Front	Group 3 Group 4A Group 5A	TOI/revenue plan completion rate from 100% and above	1.5
		TOI/revenue plan completion rate below 100%	1.0

- The Management scale coefficient is applied to employees holding the position of Deputy General Director (Groups 4A, 4B), based on the scale, scope, and nature of management, stipulated as follows:

Group	Management scale group in charge	Management scale coefficient
Group 4A	In charge of a unit with TOI/revenue results over VND 3,000 billion	1.8
	In charge of a unit with TOI/revenue results below VND 3,000 billion	1.0
Group 4B	In charge of one or several Divisions with a workforce scale of 100 employees or more	1.8
	In charge of one or several Divisions with a workforce scale below 100 employees	1.0

- The Strategic attraction coefficient is applied to employees holding the position of Deputy General Director (Groups 4A, 4B), who are in charge of important and key areas according to the Bank's business strategy, specifically as follows:

Field of responsibility	Strategic attraction coefficient
Credit approval, Technology, Key business unit	3.0
Finance	2.8
Risk management	2.0

❖ ***The maximum purchase right of employees from Group 3 to Group 6, according to the formula, is rounded based on the following principles:***

- For Groups 3–4, the result is rounded to 100,000 shares (a hundred thousand of shares).

Example: For employees in Groups 3–4, the maximum purchase right is:

(i) from 200,000 to 249,999 shares, it will be rounded down to 200,000 shares;(ii) from 250,000 to 299,999 shares, it will be rounded up to 300,000 shares.

- For Group 5, the result is rounded to 50,000 shares (fifty thousand shares).

Example: For employees in Group 5, the maximum purchase right is: (i) from 200,000 to 224,999 shares, it will be rounded down to 200,000 shares;(ii) from 225,000 to 274,999 shares, it will be rounded to 250,000 shares;(iii) from 275,000 to 324,999 shares, it will be rounded up to 300,000 shares.

- For Group 6, the result is rounded to 10,000 shares (ten thousand shares).

Example: For employees in Group 6, the maximum purchase right is: (i) from 50,001 to 54,999 shares, it will be rounded down to 50,000 shares; (ii) from 55,000 to 59,999 shares, it will be rounded up to 60,000 shares.

3. Employees (Groups 7–10) who are eligible to participate in the program will be entitled to purchase a maximum number of shares as follows:

- The share purchase rights of employees from Group 7 to Group 10 are classified simultaneously according to two criteria: seniority and the 2025 Performance Evaluation rating (“2025 PER”):

Group	Criteria	Share purchase grouping – Group 1	Share purchase grouping – Group 2	Share purchase grouping – Group 3	Share purchase grouping – Group 4
Group 7	Seniority	At least 10 years	At least 5 years	At least 3 years	At least 1 years
	2025 PER	Rating A1	Rating A3 or above	Rating A3 or above	Rating B1 or above
Group 8 - Group 10	Seniority	At least 10 years	At least 5 years	At least 3 years	At least 1 years
	2025 PER	Rating A1, A2	Rating A3 or above	Rating A3 or above	Rating B1 or above

+ *Seniority is calculated from the date the employee joined SeABank until March 31, 2026 (accumulated seniority).*

+ *Employees in Groups 7–10 who simultaneously meet both criteria — seniority and the 2025 Performance Evaluation rating — across different purchase right sub-groups will be entitled to the maximum share purchase right according to the sub-group with the higher entitlement.*

- Maximum purchase rights according to the entitled sub-group:

Group	Share purchase grouping – Group 1	Share purchase grouping – Group 2	Share purchase grouping – Group 3	Share purchase grouping – Group 4
Group 7	40,000	30,000	25,000	20,000
Group 8	22,000	20,000	18,000	15,000
Group 9	17,000	15,000	13,000	10,000
Group 10	10,000	9,000	8,000	6,000

The maximum purchase right is the maximum number of shares that managers and employees are entitled to buy under the program. The number of shares registered for purchase by each manager or employee must be an integer.

