

No.: 080304/26/TT-ĐHĐCĐ-TCBS

Hanoi, April 3, 2026

PROPOSAL

(Re: Approval of the plan to increase charter capital through the issuance of shares under the Employee Stock Option Program of Techcom Securities Joint Stock Company)

To: The Annual General Meeting of Shareholders (“AGM”) of Techcom Securities Joint Stock Company (“the Company” or “TCBS”)

- Pursuant to the Law on Enterprises No. 59/2020/QH14, promulgated by the National Assembly on June 17, 2020, and its guiding, amending, and supplementing documents (“Enterprise Law”);
- Pursuant to the Securities Law No. 54/2019/QH14, promulgated by the National Assembly on November 26, 2019, and its guiding, amending, and supplementing documents (“Securities Law”);
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government providing detailed guidance on certain articles of the Securities Law and its guiding, amending, and supplementing documents (“Decree 155”);
- Pursuant to Decree No. 245/2025/ND-CP dated September 11, 2025, of the Government amending and supplementing certain articles of Decree 155 (“Decree 245”);
- Pursuant to Circular No. 118/2020/TT-BTC dated December 31, 2020, of the Ministry of Finance providing guidance on securities offering, issuance, public purchase, share buybacks, public company registration, and revocation of public company status, and its guiding, amending, and supplementing documents (“Circular 118”);
- Pursuant to Circular No. 121/2020/TT-BTC dated December 31, 2020, of the Ministry of Finance on the operation of securities companies and its guiding, amending, and supplementing documents (“Circular 121”);
- Pursuant to the current Charter of Techcom Securities Joint Stock Company (“Charter”);
- Based on the actual needs of the Company.

The Board of Directors of TCBS (“the Board”) respectfully submits to the AGM for consideration and approval of the plan to increase charter capital through the issuance of shares (“ESOP Shares”) under the 2026 Employee Stock Option Program (“ESOP 2026”), the use of proceeds from the issuance (“Issuance”), and the registration and additional listing of the ESOP Shares. Details are set out in Appendix I and Appendix II attached to this Proposal.

The Board of Directors respectfully submits the above for the AGM's review and approval.

Recipients:

- *As above;*
- *Company archives.*

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



NGUYEN XUAN MINH

APPENDIX I

PLAN TO INCREASE CHARTER CAPITAL IN 2026 THROUGH THE ISSUANCE OF SHARES UNDER THE TCBS EMPLOYEE STOCK OPTION PROGRAM

A. Plan to increase charter capital under ESOP 2026

I. Necessity of implementing ESOP 2026:

The offering and issuance of ESOP Shares under the Company's ESOP 2026 is of significant importance to:

- (i) Acknowledge the contributions of employees ("Employees") currently working at the Company;
- (ii) Enhance the role and responsibilities of Employees, creating motivation and improving efficiency in completing assigned tasks;
- (iii) Align individual performance with the Company's overall success;
- (iv) Attract and retain key personnel with talent, capability, and experience in a highly competitive labor market; and
- (v) Encourage Employees to contribute and commit to the long-term development of TCBS.

II. Issuance plan under ESOP 2026 ("Issuance Plan")

1. Name of shares : Common shares of Techcom Securities Joint Stock Company (Ticker: TCX)
2. Type of shares : Common Shares
3. Par value per share : VND 10,000 (Ten thousand Vietnamese Dong) per share
4. Total issued shares : **2,311,583,496** (Two billion, three hundred eleven million, five hundred eighty-three thousand, four hundred ninety-six) shares
5. Total outstanding shares¹ : **2,311,583,496** (Two billion, three hundred eleven million, five hundred eighty-three thousand, four hundred ninety-six) shares
6. Number of shares proposed to be issued under ESOP 2026 : 556,522 shares
7. Total proposed issuance value (at par) : 5,565,220,000 VND (Five billion, five hundred sixty-five million, two hundred twenty thousand Vietnamese Dong)
8. Issuance ratio² : **0.0241%**

¹ The total number of shares issued as set out in Item 4 and the total number of outstanding shares as set out in Item 5 represent the corresponding number of shares of the Company as of the date of this Proposal to the Annual General Meeting of Shareholders.

