

**VIETNAM ASIA  
COMMERCIAL JOINT  
STOCK BANK**

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence – Freedom – Happiness**

No.: 61/2026/BC-HĐQT

*Ha Noi, April 03 2026*

**REPORT OF THE BOARD OF DIRECTORS  
ON 2025 PERFORMANCE AND 2026 ORIENTATION**

**To: The General Meeting of Shareholders of Vietnam Asia Commercial Joint  
Stock Bank**

The Board of Directors “BOD” of Vietnam Asia Commercial Joint Stock Bank (VAB) respectfully report to the esteemed shareholders on the 2025 performance of the BOD and the operational orientation for 2026 as follows:

**I. GLOBAL AND VIETNAMESE ECONOMIC SITUATION IN 2025**

In 2025, the global socio-economic continues to face significant volatility and uncertainty driven by armed conflicts, strategic competition among major powers, trade wars, natural disasters, and climate change. These factors have intensified challenges related to global energy security and food security. Nevertheless, some positive signals have gradually emerged, as inflation in many countries shows a downward trend, monetary and fiscal policies are eased to support growth, and financial conditions improve. Investment in new technologies, particularly artificial intelligence (AI), has become a key driver in enhancing productivity and the competitiveness of economies.

In this context, several international organizations have revised upward their global growth forecasts for 2025. The IMF and EU forecast global growth at approximately 3.2% and 3.1%, respectively; Fitch Ratings forecast 2.5%; while the OECD maintains its projection at 3.2%, although overall still lower than the growth level recorded in 2024. In Southeast Asia, Vietnam is assessed as the fastest-growing economy, with projected growth ranging from 6.2% to 7.4%.

Domestically, 2025 marks the final year of implementing the 2021–2025 “Five-Year Socio-Economic development plan”, alongside strong efforts in organizational reform, institutional improvement, and digital transformation. Despite adverse impacts from natural disasters, storms, and climate change, under the leadership of the Party and the decisive, flexible direction of the Government, Vietnam’s economy has maintained macroeconomic stability, controlled inflation, and ensured major economic balances.

As a result, Vietnam’s GDP 2025 growth 8.02%, with agriculture, forestry and fisheries growing by 3.78%; industry and construction by 8.95%; and services by 8.62%. Monetary policy has been proactively managed, interest rates remain at relatively low levels, credit growth is maintained at a reasonable pace, and the financial and monetary

markets remain broadly stable - thereby supporting economic growth and ensuring social welfare.

## **II. 2025 OPERATIONAL PERFORMANCE OF VAB**

### **1. Business performance in 2025**

In 2025, Vietnam Asia Commercial Joint Stock Bank (VAB) recorded a year of significant positive developments and key milestones across financial performance, governance, network expansion, and digital transformation. VAB officially listed its shares on the Ho Chi Minh City Stock Exchange (HOSE), thereby enhancing its market position, reputation, and transparency in the capital market. At the same time, VAB was approved by the State Bank of Vietnam to increase its charter capital to VND 11,495 billion, creating a solid foundation to expand operations, strengthen competitiveness, and meet increasingly stringent regulatory requirements.

Alongside strengthening its financial foundation, VAB continued to review and optimize its network planning. The Bank launched new transaction offices in Tu Son (Bac Ninh) and Thuy Nguyen (Hai Phong), following the relocation of Cai Rang and Phu An transaction offices (under Can Tho Branch). This restructuring enhances network coverage, captures growth opportunities in dynamic economic regions, and improves accessibility and service quality for both corporate and retail customers.

In 2025, VAB also made notable progress in its digital transformation journey. The Bank successfully migrated its mobile banking application from VietABank EzMobile to the new-generation digital banking platform under the VietABank app, delivering a more modern, convenient, and secure customer experience. In addition, the application of artificial intelligence (AI) in operations has contributed to improving productivity, optimizing processes, and enhancing overall system efficiency.

Concurrently, VAB continuously introduced a range of products and promotional programs, such as free international money transfers, the “Dac Loi Savings” product, and the “Golden Interest Rate – Vibrant Business” program, aimed at helping customers optimize costs and improve business efficiency. Notably, the Bank has actively implemented practical support programs for enterprises, including the signing of an indirect lending framework agreement with the Small and Medium Enterprise Development Fund (SMEDF), thereby expanding access to preferential funding for SMEs.

In addition to its business achievements, VAB has also been recognized with several prestigious awards, including: Outstanding Bank Supporting SMEs, Top 500 Largest Enterprises in Vietnam 2025, and Top 10 Most Favorite Brands in 2025.

The detailed results are as follows:

#### **1.1. Financial performance in 2025**

VAB’s operating results in 2025 recorded solid growth in both scale and efficiency. Key financial indicators improved compared to the previous year, with 5 out of 6

financial targets assigned by the General Meeting of Shareholders (GMS) under Resolution No. 02/2025/NQ-DHDCD dated April 26, 2025 successfully achieved. Key financial highlights are as follows:

*Unit: billion VND, %*

No.	Key metrics	2024 actual	2025 actual	2025 target	% Target achieved
1	Total assets	119,832	140,486	128,381	109.4%
2	Deposits from customers and valuable papers issued	92,434	104,039	101,007	103.0%
3	Credit outstanding (*)	79,916	88,742	88,110	100.7%
4	Pre-tax profit	1,086	1,646	1,306	126.0%
5	Charter capital	5,400	8,164	11,582	70.5%
6	Non - performing loan ratio	1.37%	1.31%	<3%	Completed

(\*) *The credit growth plan was adjusted according to the credit limit assigned by the SBV in official letters No. 10699/NHNN-CSTT (December 30, 2024), No. 6643/NHNN-CSTT (July 31, 2024)*

- Pre-tax profit reached 1,646 billion dong, up 51.6% year-over-year (increasing by 560 billion dong), achieving 126% of the target set in Resolution No. 02. The return on average equity (ROE) was 17.3%.