APPENDIX 02
LIST OF SHAREHOLDERS OWNING FROM 05% OR MORE OF CHARTER CAPITAL BEFORE AND AFTER INCREASE OF CHARTER CAPITAL
(Estimation based on the list of shareholders as of 19 March 2026)

No	Shareholder's name	Business No.	Head Office's address	Legal representative	COMPARED TO CHARTER CAPITAL BEFORE INCREASE CAPITAL					COMPARED TO CHARTER CAPITAL AFTER INCREASE CAPITAL				
					Number of shares			Total shares	Ownership ratio / SeABank's charter capital	Number of shares			Total shares (*)	Ownership ratio / SeABank's charter capital
					Ordinary shares	Voting preferred shares	Other preferred shares			Ordinary shares	Voting preferred shares	Other preferred shares		
1	None	-	-	-	-	-	-	-	-	-	-	-	-	-

Hai Phong, April 22, 2026

DRAFT

**RESOLUTION
OF THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**THE GENERAL MEETING OF SHAREHOLDERS
OF SOUTHEAST ASIA COMMERCIAL JOINT STOCK BANK**

- Pursuant to the Law on Credit Institutions 2024, the Law amending and supplementing a number of articles of the Law on Credit Institutions 2025, and their implementing regulations;
- Pursuant to the Law on Enterprises 2020, the Law amending the Law on Enterprises 2022, the Law amending and supplementing a number of articles of the Law on Enterprises 2025, and their implementing regulations;
- Pursuant to the Law on Securities 2019, the Law amending and supplementing a number of articles of the Law on Securities 2024, and their implementing regulations;
- Pursuant to the Charter of Southeast Asia Commercial Joint Stock Bank;
- Pursuant to the Minutes of the 2026 Annual General Meeting of Shareholders dated 22 April 2026 of Southeast Asia Commercial Joint Stock Bank,

RESOLVES:

Article 1. The 2026 Annual General Meeting of Shareholders (“GMS”) of Southeast Asia Commercial Joint Stock Bank (“SeABank” or the “Bank”), held on 22 April 2026, discussed and approved the following matters:

1. Approval of the report of the Board of Directors (“BOD”) for 2025, including: the report on the Bank’s corporate governance; the report on the performance evaluation of the BOD and each member of the BOD; the report on the activities of the committees under the BOD during the year; reports of each independent member of the BOD; and the governance plan and operational plan of the BOD for 2026.
2. Approval of the report of the Board of Supervisors (“BOS”) for 2025, including: the report on the Bank’s business performance; the report on the performance of the BOD and the The General Director (“CEO”); the self-assessment report of the Board of Supervisors and each of its members; and the operational plan for 2026.
3. Approval of the report on business performance for 2025 and the business plan for 2026 of the Bank. The GMS authorizes the BOD to decide on adjustments, amendments, and supplements to SeABank’s 2026 business plan and/or budget in accordance with the Bank’s actual conditions and market developments.
4. Approval of the report on SeABank’s international bond issuance in 2025.
5. Approval of SeABank’s separate and consolidated financial statements for 2025 as audited by PricewaterhouseCoopers (Vietnam) Limited.
6. Approval of the plan for fund appropriation and distribution of after-tax profit for 2025 as follows:

Unit: million VND

No.	Description	Consolidated Figures	SeABank (Standalone)	
			Amount	Ratio / After-tax Profit
1	Total profit before tax for 2025	6,868,389	6,742,185	
2	Corporate income tax for 2025	1,358,850	1,345,829	
3	Profit after tax available for appropriation of funds in 2025	5,509,539	5,396,356	
4	Appropriation to the reserve fund for supplementing charter capital (= (3) × 10.00%)	544,728	539,636	10,00%
5	Appropriation to the financial reserve fund (= [(3) – (4)] × 10.00%)	490,253	485,672	10,00%
6	Use of profit to offset non-deductible expenses	2,162	2,162	0,04%
7	Appropriation to the bonus fund (= (3) × 4.54%)	245,000	245,000	4,54%
8	Appropriation to the welfare fund (= (3) × 0.56%)	30,066	30,000	0,56%
9	Remaining profit after tax payment and fund appropriations in 2025 (= (3) – (4) – (5) – (6) – (7) – (8))	4,197,330	4,093,886	
10	Accumulated undistributed profit remaining after fund appropriations in 2025	7,940,947	7,844,336	

The accumulated undistributed profits as of 31 December 2025, after the appropriations to funds as mentioned above, shall be utilized as follows:

