

No.202/QĐ-HĐQT.25

Hanoi, date 18 month 9 year 2025

**DECISION OF THE BOARD OF DIRECTORS**

***Re: Issuing Regulations on Issuing Shares under the Option Program  
for employees (ESOP) in 2025 of ABBANK***

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**BOARD OF DIRECTORS AN BINH COMMERCIAL JOINT STOCK BANK**

- Pursuant to the Law on Credit Institutions, the Law on Securities, the current Law on Enterprises and legal documents guiding their implementation;
- Pursuant to the current Charter of An Binh Commercial Joint Stock Bank;
- Based on the results of the summary of voting opinions of the Board of Directors' members according to the Submission Form ABBANK77-2025 of the Board of Directors' Office;
- Considering the Submission No. 306/TT-TGD.25 v/v Promulgating the Regulations on Issuance of Shares under the Employee Stock Ownership Plan (ESOP) in 2025 of ABBANK.

**DECISION:**

**Article 1.** Issued together with this Decision are the Regulations on Issuance of Shares under the Employee Stock Option Program (ESOP) in 2025 of ABBANK.

**Article 2.** This Decision takes effect from the date of signing.

**Article 3.** The Chief Executive Officer is responsible for organizing the implementation of this Decision. Members of the Board of Directors, Executive Board, Headquarters, Business Units and related individuals are responsible for implementing this Decision./.

**TM. BOARD OF DIRECTORS****CHAIRMAN OF BOD***(Signed)***Dao Manh Khang****Recipient:**

- As per Article 3;
- Board of Directors, Supervisory Board;
- Save BOD Office, Administration.

COVER PAGE FOLLOW EDITING				
<b>I. EDITING UNIT</b>				
TT	Full name	Position	Unit	Signature
1	Pham Phu Cong	Member of Executive Board, Chief Officer	HR Division	(Signed)
<b>II. RELATED UNITS</b>				
TT	Full name	Position	Unit	Signature
1.	Nguyen Diep Anh	Member of Executive Board, Chief Officer	Finance and Accounting Division	(Signed)
2.	Tran Nam Son	Director of the Board of Directors Office	BOD Office	(Signed)
<b>III. CONTROL UNIT</b>				
TT	Full name	Position	Unit	Signature
1	Dat Khanh Toan	Deputy Chief Officer	Risk Management, Legal and Compliance Division	(Signed)
2	Nguyen Thi Huong	Member of Executive Board, Chief Officer	Risk Management, Legal and Compliance Division	(Signed)
<b>III: APPROVED BY THE EXECUTIVE BOARD</b>				
1.	Pham Duy Hieu	Chief Executive Officer	Executive Board	(Signed)
<b>IV. SIGNATURE</b>				
TT	Full name	Position	Unit	Signature
1.	Dao Manh Khang	Chairman of the Board of Directors	Board of Directors	(Signed)
<b>V. DOCUMENT ISSUANCE PROCESS</b>				
Time	Date of issue	Summary of content		
1		Decision No. 202/QD-HDQT.25 on Issuing the Regulation on issuance shares under the Employee Stock Option Program (ESOP) in 2025 of ABBANK		

## REGULATION

### Issuance of shares under the Option Program for employees (ESOP) in 2025 of ABBANK

*Issued together with Decision 202/QĐ – HDQT.25 dated September 18, 2025*

#### CHAPTER I.

#### GENERAL PROVISIONS

##### Article 1. Scope and subjects of application

- 1.1. Scope of application: This Regulation applies to the issuance of Shares under the Employee Stock Option Program (ESOP) in 2025 according to the Charter Capital Increase Plan approved by the General Meeting of Shareholders;
- 1.2. Applicable subjects: This Regulation applies to ABBANK's staff who meet the standards prescribed in the Regulation.

##### Article 2. References

- 2.1. Law on Credit Institutions dated January 18, 2024, amended and supplemented on June 27, 2025 (referred to as Law on Credit Institutions); and documents guiding its implementation;
- 2.2. Law on Enterprises dated June 17, 2020, amended and supplemented on January 11, 2022 and June 17, 2025 (referred to as the Law on Enterprises) and documents guiding its implementation;
- 2.3. Securities Law dated June 17, 2020, amended and supplemented on January 11, 2022 and June 17, 2025 (referred to as Securities Law); Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Securities Law and documents guiding the implementation of the Securities Law 2019;
- 2.4. Circular No. 118/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding a number of contents on securities offering, public offering, share repurchase, public company registration and cancellation of public company status and amended and supplemented documents;
- 2.5. Charter of An Binh Commercial Joint Stock Bank dated April 18, 2025, updated on August 8, 2025.