- Total assets reached 140,486 billion dong, achieving 109.4% of the 2025 target and increasing by 17.2% year-over-year. Deposits from customers and valuable papers issued reached 104,039 billion dong, achieving 103% of the target and increasing by 12.6% from the previous year. Credit outstanding reached 88,742 billion dong, rising by 11% year-over-year and utilizing 100% of the SBV- assigned credit growth limit.

- VAB strengthened credit risk assessment, enhanced fund utilization monitoring, and accelerated debt recovery, keeping non-performing loans (NPLs) under control. By the end of 2025, total NPLs were 1,164 billion dong, with the NPL ratio dropping slightly by 0.06% to 1.37%, remaining below the 3% regulatory threshold. At the same time, VAB has restructured its lending activities toward a more focused approach, prioritizing credit growth in targeted sectors in line with strategic orientations. The classification of loans, provisioning, and the utilization of provisions for risk resolution have been conducted in compliance with applicable legal regulations (details are provided in the audited financial statements submitted to and approved by the General Meeting of Shareholders).

- As of December 31, 2025, VAB’s total equity reached VND 10,155 billion, an increase of VND 1,298 billion compared to 2024, further strengthening its financial foundation and enhancing capital self-sufficiency. Of which, charter capital amounted to VND 8,164 billion, up VND 2,764 billion year-on-year. In 2025, VAB was approved by the State Bank of Vietnam to increase its charter capital to VND 11,495 billion through the implementation of three capital raising plans. However, as of December 31, 2025, the Bank has only completed the increase to VND 8,164 billion through a share issuance from equity. The remaining two plans—rights offering to existing shareholders and ESOP issuance—were not implemented during 2025 due to less favourable stock market conditions toward year-end, with limited market liquidity and relatively low average trading value. To ensure maximum benefits for shareholders and optimal timing, VAB proactively deferred these two capital raising plans while continuing to closely monitor market conditions for more favourable execution.

- Tier 2 capital: In 2025, to strengthen Tier 2 capital, enhance financial capacity, and comply with regulatory safety ratios, VAB conducted four bond issuances through both public offerings and private placements. The total offering value reached VND 1,300 billion, with total successful issuance amounting to VND 991.63 billion.

- With its efforts and financial results in 2025, VAB was assigned a B+ rating with a “Stable Outlook” by Fitch Ratings.

- VAB complied with regulatory limits on prudential ratios in accordance with applicable laws and the regulations of the State Bank of Vietnam.

## **1.2. Risk Management**

The internal control system has been continuously strengthened and enhanced, ensuring effective identification, prevention, and timely mitigation of emerging risks. Key banking safety indicators are regularly monitored, and the Bank fully complies with the State Bank of Vietnam’s regulations on reporting regimes, capital adequacy requirements, operational safety management, and risk control in business activities.

VAB has conducted a comprehensive review and update of its internal regulatory framework to align with changes under the Law on Credit Institutions 2024, the Land Law 2024, and related implementing decrees and circulars. The Bank continues to implement and apply capital adequacy ratio (CAR) calculation tools in accordance with Circular 41 and ICAAP, meeting the State Bank of Vietnam’s requirements for Basel II compliance. In addition, VAB has completed the development of regulations related to asset management and credit approval processes, and has reviewed and enhanced the handling of system alerts for unusual transactions (including those with signs of fraud, scams, or legal violations)...

## **1.3. Human resources**

As of December 31, 2025, VAB’s total headcount reached 1,632 employees, an increase of 35 employees compared to the end of 2024 (1,597 employees), meeting the

requirements for business expansion and network development. During the year, the Bank continued to diversify and expand its recruitment channels to attract high-quality talent aligned with its sustainable development strategy.

In parallel with recruitment efforts, VAB strengthened training programs on professional expertise and soft skills for both new hires and existing employees. The Bank also enhanced internal communication and reinforced adherence to its Code of Ethics and Corporate Culture, contributing to the development of a professional, disciplined, and cohesive working environment.

The Bank conducted reviews and updates of several key internal regulations, including the Charter on Organization and Operations, periodic performance evaluation policies, grassroots democracy regulations, and job grading frameworks, ensuring alignment with operational realities and prevailing legal requirements. At the same time, VAB adjusted its compensation policies to be more closely linked with performance, maintained periodic salary review mechanisms, and continued implementing annual employee benefits programs, thereby enhancing employee motivation and engagement.

In addition, succession planning and talent development programs, such as VAB NextGen and the Talent Pool, have been consistently maintained and systematically implemented, building a pipeline of high-potential management personnel to support the Bank's long-term development objectives.

#### **1.4. Information Technology and Digital Transformation**

In 2025, in line with the IT Development Strategy to 2025 with a vision to 2030, VAB continued to prioritize investments in upgrading and enhancing its technology infrastructure to improve operational efficiency, ensure system stability, and strengthen scalability in response to the Bank's growth needs. The adoption of advanced technology platforms has enabled VAB to process transactions faster and more accurately, enhance security and data protection, and strictly comply with anti-money laundering (AML) regulations. This serves as a critical foundation for diversifying products, developing new service channels, and strengthening competitiveness in the digital banking market.

