

*Draft*

**RESOLUTION**

**THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**VNDIRECT SECURITIES CORPORATION**

\*\*\*

**THE GENERAL MEETING OF SHAREHOLDERS**

**VNDIRECT SECURITIES CORPORATION**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and its amendments, supplements and guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019 and its amendments, supplements and guiding documents;
- Pursuant to the Charter of VNDIRECT Securities Corporation;
- Pursuant to the Minutes of the 2026 Annual General Meeting of Shareholders of VNDIRECT Securities Corporation dated May 18, 2026.

**RESOLVES**

**Article 1. Approval of the Report of the Board of Directors on governance and the 2025 performance of the Board of Directors and each member of the Board of Directors**

The 2026 Annual General Meeting of Shareholders (the “General Meeting of Shareholders”) approves the Report of the Board of Directors (the “BOD”) on governance and the 2025 performance of the Board of Directors and each member of the Board of Directors. Details are set out in the Appendix attached to this Resolution.

**Article 2. Approval of the Report of the Board of Management on the Company’s 2025 business performance and 2026 business plan**

The General Meeting of Shareholders approves the Report of the Board of Management on the Company’s 2025 business performance and 2026 business plan. Details are set out in the Appendix attached to this Resolution.

**Article 3. Approval of the Report of the Board of Supervisors on the Company’s business results, performance of the Board of Directors and the Board of Management, and assessment of the 2025 performance of the Board of Supervisors and Supervisors**

The General Meeting of Shareholders approves the Report of the Board of Supervisors on the Company’s business results, performance of the Board of Directors and the Board of Management, and assessment of the 2025 performance of the Board of Supervisors and Supervisors. Details are set out in the Appendix attached to this Resolution.

**Article 4. Approval of the Company’s audited financial statements for 2025**

The General Meeting of Shareholders approves the Company’s 2025 financial statements audited by Ernst & Young Vietnam Limited. Certain key indicators according to the Company’s financial

statements are as follows:

No.	Indicator	Value (VND billion)
1.	Total assets	51.629
2.	Equity	20.903
3.	Total net revenue	5.091
4.	Profit before tax	2.508
5.	Profit after tax	2.022
6.	Total undistributed profits	5.680

#### **Article 5. Approval of the 2025 dividend rate and profit distribution**

The General Meeting of Shareholders approves the Company's 2025 dividend payment and profit distribution as follows:

No.	Indicator	Value	Unit
1.	Profit after tax in 2025	2.022	VND billion
2.	Appropriation to the bonus and welfare fund (5% of profit after tax * plan completion rate)	138	VND billion
3.	Remaining profit for 2025 available for distribution to shareholders	1.884	VND billion
4.	Accumulated remaining profits from previous years	5.542	VND billion
5.	Cash dividend payment to shareholders	5	%

The General Meeting of Shareholders approves the engagement of one of the following auditing firms, being approved auditing organizations, 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) Southern Auditing and Accounting Financial Consulting Services Company Limited (AASCS). These auditing organizations have been permitted by the State Securities Commission to audit listed companies and are fully independent from the Company and the Company's managers.

The General Meeting of Shareholders authorizes the BOD to appraise, negotiate and decide on the selection of one of the above auditing firms to enter into an audit service contract for the Company's 2026 financial statements and financial safety ratio report.

#### **Article 7. Approval of the payment of remuneration/allowances to the BOD and the Board of Supervisors, and salaries of the Board of Management**

The General Meeting of Shareholders approves the payment of remuneration and allowances to members of the BOD and the Board of Supervisors, and salaries of the Board of Management and other managers, as follows:

\* The total remuneration/allowances paid to members of the BOD and the Board of Supervisors in 2025 was VND 1.320 billion, of which the remuneration/allowance paid to each BOD member was VND 16 million/person/month and the remuneration/allowance paid to each member of the

Board of Supervisors was VND 10 million/person/month.

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

Details of salaries, remuneration/allowances and bonuses of each member of the BOD, the Board of Supervisors, the Chief Executive Officer and members of the Board of Management/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](http://www.vndirect.com.vn).

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

Remuneration paid to members of the BOD and the Board of Supervisors shall be paid by the Company based on the actual period of office of each member, on a monthly basis.

#### **Article 8. Approval of amendments and supplements to the Company's Charter**

The General Meeting approves the amendments and supplements to the Company's Charter with the contents set out in the Appendix attached to this Resolution.

The new Charter (as amended and supplemented) is set out in the Appendix attached to this Resolution. The new Charter (as amended and supplemented) shall be signed by the Company's legal representative, take effect from the date of approval by the General Meeting of Shareholders, and replace the current Charter.