##### Article 3. Word explanation

- 3.1. **ABBANK, Bank:** Is An Binh Commercial Joint Stock Bank;
- 3.2. **General Meeting of Shareholders:** Is the General Meeting of Shareholders of ABBANK;
- 3.3. **BOD:** Is the Board of Directors of ABBANK;
- 3.4. **BOS:** Is the Board of Supervisors of ABBANK;

- 3.5. ESOP (Employee Stock Ownership Plan):** Is a program to issue shares under a stock option program for employees in the company. Accordingly, employees who meet the criteria and conditions will have the right (but not the obligation) to buy a certain number of shares at a specific price issued by ABBANK according to this Regulation;
- 3.6. ESOP shares:** Are common shares issued by ABBANK to Employees according to this Regulation.
- 3.7. Employees/Labor:** Are employees/workers depending on the context, working for ABBANK and meeting the standards prescribed in this Regulation;
- 3.8. Business Unit: A business unit of ABBANK including Branches, Transaction Offices, and other units identified as Business Units according to ABBANK's regulations from time to time.**

#### **Article 4. Purpose of ESOP program**

Issuing shares under the employee option program aims to link the interests of employees and the Bank, attract, maintain and motivate capable employees to contribute and stay with the Bank for a long time through:

- Create closer relationships and share benefits between employees and the Bank;
- Linking the working efficiency of this group of employees with the common interests and development of the Bank;
- In addition, the program also mobilizes additional charter capital of the Bank.

#### **Article 5. Meaning of the program**

##### **5.1. For employees**

- a) Motivated to accompany the development of ABBANK;
- b) As ABBANK grows, employees enjoy other benefits from salaries and bonuses.

##### **5.2. For Leaders and Managers**

- a) Create motivation to work, connect ABBANK leaders with long-term goals;
- b) Diversify and increase the competitiveness of the benefits package compared to the market;
- c) Create additional income sources to supplement employee contributions;
- d) Attract new talent and retain talented people in the Bank;
- e) Create interest in the development of the Bank from the perspective of Bank shareholders.

##### **5.3. For ABBANK**

- a) Increase equity capital to serve the Bank's business operations;
- b) Attract and create trust from partners and investors in the organization's long-term development platform;

- c) Enhance the Bank's image with the public and create a good effect in society.

**CHAPTER II.****ESOP PROGRAM CONTENT****Article 6. Information on shares issued under the employee stock option plan (ESOP)**

- 6.1. Stock name: An Binh Commercial Joint Stock Bank shares;
- 6.2. Stock type: Common stock;
- 6.3. Par value of shares: 10,000 VND/share;
- 6.4. Number of shares expected to be issued: 51,751,838 shares;
- 6.5. Total expected issuance value (at par value): VND 517,518,380,000;
- 6.6. Issue price: 10,000 VND/share.
- 6.7. Implementation time: After receiving written approval from the State Bank of Vietnam to increase charter capital and receiving written notice from the State Securities Commission on receipt of full issuance report documents (expected late 2025/early 2026).

**Article 7. Subjects and standards of employees participating in the program**

Employees considered for participation must meet all of the following conditions and criteria:

- 7.1. Members of the Board of Directors, Board of Supervisors, Committees, Councils of the Board of Directors; Employees who have signed labor contracts with the Bank and have worked (including probationary period) up to the closing date of the list of shares offered to existing shareholders (with the same issuance of shares under the ESOP program) for at least 01 year; other special cases proposed by the Chief Executive Officer for approval by the Board of Directors.
- 7.2. Working at ABBANK.
- 7.3. Not restricted from purchasing ABB shares as prescribed by law.
- 7.4. Not belonging to the following subjects:
  - a) Have a resignation letter, unilateral termination of labor contract, or dismissal during the program implementation period.
  - b) Unpaid leave for a period of 6 months or more from the date ABBANK announces the issuance of ESOP shares.
  - c) Currently suspending labor contract (except for cases of suspending labor contract to perform military service), currently on leave without reason.
  - d) Employees falling under the cases specified in Clause 7.5 of this Article
- 7.5. In addition to the subjects specified in Clause 7.4, in order to ensure compliance with regulations on share ownership limits of Shareholders and related persons, foreign ownership ratio as prescribed by the Law on Credit Institutions and ABBANK's Charter,

employees belonging to the following subjects are not allowed to participate in buying shares under ABBANK's 2025 ESOP Program:

- a) Is a related person of Geleximco Group - Joint Stock Company.
- b) Is a foreign national.