In digital banking services, VAB successfully migrated its mobile banking platform from VietABank EzMobile to the new-generation VietABank application, delivering a more modern, user-friendly experience and effectively supporting customers' payment and online shopping needs. The Bank also expanded offerings such as customized account numbers, 8-digit preferred accounts, and nickname-based accounts; and developed online password reset functionalities on its digital banking platform, enhancing security and safeguarding customers' legitimate interests.

At the same time, VAB continued to implement several key technology projects, including the CDM project, the Omni-channel platform for corporate customers, and the VAB EZShop ecosystem for household businesses, aiming to meet diverse transaction,

financial management, and business development needs of both individual and corporate clients.

In internal operations, VAB further promoted digitalization and automation, including the development of HR management and e-learning applications; upgrades to the internal workflow management system (iBPM); deployment of the iLOS system for credit approval and loan file management; implementation of customer authentication and biometric data collection solutions; and enhancements to the AML system to improve risk control effectiveness and regulatory compliance.

### **1.5. Business network, brand communication, and community engagement**

In 2025, VAB focused on restructuring its business network, completing the relocation of the head offices of six (06) business units (including the relocation of underperforming transaction offices to new locations in Hai Phong and Bac Ninh), and renovating and upgrading 46 business units. As at December 31, 2025, VAB's operating network comprised 98 locations, including the Head Office, 24 branches, and 73 transaction offices.

#### *(i) Brand image and identity:*

In 2025, brand identity at storefronts and transaction counters across business locations was upgraded and standardized in line with new guidelines. The Bank also conducted regular reviews and assessments of operational efficiency and physical facilities to promptly relocate, renovate, and upgrade locations, ensuring alignment with business requirements and optimal customer service.

#### *(ii) Brand communication activities:*

VAB refined its brand identity in a modern, minimalist, and digital-oriented direction, enhancing consistency and brand recognition. The Bank strengthened community engagement marketing activities and implemented corporate social responsibility (CSR) programs to improve brand image and foster long-term customer relationships. At the same time, VAB emphasized the development of corporate culture through internal and customer-facing communication initiatives, bringing its brand and values closer to the public.

#### *(iii) Community responsibility:*

In addition to business operations, VAB actively organized blood donation drives with broad employee participation and implemented charitable programs in areas where it operates. The Bank also proactively introduced various support measures for customers, particularly small and medium-sized enterprises (SMEs), through preferential interest rate programs, tailored credit packages, and partnership-oriented policies, thereby contributing to business development and sustainable growth.

### **1.6. Results of the Board of Directors' supervision over the Executive Management**

The Board of Directors' supervisory activities over the Executive Management are carried out in accordance with VAB's Internal Governance Regulations. The Board of Directors acknowledges and highly appreciates the results and efforts of the Executive Management in 2025, specifically as follows:

- The Board of Directors supervises the activities of the Executive Management through monthly briefings and quarterly Board meetings, providing close guidance and direction on the Bank's operations. On that basis, the Executive Management has effectively implemented the orientations set by the Board. In 2025, the Bank fulfilled 5 out of 6 assigned targets, with total assets, deposits, outstanding loans, and profit before tax exceeding the plan.

- The Executive Management has complied with the Law on Credit Institutions, the Charter of VAB, the Resolutions of the General Meeting of Shareholders, and the Resolutions of the Board of Directors in directing, managing, and operating the Bank's activities.

- The risk management and operational systems have been comprehensively strengthened, ensuring safety and enhancing operational efficiency.

- Human resources have been recruited and trained in line with development needs; employee welfare programs have been effectively implemented, contributing to the retention and development of a core workforce.

- The information technology system has been invested in, upgraded, and operated safely, promptly meeting operational requirements and enhancing customer experience.

- Facilities and the transaction network have been renovated and upgraded, contributing to strengthening VAB's brand image and building customer trust in transactions.

### **1.7. Report on transactions with subsidiaries and related parties of VAB**

In 2025, VAB engaged in transactions with related parties and complied with the applicable regulations on information disclosure. (Details of such transactions are presented in the 2025 Corporate Governance Report of Vietnam Asia Commercial Joint Stock Bank and have been disclosed on VAB's official website).

### **1.8. Information disclosure in accordance with the Law on Credit Institutions**

- VAB has complied with and ensured the disclosure of information relating to members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, and Deputy Chief Executive Officers in accordance with Clause 1, Article 49 of the Law on Credit Institutions. In addition, related parties of these positions have been declared and disclosed in the periodic Corporate Governance Reports in 2025.

- For shareholders holding 1% or more of the charter capital, VAB has disclosed the relevant information on its official website and reported to the State Bank of Vietnam in accordance with applicable regulations.

### **1.9. Implementation of VAB's restructuring plan up to 2025**

- On the basis of the orientation to develop the “Restructuring Plan of VAB associated with the resolution of non-performing loans for the period 2021–2025,” as approved by the 2023 Annual General Meeting of Shareholders, VAB has periodically reported on implementation results on a quarterly basis in accordance with the regulations and directives of the State Bank of Vietnam. In 2025, the Bank proactively implemented the restructuring plan, ensuring full compliance with quarterly and annual reporting requirements.

- By the end of 2025, VAB had completed 7 out of 10 restructuring targets. Specifically: total assets reached 109.43% of the plan; outstanding credit reached 102.9% of the plan; customer deposits (Market 1) reached 103% of the plan; equity reached 94.3% of the plan; profit before tax reached 156.34% of the plan; and the on-balance sheet non-performing loan ratio was controlled below 3%. The remaining three (03) targets that the Bank continues to focus on are: increasing charter capital; raising the proportion of non-credit income in total income; and improving the capital adequacy ratio (CAR).