#### **Article 9. 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 the securities market, VNDIRECT may conduct a public offering of bonds to raise capital for the Company. To ensure the interests of bondholders and comply with relevant laws, the Company's Board of Directors respectfully submits to the Shareholders for approval the listing of the Company's publicly offered bonds on the securities trading system. Details are as follows:

Approval is granted for the listing of all bonds publicly offered by VNDIRECT in 2026 and 2027. All bonds publicly offered by VNDIRECT shall be registered and deposited at 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 Company's Board of Directors 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 tasks relating to the listing of the Bonds on the securities trading system.

**Article 10. Approval of the private placement plan**

The General Meeting of Shareholders approves the Company's private placement of shares. Details of the approved private placement are set out in the Appendix attached to this Resolution.

**Article 11. Approval of the public offering plan.**

The General Meeting of Shareholders approves the Company's public offering of shares to existing shareholders. Details of the share issuance are set out in the Appendix attached to this Resolution.

**Article 12. Approval of the plan for offering shares under the employee stock option program**

The General Meeting approves the Company's offering of shares under the employee stock option program. Details of the offering of shares under the employee stock option program are set out in the Appendix attached to this Resolution.

**Article 13. Implementation effect**

The decisions and contents set out in this Resolution have been approved by the 2026 Annual General Meeting of Shareholders of VNDIRECT Securities Corporation and shall take effect from the date of signing and issuance.

The Board of Directors, the Board of Supervisors and the Board of Management of the Company shall be responsible for implementing this Resolution.

**ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS  
CHAIRWOMAN OF THE BOARD OF DIRECTORS**

**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.*

**APPENDIX 1: REPORTS APPROVED AT THE 2026 ANNUAL GENERAL MEETING  
OF SHAREHOLDERS**

*(Attached to the Resolution of the 2026 Annual General Meeting of Shareholders of  
VNDIRECT Securities Corporation)*

## APPENDIX 2

### AMENDMENTS AND SUPPLEMENTS TO THE COMPANY'S CHARTER APPROVED AT THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

*(Attached to the Resolution of the 2026 Annual General Meeting of Shareholders of  
VNDIRECT Securities Corporation)*

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

*“c) Law on Enterprises means the Law on Enterprises No. 59/2020/QH14 adopted 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 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2025;*

*d) Law on Securities means the Law on Securities No. 54/2019/QH14 adopted 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, Law on Accounting, Law on Independent Audit, Law on State Budget, Law on Management and Use of Public Assets, Law on Tax Administration, Law on Personal Income Tax, Law on National Reserves, and Law on Handling of Administrative Violations No. 56/2024/QH15 adopted by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024, effective from January 1, 2025.”*

The above supplements are intended to ensure the consistency of the Company's Charter with the latest legal regulations. They also help the Company's Charter comply with current laws, avoid conflicts with newly issued regulations, and establish a solid legal basis for the Company's governance and management activities.

2. Amending Clause 3, Article 2 of the Charter on the Company's registered office as follows:  
**“Head office address: No. 1 Nguyen Thuong Hien, Hai Ba Trung Ward, Hanoi City, Vietnam.”**

The update to the Company's head office address is intended to align with changes in administrative boundaries and ensure accuracy and compliance with current laws.

3. Supplementing Point s, Article 15 of the Company's Charter on the rights and obligations of the General Meeting of Shareholders as follows:

*“s) To approve the transactions prescribed in Clause 4, Article 293 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, 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 laws.

4. Amending and supplementing 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 standards and conditions prescribed in Clause 1, Article 155 of the Law on Enterprises, securities laws, this Charter, and the following specific regulations:*

*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 ensure compliance with Clause 78, Article 1 of Decree No. 245/2025/ND-CP (amending and supplementing a number of articles of Government Decree No.

155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities), effective from September 11, 2025.

5. Amending 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 structure of the Board of Directors shall be as follows:*

*- The structure of the Company's Board of Directors must ensure that at least 01 member of the Board of Directors is a non-executive member. The Company shall minimize the number of 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 ensure compliance with Clause 79, Article 1 of Decree No. 245/2025/ND-CP (amending and supplementing a number of articles of Government Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities), effective from September 11, 2025.

6. Supplementing 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 Chief Executive Officer must not be a related person of a manager of the Company, a Supervisor of the Company and its parent company, a representative of state capital, or a representative of enterprise capital at the Company and its parent company as prescribed at Point d, Clause 46, Article 4 of the Law on Securities."*

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

7. Amending and supplementing the contents on the legal bases for issuance and effectiveness in the preamble and Clause 1, Article 60 of the Charter.

**AMENDED AND SUPPLEMENTED CHARTER OF THE COMPANY**  
*(Attached to the Resolution of the 2026 Annual General Meeting of Shareholders of  
VNDIRECT Securities Corporation)*

**APPENDIX 3**  
**SHARE ISSUANCE PLAN APPROVED AT THE 2026 ANNUAL GENERAL MEETING**  
**OF SHAREHOLDERS**

*(Attached to the Resolution of the 2026 Annual General Meeting of Shareholders of  
VNDIRECT Securities Corporation)*

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