

PROPOSAL

OF THE BOARD OF DIRECTORS OF VNDIRECT SECURITIES CORPORATION

Regarding the approval of the 2025 Audited Financial Statements; the dividend rate and profit distribution for 2025; the selection of the audit firm and review of the 2026 Financial Statements; the remuneration/allowances of members of the Board of Directors and the Board of Supervisors and salaries of the Executive Board; amendments and supplements to the Company's Charter; and bond listing

Dear: Esteemed Shareholders of VNDIRECT Securities Corporation

The Board of Directors (the “BOD”) of VNDIRECT Securities Corporation (the “Company”) respectfully submits to the General Meeting of Shareholders (the “Meeting”) for consideration, discussion and approval of the following matters:

I. The Company’s audited financial statements for 2025

The BOD respectfully submits to the Meeting for approval the Company’s audited financial statements for 2025 audited by Ernst & Young Vietnam Limited with several key indicators (according to the standalone financial statements) as follows:

No.	Indicator	Value (VND billion)¹
1.	Total assets	51.629
2.	Owners’ equity	20.903
3.	Total operating revenue	5.091
4.	Profit before tax	2.508
5.	Profit after tax	2.022
6.	Total undistributed profit	5.680

According to the opinion of the Auditor in the Independent Auditor’s Report, the financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2025, and its operating results, cash flows and changes in owners’ equity for the financial year then ended, in accordance with Vietnamese Accounting Standards, the Vietnamese Corporate Accounting System, accounting guidance applicable to securities companies, and relevant legal regulations on the preparation and presentation of financial statements.

The full text of the 2025 audited financial statements has been published on the Company’s website at www.vndirect.com.vn.

II. Dividend rate and profit distribution for 2025

Based on the 2025 business results audited by Ernst & Young Vietnam Limited, the BOD respectfully submits to the Meeting for approval the plan for dividend payment and profit distribution for 2025 as follows:

¹ Rounding numbers and exact figures to the unit are stated in the financial statements.

No.	Indicator	Value ²	Unit
1.	Profit after tax for 2025	2.022	VND billion
2.	Provision for the reward and welfare fund (5% of profit after tax * plan completion ratio)	138	VND billion
3.	Remaining profit for 2025 to be distributed to shareholders	1.884	VND billion
4.	Accumulated remaining profit from previous years	5.542	VND billion
5.	Cash dividend payment to shareholders ³	5	%

III. Selection of the audit firm and review of the 2026 Financial Statements

The BOD respectfully submits to the General Meeting of Shareholders for approval the selection of one of the following audit firms as the approved auditing organization to audit the Company's financial statements and financial safety ratio report for 2026: (i) Ernst & Young Vietnam Limited; (ii) KPMG Limited; (iii) Deloitte Vietnam Audit Company Limited; (iv) AASC Auditing Firm Company Limited; (v) Moore AISC Auditing and Informatics Services Company Limited; and (vi) Auditing and Accounting Financial Consultancy Service Company Limited (AASCS). These audit firms have been approved by the State Securities Commission to conduct audits for listed companies and are completely independent from the Company and the Company's management personnel.

To ensure the efficiency of the audit firm selection, the BOD respectfully submits to the General Meeting of Shareholders for authorization for the BOD to review, negotiate and decide on the selection of one of the above-mentioned firms to enter into the audit services contract for the Company's financial statements and financial safety ratio report for 2026.

IV. Remuneration/allowances of members of the Board of Directors and Board of Supervisors, and salaries of the Executive Board

The BOD reports and submits to the Meeting for approval the matters regarding payment of remuneration and allowances to members of the BOD and the Board of Supervisors (the "BOS"), and salaries of the Executive Board and other managers as follows:

* The total remuneration/allowances paid to members of the BOD and the BOS in 2025 was VND 1.320 billion, of which: the remuneration/allowances paid to each BOD member was VND 16 million/person/month; and the remuneration/allowances paid to each BOS member was VND 10 million/person/month.

The salaries and bonuses of the CEO and members of the Executive Board/other managers of the Company in 2025 amounted to VND 18.57 billion. The salaries and bonuses of the CEO and members of the Executive Board/other managers were paid by the Company on the basis of employment contracts and according to the actual period of holding office of each member.

Details of the salaries, remuneration/allowances and bonuses of each member of the BOD, the BOS, the CEO and members of the Executive Board/other managers are stated in the 2025 audited financial statements, section 32.1 (page 63), and have been disclosed on the Company's website at www.vndirect.com.vn.

² Rounding numbers and exact figures to the unit are stated in the financial statements.

³ The expected dividend payment is based on the number of outstanding shares at the record date for dividend entitlement of the Company.

* The remuneration/allowances to be paid to members of the BOD and the BOS in 2026 (and until the next annual General Meeting of Shareholders) are as follows: the remuneration/allowances paid to each BOD member shall be VND 16 million/person/month; and the remuneration/allowances paid to each BOS member shall be VND 10 million/person/month.

The remuneration paid to members of the BOD and the BOS shall be paid by the Company according to the actual period of holding office of each member, on a monthly basis.