#### **1.10. Report on the public disclosure of the list of customers subject to Article 135 of the Law on Credit Institutions**

Pursuant to Article 13 of Circular No. 09/2024/TT-NHNN dated June 28, 2024, VAB hereby reports to the General Meeting of Shareholders on lending to restricted credit exposure subjects as prescribed in Clause 1, Article 135 of the Law on Credit Institutions, as of the reporting date for the AGM (December 31, 2025), as follows:

a) Audit firms and auditors currently auditing VAB; persons issuing inspection decisions, members of inspection teams, and supervisors of inspection teams conducting inspections at VAB; the Chief Accountant of VAB; major shareholders and founding shareholders of VAB; enterprises in which any of the persons specified in Clause 1, Article 134 of the Law on Credit Institutions own more than 10% of charter capital; subsidiaries and affiliates of VAB: Transactions have arisen and have been disclosed by VAB in accordance with applicable laws. (Details of such transactions are presented in the 2025 Corporate Governance Report of Vietnam Asia Commercial Joint Stock Bank and disclosed on VAB’s official website).

b) Persons responsible for appraisal and approval of credit extension at VAB (excluding credit granted in the form of credit card issuance to individuals): VND 34.2 billion.

The total outstanding credit exposure to the subjects specified in items (a) and (b) accounts for 0.3% of VAB’s equity, which does not exceed the 5% cap of VAB’s equity.

#### **1.11. Report on the proposed remedial plan in the event of early intervention in accordance with the 2024 Law on Credit Institutions**

Pursuant to Resolution No. 02/2025/NQ-ĐHĐCĐ dated April 26, 2025 of the 2025 Annual General Meeting of Shareholders of Vietnam Asia Commercial Joint Stock Bank, the Board of Directors issued Resolution No. 178/2025/NQ-HĐQT dated June

13, 2025 approving the “Proposed remedial plan in the event of early intervention in accordance with the 2024 Law on Credit Institutions.” Accordingly, VAB also issued Report No. 179/2025/BC-HĐQT dated June 16, 2025 to the State Bank of Vietnam regarding the approval of the aforementioned plan in compliance with applicable regulations.

Accordingly, the proposed plan comprises four (04) main components(i) Information and assessment of VAB’s organizational structure and business operations; (ii) Assessment of VAB’s financial condition and operational status; (iii) Remedial measures to be implemented for each case of early intervention as prescribed in Clause 1, Article 156 of the 2024 Law on Credit Institutions, including the following scenarios: accumulated losses exceeding 15% of charter capital and reserve funds while simultaneously breaching the minimum capital adequacy ratio; being rated below average in accordance with regulations of the Governor of the State Bank of Vietnam; breach of the liquidity ratio for 30 consecutive days; breach of the minimum capital adequacy ratio for six (06) consecutive months; or experiencing a bank run with a report submitted to the State Bank of Vietnam; and (iv) Implementation roadmap and timelines for each remedial measure..

## **2. Activities of the Board of Directors in 2025**

In fulfilling its responsibilities, and to ensure the effective operation of the Board of Directors as well as its supervisory and directive role over the Management, the Board of Directors hereby reports on its performance as follows:

### **2.1. The activities carried out by the Board of Directors**

- The Board of Directors held regular monthly and quarterly meetings in accordance with the Law on Credit Institutions, the Law on Enterprises, and the Charter of VAB; and also convened periodic briefings, thematic meetings, and conducted written approvals for matters within its authority; issued Resolutions, Decisions, and directive Notices related to the Bank’s key operations.

- The Board of Directors directed and supervised the Management in implementing the resolutions of the 2025 Annual General Meeting of Shareholders. The Board will report to the next General Meeting. Key highlights implemented in 2025 include:

- + Urged and closely monitored the Management in rigorously implementing monthly and quarterly business plans to achieve the 2025 business targets assigned by the General Meeting of Shareholders. The results of key financial and credit indicators are presented in Section “1.1 Financial Results for 2025” of this Report.

- + Implemented the plan for listing VAB shares on the Ho Chi Minh City Stock Exchange (HOSE): VAB shares were officially listed on HOSE on July 22, 2025, pursuant to Decision No. 514/QĐ-SGDHCM approving the listing of shares of Vietnam Asia Commercial Joint Stock Bank, and Notice No. 1268/TB-SGDHCM regarding the listing and the first trading date.

+ Implemented the charter capital increase plan in accordance with Resolution No. 02/2025/NQ-ĐHĐCĐ dated April 26, 2025: successfully completed the Phase 1 charter capital increase in 2025 through a share issuance from equity sources. For Phase 2, VAB has obtained approval from the State Bank of Vietnam and is currently completing additional dossiers, procedures, and obtaining opinions from the State Securities Commission to secure the Certificate of Registration for public share offering.

+ Implemented the plan for listing publicly issued bonds: VAB successfully issued 6,916,305 bonds to the public, with a total par value of VND 691,630,500,000 (achieving 69.16% of the plan). As of December 31, 2025, VAB had listed 5,994,070 bonds (tranches 1 and 2) and was completing procedures to list 922,235 bonds from tranche 3 (as of January 26, 2026, VAB had fully listed all 6,916,305 bonds).

+ Required the Management to implement solutions to appropriately balance funding sources in line with credit growth targets, while enhancing prudential ratios and the Bank's operational efficiency.

+ Required the Management to direct and closely supervise business divisions and units in implementing the Board's directives on: accelerating the growth of non-term deposit mobilization (CASA); optimizing cost of funds (COF); strengthening debt management, recovery and resolution; and increasing the proportion of service income and non-interest income in total income to support sustainable development.

