

-----  
No: 1128/2024/NQ-HDQT

**RESOLUTION**

**V/v: Approval of some matter regarding the share issuance plan under the Employee Stock Ownership Program (ESOP) to Managers of the Bank in 2024**

**BOARD OF DIRECTORS OF SOUTHEAST ASIA COMMERCIAL JOINT STOCK BANK**

- Pursuant to the Law on Credit Institutions 2024 and implementing guiding documents;
- Pursuant to the Enterprise Law 2020 and implementation guiding documents;
- Pursuant to the Securities Law 2019 and implementation guiding documents;
- Pursuant to the Charter of Southeast Asia Commercial Joint Stock Bank (hereinafter referred to as "SeABank");
- Pursuant to the Resolution of the 2024 Annual General Meeting of Shareholders;
- Pursuant to the minutes of vote counting for opinions of the Board of Directors ("Board of Directors") written on 09/12/2024.

**RESOLUTION:**

- Article 1.** Approval of the attached Regulation on “Share Issuance under the Employee Stock Ownership Plan of SeABank in 2024”.
- Article 2.** Approval of the list of managers eligible to participate in the 2024 ESOP as attached. The ESOP to the Bank’s managers in 2024 must ensure compliance with the maximum foreign ownership ratio applicable to SeABank from time to time. When carrying out the transfer of ownership, the Board of Directors assigns the Chairman of the Board of Directors and/or the Permanent Vice Chairman of the Board of Directors to decide on measures ensuring compliance with the maximum foreign ownership ratio and to coordinate with the Vietnam Securities Depository and Clearing Corporation. It is to ensure that the maximum foreign ownership ratio at SeABank is not exceeded in accordance with regulations.
- Article 3.** The Board of Directors delegates and authorizes the Chairman of the BOD and/or the Permanent Vice Chairman of the BOD and/or the Vice Chairman of the BOD, Lê Thu Thủy, to make decisions/approvals, execute/organize all necessary tasks/actions, take all necessary steps, sign all documents and other materials, along with any amendments, additions, or replacements deemed necessary or required to implement the 2024 ESOP approved by the General Assembly of Shareholders and the Board of Directors in accordance with the law or requests from competent government authorities. This includes but is not limited to the following:
- a. Determining the specific timeline for implementation of the share bonus policy for the Bank’s management personnel;

- b. Carrying out procedures for obtaining approvals from competent State authorities to implement the share bonus policy for the Bank's management personnel;
- c. Performing other related procedures and tasks in accordance with the provisions of law.

**Article 4.** The resolutions passed are effective from the date they are approved until the tasks outlined above are completed and/or replaced by another resolution from the Board of Directors. The members of the Board of Directors, the Board of Management, the Human Resources Management & Development Division, the BOD's Office, the consulting unit, and other relevant individuals and units are responsible for implementing these resolutions.

**ON BEHALF OF THE BODs**

**Recipients:**

- As Article 4 (for implementation);
- BOS
- (for supervision);
- Save: BODO

*(signed)*

**Le Van Tan**

## REGULATIONS

***Re: Issuance of shares under the Employee Stock Ownership Plan (ESOP) of SeABank in 2024***

---

### BOARD OF DIRECTORS OF SOUTHEAST ASIA COMMERCIAL JOINT STOCK BANK

- Pursuant to the Charter of SeABank (“SeABank”);
- Pursuant to the Resolution of the 2024 Annual General Meeting of Shareholders;
- Based on the actual situation,

Hereby promulgates the Regulations on the issuance of shares under the Employee Stock Ownership Plan (ESOP) of SeABank in 2024, with the following details:

#### **Article 1. Purpose**

1. To demonstrate appreciation, recognition, and retention of management personnel with seniority and outstanding contributions to the Bank’s development;
2. To encourage management personnel to continue their commitment to the Bank and strive to fulfill assigned targets and duties, contributing to business performance and thereby creating added value for the Bank.

#### **Article 2. Subjects and Scope of Application**

Management personnel meeting the conditions for share bonuses under these Regulations and relevant units/individuals responsible for implementing and executing these Regulations.

#### **Article 3. Interpretation of Terms and Abbreviations**

1. SeABank: Southeast Asia Commercial Joint Stock Bank
2. BOD: Board of Directors
3. CEO: Chief Executive Officer
4. BOD Office: Office of the Board of Directors
5. HR & Administration Division: Human Resources Management & Development Division
6. Management Personnel: management personnel of SeABank. Management personnel under these Regulations include: members of the Board of Management; Directors and Deputy Directors of Divisions/Departments; Directors, Deputy Directors, and Heads of Units; Chief Accountant; and equivalent positions in accordance with SeABank’s regulations from time to time.

#### **Article 4. Share Bonus Policy for Management Personnel in 2024**

1. Total number of bonus shares: 1,106,000 shares.
2. Type of shares: Ordinary shares.
3. Par value: VND 10,000/share.
4. Source of shares used for bonus distribution to management personnel: shares held by the Trade Union of SeABank Head Office through repurchase and recovery of shares from management personnel and employees who resigned, repurchased treasury shares, and other lawful sources in accordance with regulations.