- 1.1 Payment of share dividends in accordance with the share issuance plan to increase charter capital as approved by the General Meeting of Shareholders;
 - 1.2 In compliance with applicable laws, repurchase of shares from employees in accordance with the Bank's regulations on employee share issuance, with a maximum amount of VND 20 billion;
 - 1.3 Utilization in accordance with the Bank's Charter, Financial Regulations, and other internal regulations, in compliance with applicable laws.
7. Approval of the report on remuneration, bonuses, and other benefits of the Board of Directors, the Board of Supervisors, and the Board of Management for 2025, and the plan for remuneration, bonuses, and other operating budgets of the Board of Directors and the Board of Supervisors for 2026 as follows:

No.	Description	Budget for 2026
1	Total remuneration, bonuses, and other operating budget of the Board of Directors	1.2% of profit before tax in 2026
2	Total remuneration, bonuses, and other operating budget of the Board of Supervisors	0.6% of profit before tax in 2026
	Total	1.8% of profit before tax in 2026

Members of the Board of Directors and the Board of Supervisors shall be entitled to remuneration, bonuses, and other benefits in accordance with SeABank's prevailing regulations and/or any amendments, supplements, or replacements (if any).

The Board of Directors shall continue to review the regulations on remuneration, expenses, bonuses, and other benefits applicable to members of the Board of Directors and the Board of Supervisors of SeABank; and shall amend, supplement, or replace such regulations (if deemed necessary) in line with the approved budget plans of the Board of Directors and the Board of Supervisors, other relevant regulations of SeABank, applicable laws from time to time, and actual circumstances.

8. Approval of the selection of an independent auditing firm to audit SeABank as follows:
 - 8.1 Approval of the selection of the independent auditing firm that audited SeABank in 2026 to conduct the audit for SeABank in 2027 (hereinafter referred to as "Option 1").
 - 8.2 In the event that Option 1 cannot be implemented, the General Meeting of Shareholders approves the selection of one of the following auditing firms to conduct the independent audit for SeABank in 2027:
 - a) PricewaterhouseCoopers (Vietnam) Limited;
 - b) KPMG Limited;
 - c) Ernst & Young Vietnam Limited;
 - d) Deloitte Vietnam Company Limited;
 - e) Other auditing firms included in the list of auditing firms approved/accepted by the State Bank of Vietnam and/or the State Securities Commission of Vietnam and/or other competent state authorities.
 - 8.3 The Board of Directors shall decide and direct the execution of the signing of contracts/agreements with the selected independent auditing firm in the event that Option 1 is implemented. In the event that Option 1 cannot be implemented, the Board of Directors shall select a specific independent auditing firm from the list approved by the General Meeting of Shareholders as mentioned above, based on consultation with the Board of Supervisors (if deemed necessary), and shall organize the execution of the signing of the contract/agreement. The Board of Directors shall carry out information disclosure and supervise the implementation of the independent audit at SeABank in accordance with applicable laws.
9. Approve the plan to increase charter capital from VND **28,450,000,000,000** to a maximum of VND **34,688,000,000,000** in accordance with the attached share issuance plan, implemented in two components as follows:
 - 9.1 Share issuance of 583,800,000 shares for dividend payment in 2025 ("Share Dividend Issuance Plan"):**
 - a) Type of shares: Ordinary shares with a par value of VND 10,000 per share.
 - b) Total number of shares to be issued: 583,800,000 shares.
 - c) Total issuance value at par value: VND 5,838,000,000,000 (Five trillion eight hundred thirty-eight billion VND).
 - d) Expected charter capital after issuance: VND 34,288,000,000,000 (Thirty-four trillion two hundred eighty-eight billion VND).
 - e) Issuance ratio (new shares/outstanding shares): 20.5202%.
 - f) Entitlement ratio: 100 : 20.5202 (at the record date, shareholders owning 100 shares will receive 20.5202 new shares).
 - g) Issuance method: Share issuance for dividend payment.
 - h) Eligible recipients: Existing shareholders listed in SeABank's shareholder register on the record date for dividend entitlement in shares.