+ Diversified the credit portfolio by increasing lending to retail customers and small and medium-sized enterprises (SMEs), while maintaining a prudent risk appetite and enhancing the Bank's overall profit margin.

+ Implemented technology solutions and projects to support business operations, governance, and management, with a strong focus on expanding digital banking activities under a customer-centric approach to enhance customer experience.

+ Launched system-wide emulation programs, encouraging employees to actively participate in initiatives that promote business growth and contribute innovative ideas at VAB.

+ Adjusted the organizational structure and operating model; strengthened the executive apparatus and senior management team to ensure an efficient structure aligned with development requirements in the new phase.

+ Continued to invest in solutions to ensure IT security and safety, mitigating technology-related risks; accelerated the development of digital banking services and digital transformation in governance and operations at VAB.

+ The Board of Directors directed the review and timely update of new legal regulations to amend/issue internal policies and regulations, ensuring that VAB's operations remain fully compliant with applicable laws.

- In 2025, the Board of Directors of VAB comprised seven (07) members, including two (02) independent members, one (01) member concurrently serving as Chief Executive

Officer, one (01) member concurrently serving as Deputy Chief Executive Officer, and three (03) non-executive members. The Board's composition complied with the requirements set out in Articles 69 and 210 of the Law on Credit Institutions.

- Through its affiliated Committees and Councils, the Board of Directors supervised and directed the Management in key areas such as business strategy, human resource development, credit growth orientation, and debt resolution, as well as other banking operations. The Board issued decisions and directives within its authority, providing timely support to governance and business activities, thereby enhancing operational capacity, strengthening competitiveness, and laying a solid foundation for VAB's sustainable development in 2026.

## **2.2. Organizational structure and governance framework of VAB**

The management organizational structure of VAB is designed in accordance with the model comprising the General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the Chief Executive Officer, in compliance with Clause 1, Article 40 of the Law on Credit Institutions and Point (a), Clause 1, Article 137 of the Law on Enterprises. VAB's operating structure includes functional, advisory, and support units under the Board of Directors, the Supervisory Board, and the Chief Executive Officer. In Q3 2025, VAB conducted a comprehensive review, assessment, and restructuring of its organizational and operational framework, replacing Decision No. 158/QĐ-HĐQT/17 dated November 1, 2017. Key changes included the establishment of the Investment Banking Division; the transformation of the Card and Digital Banking Center into the Digital Banking Services Center; and the conversion of the Public Relations Department into the Communications and Brand Development Department under the Chief Executive Officer. These adjustments aim to expand partnerships with major players in international financial markets, accelerate digital transformation, enhance business activities, develop customers in the digital environment, and continue streamlining operations to improve efficiency while supporting business activities in alignment with risk management requirements.

## **2.3. Assessment of the performance of the members of the Board of Directors**

Members of the Board of Directors: Mr. Phương Thành Long, Mr. Phan Văn Tới, Mr. Trần Tiến Dũng, Mr. Nguyễn Hồng Hải, and Mr. Nguyễn Văn Trọng have effectively fulfilled their roles as members of the Board of Directors, completing the duties assigned by the Board, including responsibilities at the Committees under the Board.

Independent members of the Board of Directors: Mr. Lê Hồng Phương and Mr. Thái Nguyễn Hoàng Nhã have successfully performed their assigned duties, maintaining their independence in the execution of responsibilities, and ensuring that the Bank operates in compliance with applicable laws and the Bank's Charter, in line with the orientations and directions set by the General Meeting of Shareholders and the Board of Directors.

## **2.4. Assessment by Independent Members of the Board of Directors on the performance of the Board of Directors**

In 2025, the Board of Directors of VAB fully fulfilled its responsibilities to the General Meeting of Shareholders, ensuring effective direction and oversight of the Management. Detailed information is provided in the attached Appendix – Report on the Assessment by Independent Members of the Board of Directors on the performance of the Board of Directors in 2025.

## **2.5. Report on remuneration and operating expenses of the Board of Directors and the Supervisory Board**

The total remuneration and bonuses of the members of the Board of Directors and the Supervisory Board in 2025 amounted to VND 11,244,287,000 (in words: eleven billion, two hundred forty-four million, two hundred eighty-seven thousand Vietnamese dong). Detailed information on remuneration, salaries, bonuses, and other benefits of members of the Board of Directors and the Supervisory Board is presented in the audited financial statements for 2025, which have been disclosed on VAB's official website.

## **III. BUSINESS ORIENTATIONS FOR 2026**

### **1. Economic Outlook for 2026**

In 2026, the National Assembly targets economic growth of 10% or higher, with GDP per capita reaching USD 5,400–5,500 and inflation controlled at around 4.5%, thereby creating a stable foundation for high growth. The USD/VND exchange rate is projected to increase moderately by 2.5–3% due to foreign currency pressures and interest rate differentials between domestic and international markets, while FDI inflows are expected to remain robust, focusing on high technology, green energy, and logistics. In this context, the State Bank of Vietnam is expected to pursue a proactive and flexible monetary policy, closely coordinated with fiscal policy; maintain sector-wide credit growth at approximately 15%; tighten real estate lending; and closely manage credit limits from the beginning of Q1/2026.