² The issuance ratio is calculated as the number of shares proposed to be issued divided by the number of outstanding shares of the Company as of the date of this Proposal to the Annual General Meeting of Shareholders. Upon the Board of Directors' approval of the specific implementation of the ESOP Issuance Plan, the number of the Company's outstanding shares and the issuance ratio shall be updated by the Board of Directors at the time of actual implementation.

9. Total outstanding shares after the issuance³ : 2,312,140,018 shares
10. ESOP share price : VND 10,000 (Ten thousand Vietnamese Dong) per share
11. Current and post-issuance charter capital
- Current charter capital: VND 23,115,834,960,000 (Twenty-three trillion one hundred fifteen billion eight hundred thirty-four million nine hundred sixty thousand VND)
 - Increase in charter capital: VND 5,565,220,000 (Five billion, five hundred sixty-five million, two hundred twenty thousand Vietnamese Dong)
 - New charter capital after issuance: VND 23,121,400,180,000 (Twenty-three trillion one hundred twenty-one billion four hundred million one hundred eighty thousand VND)⁴
12. Eligible participants : Employees meeting the criteria set out in Appendix II of this Proposal
13. Eligibility and allocation principles : Details in Appendix II attached to this Proposal
14. General conditions : - ESOP Shares are subject to a one-year lock-up period from the issuance completion date, except as otherwise provided by law;
- Employees' right to purchase ESOP Shares is non-transferable;
- Other restrictions are to be determined by the Board in compliance with applicable laws and the Charter.
15. Issuance method : Issuance to employees under the Company's employee stock option program
16. Foreign ownership limit : The Company's maximum foreign ownership is 100%. Therefore, foreign Employees (if any) are not restricted from purchasing ESOP Shares under ESOP 2026
17. Offering period : Expected from 2Q2026 to 3Q2026, after receiving written confirmation from the State Securities Commission of Vietnam ("SSC") on complete submission of the ESOP issuance report, in compliance with laws, the Charter, and TCBS regulations
18. ESOP issuances in the last 12 months : Pursuant to AGM Resolution No. 022612/25/NQ-ĐHĐCĐ-TCBS dated December 26, 2025, approving the ESOP issuance plan

³ The total number of outstanding shares after the Issuance shall be updated by the Board of Directors at the time of actual implementation.

⁴ The new charter capital after the issuance of the ESOP Shares shall be updated by the Board of Directors based on the actual figures at the time of implementation.

19. Treatment of unsold shares : a) Any ESOP Shares not subscribed in the Issuance, including (i) fractional shares from allocation calculations, (ii) shares not subscribed or paid by Employees, shall be subject to the Board's discretion to offer to other eligible Employees at the same price.
- b) Unsold shares may be offered to one or more designated Employees in compliance with the lock-up conditions in Section 14 and relevant provisions of Decrees 155, 245, and other applicable laws.
- c) If, after the legal offering period (including extensions, if any), any ESOP Shares remain unsubscribed, the Board shall cancel the unsubscribed shares and adjust the total offered ESOP Shares to the actual number subscribed in the Issuance.
20. Use of proceeds from the issuance : Upon completion of the Issuance, all proceeds from the issuance of ESOP Shares will be used to increase the Company's charter capital. The Company will allocate such proceeds for:
- Proprietary securities trading activities (including trading in stocks and bonds) and investment in marketable securities.
21. Expected completion time for the additional share issuance : No later than 45 days from the date the State Securities Commission of Vietnam ("SSC") confirms receipt of the complete submission of the ESOP 2026 issuance report.
22. Rights and obligations of share purchasers : a) Share purchasers shall become common shareholders of TCBS, with full rights and obligations applicable to common shareholders under the Charter of TCBS and Vietnamese law;
- b) Share purchasers are obliged to pay for the shares in accordance with TCBS regulations and notifications;
- c) Share purchasers are responsible for complying with the Securities Law regarding share ownership limits for shareholders, related parties, and affiliates; and
- d) Other rights and obligations as prescribed by law and the Charter.
23. Waiver of pre-emptive rights on the additional shares : It is proposed that the AGM approve/consent that all existing shareholders of TCBS waive their pre-emptive

rights regarding the shares issued to employees selected under ESOP 2026.

24. Buyback of employee shares and resale plan : Not applicable.
25. Registration, depository, and listing of ESOP shares : The additional ESOP Shares issued will be registered and centrally deposited with the Vietnam Securities Depository and Clearing Corporation (“VSDC”) and additionally listed on the Ho Chi Minh City Stock Exchange (“HOSE”) upon completion of the Issuance, in accordance with applicable securities laws and regulations.