5. Share bonus level: The principles and share bonus levels shall comply with Article 6 of these Regulations.
6. Implementation period: Quarter IV of 2024 and the year 2025.
7. Transfer restrictions: Bonus shares granted to management personnel shall not be subject to transfer restrictions. Management personnel shall comply with transfer restrictions under the Law on Credit Institutions (if any).
8. Share recovery: Not applicable.
9. Other provisions:
  - a. Management personnel receiving bonus shares shall have voting rights and all rights and benefits arising from such bonus shares from the time the transfer of ownership of shares from the Trade Union of SeABank Head Office to the management personnel is completed.
  - b. Personal income tax obligations: Management personnel participating in the program must fulfill personal income tax obligations (if any) in accordance with applicable laws.
  - c. Taxes and fees arising from the share bonus transaction: Management personnel receiving bonus shares shall be responsible for paying taxes and fees arising from the share bonus transaction (if any) in accordance with applicable laws and/or regulations of relevant service providers.
  - d. Management personnel participating in the program must fulfill information disclosure obligations (if any) in accordance with the law.

**Article 5. Standards and Conditions for Management Personnel Eligible for Share Bonuses**

1. Persons eligible for consideration for share bonuses include:
  - a. Management personnel satisfying the conditions regarding position, work performance evaluation rating, and outstanding contributions in maintaining stable operations and development of the Bank. Details are provided in Appendix 01 and Appendix 02 attached to these Regulations.
  - b. Management personnel who do not fully satisfy one or several conditions specified at Point a of this Clause may still be considered by the Board of Directors (based on the proposal of the CEO) for share bonuses under these Regulations if they satisfy the following special conditions:
    - Having special and outstanding achievements/contributions in work performance;
    - Having at least one (01) year of service or an outstanding work history (accumulated seniority and/or work performance evaluation during the working process and/or being personnel subject to retention).
2. Management personnel receiving bonus shares must satisfy the conditions for becoming shareholders of SeABank in accordance with applicable laws from time to time.

**Article 6. Principles, Bonus Levels, and List of Management Personnel Receiving Share Bonuses**

1. Principles for share bonuses: Management personnel shall be considered for share bonuses based on:
  - a. Position held; and
  - b. Work performance evaluation rating for the year 2023; and

- c. Level of contribution and role in the system transformation strategy (for management personnel in support/back-office functions) and/or business strategy (for management personnel in business/front-office functions); and/or
  - d. Length of experience at SeABank and/or its subsidiaries (over 12 years), play a pivotal role in implementing the Bank's strategy regarding key pillars in credit activities, risk management, and compliance control; and/or
  - e. Other criteria as determined by the Board of Directors and the General Director (if any).
2. Bonus Level: In accordance with Appendix 02 issued herewith this Regulation.
  3. Remaining Shares: Any shares remaining undistributed after applying the principles and bonus levels specified in Clauses 1 and 2 of this Article (if any) shall be allocated to other Management Personnel as decided by the Board of Directors (if any).
  4. List of Management Personnel Eligible for Stock Bonuses: Subject to the decision of the Board of Directors.

## **Article 7. Responsibilities of Related Individuals and Units**

### **1. Management Personnel receiving stock bonuses**

- a. Coordinate with relevant individuals and Units upon request from SeABank/SeABank Headquarters Trade Union to execute and complete dossiers and procedures related to the stock bonus issuance, including but not limited to the following responsibilities:
  - Sign commitment letters and other relevant documents as required by SeABank, the securities company where the Management Personnel opens their trading account, and other State Agencies in accordance with the law.
  - Open a securities trading account to receive stock bonuses at a securities company designated by SeABank in cases where a trading account has not yet been established.
  - Provide SeABank with certified copies of Citizen Identity Cards/Identity Cards/Passports or other relevant documents as required by SeABank and/or competent State Agencies.
- b. Other responsibilities in accordance with the law, the Charter, and internal regulations of SeABank from time to time.

### **2. General Director**

- a. Submit the Regulations on the stock bonus policy for the Bank's Management Personnel to the Board of Directors (BOD) for approval.
- b. Submit the list of Management Personnel eligible for stock bonuses under these Regulations to the BOD for approval.
- c. Organize the implementation of the stock bonus policy for the Bank's Management Personnel.
- d. Other responsibilities in accordance with the law, the Charter, and internal regulations of SeABank from time to time.

### **3. Office of the Board of Directors**

- a. Coordinate with relevant individuals and Units to implement the stock bonus policy for the Bank's Management Personnel and fulfill procedures with the State Securities

Commission, the Vietnam Securities Depository and Clearing Corporation, and other competent authorities in accordance with the law.

- b. Other responsibilities in accordance with the law, the Charter, and internal regulations of SeABank from time to time.

**ON BEHALF OF THE BODs**

**Recipients:**

- As Article 8 (for implementation);
- BOD, BOS (for supervision);
- Save: BODO

*(signed)*

**Le Van Tan**