The banking sector is anticipated to face increasing capital pressure as requirements to strengthen capital buffers under Circular 14 are implemented, compelling credit institutions to accelerate charter capital increases to improve capital adequacy ratios (CAR), while controlling non-performing loans and accrued interest income. At the same time, a clearer shift toward consumer lending, SMEs, and production–service sectors with sustainable cash flows is expected. Digital transformation, data development, process digitization, and omnichannel integration will remain strategic priorities, accompanied by increased investment in cybersecurity, data protection, and fraud prevention in the digital environment, thereby enhancing competitiveness and the system's resilience.

## **2. Orientation of the Board of Directors' activities in 2026**

Based on the results achieved in 2025, the Board of Directors' orientation for 2026 will focus on the following key areas:

(i) Organizing and implementing VAB's action program for 2026 based on the review and execution of key priorities within the scope of credit institutions, in accordance with Directive No. 01/CT-NHNN dated January 9, 2026 of the State Bank of Vietnam on the implementation of banking sector tasks in 2026, the Government's and SBV's monetary policy direction, and Directive No. 02/CT-NHNN dated January 9, 2026 on promoting digital transformation and ensuring information security and safety in banking operations in 2026; as well as advancing a sustainable development program integrating ESG principles and green growth in banking activities.

(ii) Closely aligning with the 2026 business plan by expanding scale, mobilizing low-cost funding sources, strengthening transactions with domestic and international financial institutions, increasing the proportion of current accounts and non-term deposits (CASA), and ensuring the effectiveness of prudential ratios in banking operations.

(iii) Continuing to implement the credit portfolio rebalancing strategy by focusing on retail customers, household businesses, and small and medium-sized enterprises (SMEs), based on customer needs analysis; enhancing the provision of banking products and services, improving customer experience, and promoting cross-selling/upselling to strategic partner customers of VAB.

(iv) Strengthening the application of technology to upgrade and develop products and services, and to enhance payment systems: accelerating modern banking channels (including the go-live of the Omnichannel digital banking platform for corporate customers); deploying new payment solutions; continuously improving service quality and customer experience through people management initiatives, cultural development, and strengthening leadership capabilities at all management levels to drive business growth, thereby contributing to the Bank's income and service revenue growth.

(v) Promoting digital transformation and the digitization of banking operations in alignment with VAB's business model, gradually modernizing sales systems and distribution channels, and initially meeting the growth demand for retail banking and SME customer segments.

(vi) Strengthening credit quality management and enhancing risk management capacity; controlling, recovering, and resolving non-performing loans (NPLs); and preventing and minimizing the emergence of new NPLs to ensure that the NPL ratio remains below 3% in line with the State Bank of Vietnam's policy orientation.

(vii) Continuing to maintain international credit ratings, targeting at least a one-notch upgrade in Fitch Ratings compared to the previous year; enhancing capital market

activities in the interbank market (Market 2) and investment banking; and promoting the mobilization of low-cost funding from foreign financial institutions.

(viii) Organizing the implementation to complete, by before Q3/2026, the restructuring of the branch/transaction office network and relocation of business locations to meet development requirements and ensure compliance with Circular No. 61/2025/TT-NHNN and Circular No. 32/2024/TT-NHNN.

(ix) Optimizing recurring operating expenses and ensuring efficient, prudent cost management aligned with the Bank's business development needs in 2026.

(x) Completing the charter capital increase in accordance with the plan approved by the Annual General Meeting of Shareholders.

(xi) Completing the restructuring of the operations of VietABank Asset Management and Debt Exploitation One Member Limited Liability Company in compliance with Circular No. 31/2025/TT-NHNN dated September 30, 2025.

(xii) (xii) Reviewing and strengthening the executive structure, internal control system, processes, and internal regulations in accordance with Circular No. 83/2025/TT-NHNN dated December 31, 2025; optimizing and restructuring human resources to support business implementation, particularly sales personnel aligned with VAB's lending orientation; and continuing to refine compensation and performance frameworks, as well as employee benefit policies, to attract, develop, and retain talent.

(xiii) Continuing to research, invest in, and modernize the information technology system to meet information security requirements, support customer development applications, and enhance management reporting and business analytics.

(xiv) Enhancing the implementation of cultural and employee engagement programs to strengthen corporate culture.

(xv) Strengthening communications and community engagement programs to enhance VAB's brand recognition and corporate image among customers and the broader community.

(xvi) Key business targets for 2026:

*Unit: VND billion, %*

<b>No.</b>	<b>Indicator</b>	<b>2025 Actual</b>	<b>2026 Plan</b>	<b>Growth Rate</b>
1	Total assets	140,486	150,500	7.1%
2	Customer deposits and valuable papers issued	104,039	115,441	11.0%
3	Outstanding loans (*)	88,742	101,633	14.5%
4	Profit before tax	1,646	1,945	18.2%
5	Charter capital	8,164	12,688	55.4%
6	Non-performing loan (NPL) ratio	1.31%	<3%	

(\*) Credit growth in 2026 will be flexibly adjusted in line with the credit growth limit assigned by the State Bank of Vietnam.

The above constitutes the Board of Directors' report on the results of operations in 2025 and the orientation for 2026. With the objective of building VAB into a bank with high-quality services, transparent, safe, and sustainable operations, and a trusted destination of choice for partners and customers, the Board of Directors, the Management, and all employees of VAB are committed to making every effort to successfully implement the established development strategy. We look forward to continuing to receive the trust, support, and ongoing cooperation of our valued shareholders.

Respectfully submitted for the consideration and approval of the General Meeting of Shareholders.