- i) Funding source: Retained earnings as of December 31, 2025, based on the audited separate financial statements for 2025 (retained earnings: VND 8,121,498 million; maximum distributable amount after appropriations: VND 7,844,336 million).
- j) Other contents: As specified in the attached share issuance plan for charter capital increase.

9.2 Issuance of up to 40,000,000 shares under the 2026 ESOP (“2026 ESOP Issuance Plan”):

- a) Type of shares: Ordinary shares with a par value of VND 10,000 per share.
- b) Number of shares to be issued: Up to 40,000,000 shares.
- c) Total issuance value at par value: VND 400,000,000,000 (Four hundred billion VND).
- d) Total increase in charter capital: VND 400,000,000,000.
- e) Issuance ratio: 1.4060% of the current outstanding shares (subject to change depending on actual outstanding shares at the time of issuance, as determined by the Board of Directors).
- f) Eligible participants and criteria: Managers (members of the Board of Directors and Supervisory Board) and employees under labor contracts with SeABank as of March 31, 2026 (“Employees”), meeting criteria specified in Appendix 01.
- g) Other contents: As specified in the attached share issuance plan.

9.3 The General Meeting of Shareholders authorizes the Board of Directors to implement the share issuance plan for charter capital increase, including but not limited to: (i) Deciding the timing of issuance in line with actual conditions and capital needs; (ii) Deciding, amending, supplementing, and adjusting the issuance plan; (iii) Deciding, signing, and executing all related documents and procedures; (iv) Amending the Charter and License in accordance with the actual increased charter capital; (v) Carrying out all necessary procedures with the State Bank of Vietnam, the State Securities Commission, and other competent authorities; (vi) Registering additional shares with the Vietnam Securities Depository and Clearing Corporation and listing additional shares on the Ho Chi Minh City Stock Exchange upon completion of the issuance; (vii) Performing all other necessary tasks to complete the capital increase in compliance with applicable laws and regulatory requirements.

- 10.** Approval in principle of offering/issuing up to 20% of the total outstanding shares at the time of offering/issuance to strategic investors and/or professional securities investors through private placement; and/or private placement for debt-to-equity swap.
- 11.** Approval of amendments and supplements to certain provisions of SeABank’s Charter in accordance with the attached draft. The Board of Directors, if deemed necessary, shall: (i) review, amend, and supplement the Charter to ensure compliance with applicable laws and corporate governance principles in Vietnam; (ii) promulgate the Charter in accordance with regulations; (iii) carry out information disclosure, reporting to competent state authorities, and other related procedures in accordance with applicable laws.
- 12.** Approval of amendments and supplements to certain contents of SeABank’s Internal Regulations on Corporate Governance in accordance with the attached comparison Appendix. The Board of Directors shall: (i) promulgate the amended and supplemented Internal Regulations on Corporate Governance of SeABank in accordance with the attached draft (hereinafter referred to as the “Amended Document”); (ii) continue to review, amend, supplement, and promulgate the Amended Document in accordance with applicable laws and corporate governance principles of Vietnam and international practices, if deemed necessary; (iii) carry out information disclosure, reporting to competent state authorities, and other related procedures in accordance with applicable laws.
- 13.** Approval of amendments and supplements to certain contents of the Regulations on Organization and Operation of the Board of Directors of SeABank in accordance with the

attached comparison Appendix. The Board of Directors shall: (i) promulgate the amended and supplemented Regulations on Organization and Operation of the Board of Directors in accordance with the attached draft (the “Amended Document”); (ii) continue to review, amend, supplement, and promulgate the Amended Document in accordance with applicable laws and corporate governance principles of Vietnam and international practices, if deemed necessary; (iii) carry out information disclosure, reporting to competent state authorities, and other related procedures in accordance with applicable laws.

