



VIETNAM PUBLIC JOINT STOCK COMMERCIAL BANK

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Business Register Certificate No. 0101057919

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**DRAFT**

## **PROPOSAL**

**Re: Report on the implementation results of matters authorized to the Board of Directors and proposal to authorize the Board of Directors to perform certain matters between two General Meeting of Shareholders sessions**

To: General Meeting of Shareholders

Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Viet Nam on 17 June 2020, as amended and supplemented by Law No. 03/2022/QH15 dated 11 January 2022 and Law No. 76/2025/QH15 dated 17 June 2025 of the National Assembly;

Pursuant to the Law on Credit Institutions No. 32/2024/QH15 passed by the National Assembly of the Socialist Republic of Viet Nam on 18 January 2024, as amended and supplemented by Law No. 43/2024/QH15 dated 29 June 2024 and Law No. 96/2025/QH15 dated 27 June 2025 of the National Assembly;

Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Viet Nam on 26 November 2019, as amended and supplemented by Law No. 56/2024/QH15 dated 29 November 2024 of the National Assembly;

Pursuant to the Charter on Organization and Operation of Vietnam Public Joint Stock Commercial Bank;

Pursuant to Resolution No. 8009/NQ-DHDCD dated 18 April 2025 of the General Meeting of Shareholders of Vietnam Public Joint Stock Commercial Bank,

The Board of Directors of PVcomBank respectfully reports to the General Meeting of Shareholders on the results of implementation of the matters authorized by the previous General Meeting of Shareholders and respectfully submits to the General Meeting of Shareholders for approval the following authorizations to the Board of Directors:

### **I. Results of implementation of matters authorized by the previous General Meeting of Shareholders**

*1. Regarding “Approval of transactions and contracts valued from 20% to 35% of PVcomBank’s charter capital recorded in the latest audited financial statements between PVcomBank and its major shareholders, related persons of major shareholders of PVcomBank, subsidiaries and associates of PVcomBank”*

#### **Report content:**

During the implementation of credit extension activities for certain member units of Vietnam National Industry - Energy Group (Petrovietnam), a major shareholder of PVcomBank, PetroVietnam Technical Services Corporation (PTSC) requested a credit facility with a limit exceeding 20% of PVcomBank’s charter capital. Pursuant to the authorization granted by the General Meeting of Shareholders, the Board of Directors

of PVcomBank approved the Credit Agreement with PTSC with a total credit limit of VND 2,000 billion. However, up to the present, the actual credit extensions arising under the said Credit Agreement at all times have been valued at less than 20% of PVcomBank's charter capital.

2. Regarding *“Where PVcomBank handles non-performing loans in accordance with the Law on Credit Institutions and relevant legal documents, the Board of Directors of PVcomBank is authorized to:*

*- Approve plans for capital contribution to, or purchase of shares of, enterprises with a value from 20% to 40% of PVcomBank's charter capital recorded in the latest audited financial statements, provided that the total capital contribution and share purchase by PVcomBank in enterprises and credit institutions, including subsidiaries and associates of PVcomBank, must not exceed 40% of PVcomBank's charter capital and reserve funds;*

*- Decide on the purchase and sale of non-performing loans, assets of non-performing loans, and assets of the Bank formed from debt offsetting with a value from 20% to 50% of PVcomBank's charter capital recorded in the latest audited financial statements.”*

**Report content:**

PVcomBank did not incur any transactions or authorized work items in relation to non-performing loan handling.

3. Regarding *“Approval of the Bank Governance Regulation, the Regulation on organization and operation of the Board of Directors, and the Financial Regulation of PVcomBank, ensuring consistency with the Charter of PVcomBank and applicable laws”*

**Report content:**

The Board of Directors issued the Financial Regulation of PVcomBank Vietnam Joint Stock Commercial Bank No. 348/2025/QC-TCKT dated 30 December 2025 (replacing the Financial Regulation promulgated together with Decision No. 51/QD-PVB dated 01 October 2013 of the Board of Directors).

4. Regarding *“Matters related to amendments and supplements to the establishment and operation license of PVcomBank:*

- a) Decide to submit to the State Bank of Vietnam for approval of amendments and supplements to the contents of the establishment and operation license of PVcomBank;*
- b) Approve amendments and supplements to the scope of operations of PVcomBank after approval by the State Bank of Vietnam;*
- c) Approve and complete legal procedures for enterprise registration and other legal procedures in accordance with the law to implement the approval document of the State Bank of Vietnam.”*

**Report content:**

- On 3 January 2025, the Board of Directors of PVcomBank issued Resolution No. 155/NQ-PVB approving the proposal to request the State Bank of Vietnam to add “payment agency assignment” to the Establishment and Operation License of PVcomBank.