V. Approval of the listing of the Company's bonds on the securities trading system

In 2026 and 2027, depending on the Company's actual operations and securities market conditions, VNDIRECT may conduct public offerings of bonds to raise capital for the Company. To ensure the interests of bondholders and comply with relevant laws, the Board of Directors respectfully submits to the Esteemed Shareholders for approval the listing of the publicly offered bonds of the Company on the securities trading system. Details are as follows:

Approval of the listing of all bonds publicly offered by VNDIRECT in 2026 and 2027. All bonds publicly offered by VNDIRECT shall be registered and deposited with the Vietnam Securities Depository and Clearing Corporation and registered for listing on the securities trading system of the Hanoi Stock Exchange (or another stock exchange of Vietnam, if so provided by law) after VNDIRECT completes the public offering of bonds. The Board of Directors of the Company is assigned and authorized to: (i) decide in detail on the listing of the bonds on the Hanoi Stock Exchange (or another stock exchange of Vietnam, if so provided by law); and (ii) decide on all matters and organize the implementation of all work relating to the listing of the bonds on the securities trading system.

VI. Amendments and supplements to the Company's Charter

Based on practical requirements in the governance and management of the Company, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval the amendments and supplements to several provisions of the Company's Charter as follows:

1. Amend and supplement Points c and d, Clause 1, Article 1 of the Charter on interpretation of terms as follows:

“c) The Law on Enterprises means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and the Law Amending and Supplementing a Number of Articles of the Law on Enterprises No. 76/2025/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2025;

d) The Law on Securities means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and the Law Amending and Supplementing a Number of Articles of the Law on Securities, the Law on Accounting, the Law on Independent Audit, the Law on State Budget, the Law on Management and Use of Public Assets, the Law on Tax Administration, the Law on Personal Income Tax, the Law on National Reserves and the Law on Handling of Administrative Violations No. 56/2024/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024, effective from January 01, 2025”.

The above amendments and supplements are intended to ensure that the Company's Charter is consistent with the latest legal regulations. At the same time, they help ensure that the Company's Charter complies with current laws, avoid conflicts with newly issued regulations, and provide a solid legal basis for the Company's governance and management activities.

2. Amend Clause 3, Article 2 of the Charter on the registered head office of the Company as follows:

“Head office address: No. 1 Nguyen Thuong Hien, Hai Ba Trung Ward, Hanoi City, Vietnam.”

The update of the Company’s head office address as stated above is intended to ensure consistency with changes in administrative boundaries, while ensuring accuracy and compliance with current legal regulations.

3. Supplement Point s, Clause 2, Article 15 of the Company’s Charter on rights and obligations of the General Meeting of Shareholders as follows:

“s) Approve the transactions prescribed in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government, as amended by Clause 84, Article 1 of Decree No. 245/2025/ND-CP, effective from September 11, 2025;”

The above supplement is intended to update the provisions of Decree No. 155/2020/ND-CP as amended and supplemented by Decree No. 245/2025/ND-CP, ensuring that the Company’s Charter is consistent with current legal regulations.

4. Amend and supplement Point d, Clause 4, Article 25 of the Company’s Charter on nomination and self-nomination of members of the Board of Directors as follows:

“4. Members of the Board of Directors must satisfy the criteria and conditions prescribed in Clause 1, Article 155 of the Law on Enterprises, securities laws, this Charter and the following specific requirements:

d) Not concurrently serving as a member of the Board of Directors or Members’ Council of more than 05 other companies.”

The above amendment and supplement are intended to ensure consistency with Clause 78, Article 1 of Decree No. 245/2025/ND-CP (amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities), effective from September 11, 2025.

5. Amend Clause 3, Article 26 of the Company’s Charter on the composition and term of office of members of the Board of Directors as follows:

“3. The composition of the Board of Directors shall be as follows:

- The composition of the Board of Directors of the company must ensure that there is at least 01 non-executive member of the Board of Directors. The Company shall minimize, to the maximum extent, members of the Board of Directors concurrently holding executive positions in the Company to ensure the independence of the Board of Directors.

- The total number of members of the Board of Directors must include at least 01 independent member.”

The above amendment and supplement are intended to ensure consistency with Clause 79, Article 1 of Decree No. 245/2025/ND-CP (amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities), effective from September 11, 2025.

6. Supplement Clause 5a after Clause 5, Article 43 of the Company’s Charter on duty of honesty and prevention of conflicts of interest as follows:

“5a. The CEO must not be a related person of a manager of the Company, a Supervisor of the Company and the parent company, a representative of state capital, or a representative of the enterprise’s capital contribution at the Company and the parent company as prescribed at Point d, Clause 46, Article 4 of the Law on Securities.”

The above supplement is intended to ensure consistency with Clause 83, Article 1 of Decree No. 245/2025/NĐ-CP (amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities), effective from September 11, 2025.

7. Amend and supplement the contents regarding the legal bases for issuance and effectiveness in the introductory section and Clause 1, Article 60 of the Charter.

The Board respectfully submits to the General Meeting of Shareholders for approval the amendments and supplements to the Company's Charter in accordance with the contents presented above. The legal representative of the Company is assigned to complete and sign for issuance the amended and supplemented Charter with the above contents. The amended and supplemented Charter shall take effect from the date of approval by the General Meeting of Shareholders.

The above are the matters submitted by the Board of Directors to the General Meeting of Shareholders for consideration and approval.

Respectfully.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRWOMAN OF THE BOD**

Pham Minh Huong

Note: This document may be amended/supplemented and submitted to the General Meeting of Shareholders for consideration and decision at the meeting.