**Article 8. Rights and obligations of employees when participating in the Program****8.1. Rights:**

- a) Participation in the ESOP Program is the employee's choice on a voluntary basis. Employees have the right to choose to buy or not buy ESOP shares according to the provisions of this Regulation;
- b) When purchasing ESOP shares, employees have full rights of common shareholders as prescribed by law, except for the transfer restrictions as prescribed in Article 11 of this Regulation, including restrictions on giving, donating, using as collateral, contributing capital, using as rewards,... or any other form that may lead to a change in the owner of shares, except in cases of inheritance in accordance with the provisions of law (the inheritor is restricted from transferring during the remaining period);
- c) During the period of restricted transfer, employees still enjoy rights related to purchased ESOP shares such as: the right to receive dividends in cash or in shares, the right to receive shares issued from equity capital, the right to buy additional shares for existing shareholders, shareholders' voting rights, etc.

**8.2. Obligations:**

In case, employees choose to participate in the ESOP Program according to this Regulation, they are responsible for fully performing their obligations as shareholders in accordance with the provisions of Article 62 of the Law on Credit Institutions, the Law on Enterprises, Circular No. 50/2018/TT-NHNN dated December 31, 2018 of the Governor of the State Bank stipulating the dossier, order and procedures for approving a number of changes of commercial banks and foreign bank branches (as amended and supplemented); other relevant legal provisions; and at the same time, they are considered to agree with the conditions and provisions of this Regulation and other relevant regulations of the Bank, including the following obligations:

- a) Pay for stock purchase in full and on time according to regulations and notices of ABBANK;
- b) Be responsible for paying personal income tax or any other taxes and fees arising from the exercise of rights arising from shares, transferring shares after the transfer restriction period expires;
- c) Be responsible before the law for the legality of the capital source for purchasing shares of ABBANK; do not use capital provided by credit institutions or foreign bank branches to purchase shares of ABBANK; do not purchase shares of ABBANK under the name of other individuals or legal entities in any form, except in cases of entrustment as prescribed by law; shareholders who receive investment entrustment from other organizations or individuals must provide ABBANK with information about the real owners of the shares they receive investment entrustment from in ABBANK. ABBANK has the right to suspend the shareholder rights of these shareholders in case it is discovered that employees do not provide authentic information about the real owners of the shares;



- d) Responsible for complying with the provisions of the Law on Credit Institutions and related legal documents on the limit on share ownership of shareholders, shareholders and related persons; regulations on cross-ownership restrictions according to the provisions of the Law on Credit Institutions and the Law on Enterprises;
  - e) Responsible for compliance with legal regulations on shareholders who are foreign investors, major shareholders, major shareholders and related persons;
- 8.3. Employees are responsible for finding out information and have full authority to decide to buy or refuse to buy all or part of the shares purchased under the ESOP Program. ABBANK does not have any commitment, whether written or implied, to guarantee the value of shares or the dilution of shares occurring before and after the issuance of shares under this Regulation;
- 8.4. During the period when shares are restricted from transfer, ABBANK has the right to request employees to resell shares purchased under the ESOP program to ABBANK Union in the following cases:
- a) Employees quit their jobs, employees terminate their labor contracts at the Bank, ABBANK unilaterally terminates the labor contracts before the end of the transfer restriction period, except in cases where members of the Board of Directors and the Board of Supervisors end their elected terms or in cases where employees end their labor contracts and ABBANK does not extend or sign new labor contracts;
  - b) Employees who violate ABBANK's regulations and/or the provisions of the Law and are disciplined by ABBANK and dismissed, the ESOP shares bought back in these cases will only be sold to employees.

The Chairman of the Board of Directors considers and decides on the repurchase and sale of repurchased ESOP shares in the above cases; the use/refund of welfare and reward funds to repurchase and sell shares in the above cases.