- On 26 April 2025, the Director General of the Banking Supervision Agency under the State Bank of Vietnam issued Decision No. 728/QD-QLGS5 on

supplementing the scope of operations in the Establishment and Operation License of Vietnam Public Joint Stock Commercial Bank. Accordingly, Clause 17 was added to Article 4 (Scope of Operations) of Establishment and Operation License No. 279/GP-NHNN dated 16 September 2013 issued by the Governor of the State Bank of Vietnam to PVcomBank, with the following operation: “assigning payment agents in accordance with regulations of the Governor of the State Bank of Vietnam”. The Decision took effect from the date of signing and forms an integral part of Establishment and Operation License No. 279/GP-NHNN of PVcomBank.

- On March 6, 2026, the Board of Directors of PVcomBank issued Resolution No. 3832/NQ-PVB requesting the State Bank of Vietnam (SBV) to approve the addition of the following activities to PVcomBank’s Establishment and Operation License: (i) participation in the Society for Worldwide Interbank Financial Telecommunication (SWIFT) system; (ii) participation in the international card payment system of Visa Worldwide Pte. Limited; (iii) participation in the international card payment system of Mastercard Asia/Pacific Pte. Ltd.; and (iv) participation in the international card payment system of JCB International Co., Ltd.

On June 23, 2026, the Director General of the Banking Supervision Agency under the State Bank of Vietnam issued Decision No. 44/QĐ-QLGS5 to supplement Point b, Clause 10, Article 4 of Establishment and Operation License No. 279/GP-NHNN dated September 16, 2013, granted by the Governor of the State Bank of Vietnam to PVcomBank, with the following authorized activities: participation in the SWIFT system; participation in the international card payment systems of Visa, Mastercard, and JCB.

- The above-mentioned Decision of the State Bank of Vietnam took effect from the date of signing and forms an integral part of PVcomBank’s Establishment and Operation License No. 279/GP-NHNN.

After receiving the approval decision from the State Bank of Vietnam, PVcomBank disclosed information in accordance with the Law on Credit Institutions.

## **II. Matters submitted for authorization by the General Meeting of Shareholders to the Board of Directors for implementation between two annual General Meeting of Shareholders sessions (2026-2027)**

To ensure that PVcomBank operates efficiently and in a timely manner, the Board of Directors respectfully submits to the General Meeting of Shareholders for authorization for the Board of Directors to approve and perform certain tasks between two General Meeting of Shareholders meetings as follows:

1. Authorize and assign the Board of Directors to continue carrying out procedures and handling arising matters related to ensuring that PVcomBank operates safely and efficiently and complies with applicable laws and guidance of competent State authorities, specifically as follows:

1.1. Approve contracts and transactions with a value ranging from 20% to 35% of the charter capital of PVcomBank as recorded in the most recently audited financial statements between PVcomBank and a major shareholder, a related person of a major shareholder of PVcomBank, a subsidiary or an associate company of PVcomBank; and approve draft contracts, transactions or principal contents of such contracts and transactions after approval.

1.2. Where PVcomBank handles non-performing loans in accordance with the Law on Credit Institutions and relevant legal documents, the Board of Directors of PVcomBank shall be entitled to:

a) Approve plans for capital contribution to, and purchase or sale of shares or capital contributions of PVcomBank in other enterprises and credit institutions where the expected contribution value, purchase price or book value in the case of sale of shares or capital contributions is from 20% to 40% of PVcomBank's charter capital recorded in the latest audited financial statements, provided that the total capital contribution and share purchase by PVcomBank in enterprises and credit institutions, including subsidiaries and associates of PVcomBank, must not exceed 40% of PVcomBank's charter capital and reserve funds;

b) Approve contracts and transactions for the purchase or sale of non-performing loans, assets of non-performing loans, and assets of the Bank formed from debt offsetting with a value from 20% to 50% of PVcomBank's charter capital recorded in the latest audited financial statements between PVcomBank and members of the Board of Directors, members of the Supervisory Board, the General Director, major shareholders of PVcomBank, related persons of managers, members of the Supervisory Board and major shareholders of PVcomBank, subsidiaries and associates of PVcomBank.

1.3. Approve the Bank Governance Regulation, the Regulation on organization and operation of the Board of Directors, and the Financial Regulation of PVcomBank, ensuring consistency with the Charter of PVcomBank and applicable laws.

2. The Board of Directors shall be responsible for reporting to the General Meeting of Shareholders on the results of implementation of matters authorized by the General Meeting of Shareholders at the nearest General Meeting of Shareholders. The Board of Directors shall implement the above matters in compliance with applicable laws and the Charter of PVcomBank.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval!

***Recipients:***

- PVcomBank shareholders;
- Field: Archives, Office of the Board of Directors.

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

**Nguyen Dinh Lam**