***Recipients:***

- *Shareholders;*
- *Members of the Board of Directors and the Supervisory Board;*
- *Filed at the Office of the BOD.*

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

**(signed)**

**PHUONG THANH LONG**

## **APPENDIX:**

### **REPORT ON THE ACTIVITIES OF INDEPENDENT MEMBERS OF THE BOARD OF DIRECTORS**

**To: The General Meeting of Shareholders of  
Vietnam Asia Commercial Joint Stock Bank**

Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities, and Decree No. 245/2025/NĐ-CP amending and supplementing a number of articles of Decree No. 155, the Independent Members of the Board of Directors of Vietnam Asia Commercial Joint Stock Bank (VAB) hereby report to the 2026 Annual General Meeting of Shareholders on the activities of the Board of Directors in 2025 as follows:

#### **I. Duties assigned by the Board of Directors in 2025:**

During the year, in my capacity as an Independent Member of the Board of Directors of VAB, I have fully performed my rights and duties in accordance with the Law on Credit Institutions, the Bank's Charter, and internal governance regulations:

- Member of advisory committees supporting the Board of Directors, including: the Risk Management Committee, the Human Resources Committee, the Strategy Committee, the Emulation and Commendation Council, the Level-1 Disciplinary Council, and the Steering Committee for the development of VAB's restructuring plan for the 2021–2025 period.
- Supervising the assigned area, particularly the Human Resources Management Division.
- Performed the supervisory function of the Board of Directors in general and of an Independent Board Member in particular, in accordance with the Bank's Charter, the Regulation on the organization and operation of the Board of Directors, and VAB's internal regulations.

In performing the assigned roles and responsibilities, based on the information and documents accessed, the Independent Board Member has acted with due care, independence, and objectivity, in strict compliance with applicable laws and VAB's internal regulations. The Independent Member actively participated by providing comments and voting directly at meetings of the Board of Directors, regular coordination meetings between the Board and the Management, committee meetings, and other relevant meetings, as well as by providing written opinions and advisory inputs on matters within the assigned scope.

#### **II. Assessment and opinions of the Independent Member of the Board of Directors in 2025:**

Based on the actual operations of the Board of Directors in 2025, as well as within the scope of the documents and information provided, the Independent Member of the Board of Directors provides the following assessment:

- **Regarding organizational structure:** The Board of Directors complies with applicable legal regulations and VAB’s Charter in terms of composition and number of members; all members of the Board of Directors, including independent members, have been duly approved by the State Bank of Vietnam in accordance with prescribed standards and conditions.
- **Regarding operating mechanism and activities:** In 2025, the Board of Directors held 42 Board meetings and conducted 183 written resolutions covering strategic and directional matters; approved related-party transactions; and reviewed issues within its authority. All Board meetings and written resolutions were conducted in compliance with the procedures and requirements stipulated in the Charter and relevant internal regulations. At Board meetings, members actively and proactively discussed proposals, raised questions, provided feedback, and conducted comprehensive analyses of the macroeconomic environment, its impacts on the banking sector, and VAB’s internal operations, thereby enabling appropriate adjustments and orientations toward safe and efficient operations. The Board also established key committees, including the Human Resources Committee, the Risk Management Committee, and the Strategy Committee, with clearly defined organizational and operational frameworks aligned with legal requirements and VAB’s practical needs, to support the Board in an advisory capacity on relevant matters.
- **Regarding governance and supervisory outcomes:** The Board of Directors directed and supervised the Chief Executive Officer and the Management in implementing the 2025 business targets approved by the General Meeting of Shareholders. In 2025, VAB exceeded its plan, achieving strong results across key scale indicators (total assets, customer lending growth, and customer deposits—including valuable papers), and profit before tax reached 124% of the plan. The Board issued 216 resolutions on matters within its authority, providing direction for the Bank’s overall operations. Notably, during the year, the Board directed the amendment, supplementation, and issuance of numerous policies and regulations relating to VAB’s organization, governance, and operations, ensuring compliance with applicable laws and State Bank of Vietnam regulations, while promptly meeting requirements for governance, risk management, and business development. Reports of the Supervisory Board and the issues raised therein were carefully reviewed by the Board, with appropriate directives issued to strengthen risk oversight and ensure compliance in the Bank’s operations.
- In 2025, the Board of Directors of VAB fully fulfilled its responsibilities in accordance with applicable laws and the Bank’s Charter, effectively performing its role in directing and supervising the Chief Executive Officer and the Management in implementing the objectives approved by the General Meeting of Shareholders.

*Sincerely,*

**INDEPENDENT MEMBER OF BOD**

**(signed)**

**Le Hong Phuong**

# **REPORT ON THE ACTIVITIES OF INDEPENDENT MEMBERS OF THE BOARD OF DIRECTORS**

## **To: The General Meeting of Shareholders of Vietnam Asia Commercial Joint Stock Bank**

Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities, and Decree No. 245/2025/NĐ-CP amending and supplementing a number of articles of Decree No. 155, the Independent Members of the Board of Directors of Vietnam Asia Commercial Joint Stock Bank (VAB) hereby report to the 2026 Annual General Meeting of Shareholders on the activities of the Board of Directors in 2025 as follows:

### **I. Activities of the Independent Member of the Board of Directors:**

During the year, in my capacity as an Independent Member of the Board of Directors of VAB, I have fully performed my rights and duties in accordance with the Law on Credit Institutions, the Bank's Charter, and internal governance regulations, as follows:

- Meeting attendance: I attended 27/27 regular Board meetings as well as extraordinary meetings, providing objective input to the Bank's key decisions.
- Participation in opinions/voting: Participated in providing opinions and voting to approve the issuance of policies and regulations within the authority of the Board of Directors
- Participation in activities: Took part in VAB's programs and activities and performed other tasks as assigned by the Board of Directors
- Independence: I confirm that I have no conflicts of interest and no personal transactions with the Bank or related parties that could affect my objectivity in decision-making, and I fully comply with the conditions stipulated in Article 64 of the 2024 Law on Credit Institutions.