#### **Article 9. Principles for determining the number of shares distributed**

- 9.1. The number of shares distributed to employees participating in the ESOP Program according to this Regulation is determined based on the role, responsibility and contribution of employees, and is grouped based on the following factors:
- a) Employee title;
  - b) Work efficiency;
  - c) Years of service.
- 9.2 Grouping of employees as the basis for ESOP distribution:

Group	Factors of employee grouping
Group 1	Member of Board of Directors, Head of BOS, Chief Executive Officer.
Group 2	Member of the Board of Supervisors, Member of the Executive Board, Member of Councils/Committees under the Board of Directors.
Group 3	Chief Officer/Deputy Chief Officer; Staff at the level of Expert/Team Leader or higher who satisfy one of the following conditions: (i) have a 2024 performance classification result of Strong (A3) or higher, or (ii) Are Directors of business units that meet the scale requirements (scale requirements are decided by the Chief Executive Officer).
Group 4	The remaining employees have worked for 3 years and have a 2024 performance classification result of Outstanding (A2) or higher.

For other special cases, classify the subjects according to the proposal of the Chief Executive Officer and submit it to the Board of Directors for approval.

#### **Article 10. List of employees participating in the ESOP program and distribution method**

Based on the above employee groups, the Chief Executive Officer/HR Committee proposes specific selection and distribution of ESOP shares and submits them to the Board of Directors for approval at the time of implementation. ESOP shares are distributed directly to employees according to the list approved by the Board of Directors.

#### **Article 11. Transfer restrictions**

- 11.1. Shares issued under the ESOP Program are restricted from transfer within **01 year** from the end date of issuance (including cases where employees leave before this period). Benefits arising from the purchased shares (if any) will not be restricted from transfer.
- 11.2. Shareholders who are individuals or organizations whose representatives of capital contributions at ABBANK are members of the Board of Directors, members of the Supervisory Board, or Chief Executive Officer of the credit institution are not allowed to transfer shares during their tenure in accordance with the provisions of the Law on Credit Institutions and the Charter of ABBANK.

#### **Article 12. Handling of undistributed shares**

In case an employee does not purchase all the shares distributed under the ESOP Program, the Board of Directors shall consider and decide on the distribution of the remaining shares to other employees, ensuring compliance with the provisions of this Regulation on the purchase subjects and compliance with the share ownership limit, cross-ownership restrictions according to current law and the offering price is not lower than VND 10,000/share.

**Article 13. Program execution time**

- 13.1. The ESOP program is implemented after completing all required procedures and documents as prescribed by law and receiving a written notice of receipt of full ESOP share issuance report documents from the State Securities Commission;
- 13.2. The closing date for collecting money for purchasing ESOP shares must not exceed 45 days from the date the State Securities Commission notifies the receipt of complete documents reporting the issuance of ESOP shares.

**Article 14. Responsibility for implementation****14.1. Board of Directors**

Approve, issue and update the List of Employees participating in the ESOP Program and the number of shares distributed to Employees according to the principles specified in this Regulation proposed by the Human Resources Committee/ Chief Executive Officer to ensure that the list of Employees participating in the Program at the time of implementation is updated and complies with the conditions in this Regulation.

**14.2. Chairman of the Board of Directors:**

- a) Directing the preparation of documents, carrying out procedures for submission to the State Bank for approval, registering issuance with the State Securities Commission and organizing implementation after receiving the State Bank's capital increase approval document, the State Securities Commission's notice of receipt of full ESOP share issuance report documents;
- b) On behalf of the Board of Directors, decide and handle arising issues and other issues related to the implementation of this Regulation and the issuance of shares under the ESOP Program;
- c) Prepare and report issuance results, complete additional depository registration and additional trading/listing registration of newly issued shares and carry out other related legal procedures;
- d) Approve the request to buy back and distribute ESOP shares bought back from employees who leave before the transfer restriction period.

**14.3. Chief Executive Officer:**

- a) Organize the implementation of this Regulation;
- b) Propose a list of employees and the number of shares purchased under the ESOP Program, submit to the Board of Directors for approval;
- c) Coordinate with ABBANK Union to propose to the Chairman of the Board of Directors the repurchase and distribution of repurchased ESOP shares of employees who leave their jobs before the deadline;
- d) Direct and ensure effective internal communication of ESOP policy to ABBANK employees.

- 14.4. Employees participating in the ESOP Program are responsible for carefully researching before deciding to buy ESOP shares and complying with the provisions of this Regulation.

### **CHAPTER III.**

#### **IMPLEMENTATION PROVISION**

##### **Article 15. Effective Date**

- 15.1. This regulation takes effect from September 18, 2025.
- 15.2. Members of the Board of Directors, Chief Executive Officer; Head of Units and individuals are responsible for implementing this Regulation./.