14. Approval of amendments and supplements to certain contents of the Regulations on Organization and Operation of the Board of Supervisors of SeABank in accordance with the attached comparison Appendix. The Board of Supervisors shall: (i) promulgate the amended and supplemented Regulations on Organization and Operation of the Board of Supervisors in accordance with the attached draft (the “Amended Document”); (ii) continue to review, amend, supplement, and promulgate the Amended Document in accordance with applicable laws and corporate governance principles of Vietnam and international practices; (iii) carry out information disclosure, reporting to competent state authorities, and other related procedures in accordance with applicable laws..
15. Approval of contracts and transactions with related persons as set out in the Appendix attached hereto and/or as recorded in SeABank’s audited financial statements for 2025, in compliance with applicable laws, SeABank’s regulations, and ensuring the Bank’s interests.
16. Approve the authorization for the Board of Directors (BOD) to review, decide on, and implement contracts and transactions between SeABank and relevant parties as prescribed in Point (r), Clause 3, Article 67 of the Law on Credit Institutions 2024 and Clause 1, Article 167 of the Law on Enterprises 2020, with a value of 20% or more of SeABank’s charter capital as stated in the most recent audited financial statements, or transactions that result in the total value of contracts/transactions within 12 months from the first transaction reaching 20% or more of charter capital:

When implementing the above resolutions, the BOD shall have the rights and responsibilities to:

- a) Decide, approve (including signing) all contents, dossiers, documents, and carry out all necessary activities and procedures in compliance with applicable laws and SeABank’s regulations.
 - b) Ensure independence, transparency, and avoidance of conflicts of interest; comply with conditions, limits, and other relevant requirements under SeABank’s internal regulations and applicable laws.
 - c) Approve, decide, and execute relevant documents from the date of approval by the 2026 Annual General Meeting of Shareholders (AGM) until the 2027 AGM resolution takes effect or until a replacement resolution is issued or the relevant transactions/contracts are completed.
 - d) Report to the General Meeting of Shareholders on implemented tasks and executed transactions/contracts at the next AGM.
17. Approve the authorization for the Board of Directors to review, decide on, and implement the following matters:
 - 17.1. Investment in, purchase, or sale of fixed assets where the investment value, purchase price, or book value (in case of sale) is **20% or more of SeABank’s charter capital** as stated in the most recent audited financial statements.
 - 17.2. Capital contribution, purchase, or sale of shares/capital contributions of SeABank in enterprises or other credit institutions where the transaction value or book value

(in case of sale) is **20% or more of SeABank’s charter capital** as stated in the most recent audited financial statements.

17.3. Amendment and supplementation of the Bank’s business scope, sectors, and lines of business to comply with legal regulations, requirements of competent authorities, and actual operational conditions.

17.4. When implementing the above resolutions, the BOD shall have the rights and responsibilities to:

- a) Decide, approve (including signing) all relevant contents, dossiers, documents, and carry out necessary procedures in accordance with applicable laws and SeABank’s regulations.
- b) Ensure independence, transparency, and avoidance of conflicts of interest; comply with relevant conditions, limits, and legal requirements.
- c) Approve, decide, and execute relevant documents from the date of approval by the 2026 AGM until the 2027 AGM resolution takes effect or until a replacement resolution is issued or the relevant matters are completed.
- d) Report to the General Meeting of Shareholders on implemented activities and executed transactions/contracts at the next AGM

18. Approval of the resignation of Vu Thi Ngoc Quynh from her position as a member of the Supervisory Board of the Bank for the 2023–2028 term, effective from April 22, 2026.

19. Approval of the number of additional member(s) to be elected to the Board of Supervisors of SeABank for the 2023–2028 term: 01 member.

20. Approval of the number of members of the Supervisory Board for the 2023–2028 term at 05 members.

21. Approval of the Rules for the election of an additional member of the Board of Supervisors of SeABank for the 2023–2028 term as attached.

22. Approval of the result of the election of 01 additional member of the Board of Supervisors of SeABank for the 2023–2028 term as follows:

No.	Full name	Total votes received	Ratio	Result
1	Nguyen Van Lieu%	Elected as a member of the Board of Supervisors for the 2023–2028 term

Article 2. This Resolution shall take effect from the date of approval by the 2026 Annual General Meeting of Shareholders. The Board of Directors, the Board of Supervisors, the Board of Management, and relevant units and individuals of SeABank shall be responsible for implementing the resolutions of the 2026 Annual General Meeting of Shareholders.

**ON BEHALF OF THE GMS
CHAIR OF THE MEETING – CHAIRMAN OF
THE BOARD OF DIRECTORS**

Recipients::

- BODs, BOSs;
- As stated in Article 2;
- Filed at Archives,BODO.

LE VAN TAN