### **II. Assessment and opinions of the Independent Member of the Board of Directors in 2025**

#### **2.1 Organizational structure:**

The 2025 Annual General Meeting of Shareholders elected two additional members, bringing the total number of Board members to seven (including two independent members). The organizational structure of the Board of Directors of VAB complies with the Bank's Charter and applicable legal regulations regarding the number, qualifications, and eligibility of Board members.

#### **2.2 Assessment of the activities of the Board of Directors and the supervision of the Management**

Regarding operating mechanism and activities: In 2025, the Board of Directors convened both in-person meetings and conducted written resolutions to direct and approve matters within its authority and responsibilities, in accordance with VAB's internal regulations and applicable laws. All meetings were held in compliance with regulations with the full

participation of Board members. Upon conclusion of each meeting, Minutes/Resolutions were duly issued to facilitate implementation.

**Regarding the supervision of the Chief Executive Officer and other executives:** The Chief Executive Officer and the Management have strictly complied with prudential limits and ratios in accordance with the regulations of the State Bank of Vietnam and the resolutions of the Board of Directors. No instances of abuse of authority or decisions exceeding delegated powers by the Management were identified.

### **2.3 Results of supervision over the assigned areas:**

With a primary responsibility for overseeing the technology area, I focused on the following key aspects:

#### **Monitoring the progress of key technology investment projects**

- Strategic projects: Conducted periodic assessments of the implementation progress of VAB's IT projects.
- Investment efficiency: Monitored the utilization of technology investment budgets, ensuring that expenditures were approved in accordance with established procedures and that the use of shareholders' capital was optimized.

#### **Supervision of system security and data protection**

- Regulatory compliance: Reviewed the implementation of information system security requirements in accordance with regulations of the State Bank of Vietnam.
- Technology risk management: Assessed the readiness of contingency and disaster recovery solutions (DRS), cyberattack prevention measures, and customer data protection. I also promoted periodic system reviews to ensure business continuity.

#### **Digital transformation and customer experience**

- New service models: Supervised the implementation of automated and intelligent transaction models to enhance productivity and reduce operating costs at branches.
- Data strategy: Provided input to the roadmap for developing a centralized data platform, supporting the goal of becoming a leading bank in digital customer experience by 2030.

### **III. Recommendations and orientation for 2026:**

To enhance competitiveness, optimize operational efficiency, and ensure sustainable development in the context of the banking sector's accelerating digital transformation, I propose the following recommendations:

#### **3.1 Enhancing the data platform and accelerating the application of analytics and artificial intelligence**

The Bank is recommended to accelerate the roadmap for building a centralized data platform, while establishing a Bank-wide Data Governance framework, including clear delineation of data ownership responsibilities, data quality standards, and control mechanisms. On that basis, progressively deploy advanced data analytics and artificial intelligence (AI) applications in key areas such as credit scoring, fraud detection, product and service personalization, and operational optimization.

### **3.2 Strengthening technology risk management and information security at the Board of Directors level**

In the context of increasingly sophisticated cybersecurity risks, it is recommended that the Board of Directors consider establishing a strategic-level governance framework for technology risk and information security, including:

- Developing a Cyber Risk Framework aligned with the Bank's risk appetite;
- Establishing periodic reporting mechanisms on technology and cybersecurity risks to the Board of Directors;
- Enhancing investment in advanced security solutions, while regularly conducting testing and simulation exercises for incident response scenarios to ensure business continuity.

### **3.3 Promoting digital business models and open ecosystems**

It is recommended that the Bank continue to research and implement new digital business models, including the development of API platforms, Open Banking, and partnerships within an ecosystem to expand the customer base and increase non-interest income. The development of a digital ecosystem should be carried out selectively, aligned with the Bank's long-term strategy and core capabilities.

### **3.4 Enhancing the effectiveness of technology investments in alignment with business objectives**

It is recommended that the Board of Directors direct the establishment of a framework to evaluate the effectiveness of technology investments, closely aligned with specific business metrics (such as digital customer growth, CASA, cost-to-income ratio – CIR, and labor productivity).

Technology projects should be designed with clearly defined output objectives, accompanied by periodic measurement mechanisms and post-implementation evaluations to ensure optimal capital utilization.

### **3.5 Optimization of Technology Costs and Standardization of System Architecture**

The Bank is advised to conduct a comprehensive review of technology-related costs, including both capital expenditures and operating expenses, in order to optimize the efficiency of resource utilization. The Bank should progressively standardize its technology architecture, minimizing system fragmentation, reducing vendor dependency, and enhancing integration capabilities as well as scalability for future development.

The above recommendations aim to improve governance effectiveness, optimize investment resources, and promote sustainable digital transformation, thereby strengthening the Bank's competitive position and enhancing shareholder value over the medium and long term.

I highly appreciate the efforts of the entire system in maintaining stability and promoting innovation. The activities of the Board of Directors have been conducted in compliance with applicable laws, the Bank's Charter, and the regulations on the organization and operation of the Board, ensuring the full implementation of resolutions of the General Meeting of Shareholders and matters authorized by the General Meeting of

Shareholders. I am committed to continuing to perform my role as an Independent Member of the Board of Directors with diligence and integrity, safeguarding the best interests of our valued shareholders.

*Sincerely,*

**INDEPENDENT MEMBER OF BOD**

**(signed)**

**Thái Nguyễn Hoàng Nhã**