B. Matters for AGM consideration

Through this Proposal, the Board respectfully submits for the AGM’s consideration and approval the following matters:

- 1) Approve the Issuance Plan under ESOP 2026 to increase the Company’s charter capital as set out in Section II, Part A;
- 2) Approval of the plan to increase the Company’s charter capital as set out in Section A above, pursuant to which the Company’s charter capital shall be increased by VND 5,565,220,000 (five billion five hundred sixty-five million two hundred and twenty thousand Vietnamese dong), corresponding to the total par value of the ESOP shares proposed to be issued.
- 3) Approve: (i) the target participants as per Point 12, (ii) the number of shares to be issued as per Point 6, (iii) the employee eligibility criteria as per Point 13, and (iv) the issue price as per Point 10 in Section II, Part A above;
- 4) Approve the amendment of Article 8 of the Charter regarding charter capital to reflect the increase set out in Point 2 above;
- 5) Approve the registration/amendment of charter capital in the Company’s Establishment and Operation License and Enterprise Registration Certificate with relevant authorities;
- 6) Approve the waiver of pre-emptive rights by existing shareholders regarding the shares issued to employees under ESOP 2026;
- 7) Approve the registration and central depository of the ESOP Shares with VSDC and additional listing on HOSE for the successfully issued ESOP Shares under the Issuance Plan, including notification of the change in securities type from restricted transfer to freely transferable after the lock-up period;
- 8) Approve and/or authorize the Board within the scope of the approved Issuance Plan to undertake the following:
 - a) Negotiate and decide on matters related to the Share Issuance, including but not limited to:
 - Decide on and approve the implementation of the Share Issuance Plan, including, without limitation: the list of employees eligible to participate in the 2026 ESOP Program; the number of shares to be allocated to each eligible participant; the implementation schedule; all related costs and expenses; updates on the total number of shares issued; the total number of outstanding shares of the Company; the issuance ratio; the total number of outstanding shares following the Issuance; the Company’s charter capital before and after the corresponding

implementation time; and other matters related to the issuance of shares under the 2026 ESOP Program.

- Negotiate and decide on matters related to the use of proceeds from the Share Issuance, including allocating funds raised from the ESOP Share Issuance under the 2026 ESOP Program for the approved purposes and capital use plan, and determining the method of execution;
 - Decide on the specific content, negotiation, execution, and implementation of contracts, agreements, commitment letters, and documents related to the offering of ESOP Shares, including but not limited to documents listed in the Company's share issuance report under the 2026 ESOP Program in accordance with the Share Issuance Plan;
 - Decide on amendments, adjustments, and detailed clarifications of the share issuance report documents under the 2026 ESOP Program within the Company in line with actual circumstances or as proposed by competent State authorities to implement the Share Issuance Plan, ensuring the best interests of shareholders, the Company, and compliance with applicable laws and the Company's Charter.
- b) Organize and implement tasks related to reporting the issuance of ESOP Shares under the 2026 ESOP Program, including but not limited to:
- Perform procedures related to the reporting of the ESOP Share Issuance under the 2026 ESOP Program;
 - Work with and provide explanations to the State Securities Commission of Vietnam (SSC), relevant State authorities, and related units regarding the ESOP Share Issuance report documents under the 2026 ESOP Program and other related matters;
 - Decide and carry out other tasks deemed necessary by the Company to successfully complete the ESOP Share Issuance report with the SSC.
- c) Decide and approve the organization and implementation of tasks and legal procedures necessary for the change of the Company's charter capital after the Share Issuance, including but not limited to:
- Adjusting/changing the Establishment and Operation License;
 - Adjusting/changing the Enterprise Registration Certificate;
 - Amending, supplementing, and issuing the Company Charter to reflect the new charter capital based on the total par value of ESOP Shares actually issued under the Share Issuance Plan and other related changes (if any).
- d) Organize and implement tasks related to the supplemental centralized registration of ESOP Shares at VSDC and the supplemental listing of ESOP Shares at HOSE ("Registration and Listing"), including but not limited to:
- Decide and sign documents submitted to competent authorities/organizations related to Registration and Listing in compliance with applicable laws;
 - Work with and provide explanations to competent authorities/organizations regarding the Registration and Listing documents and other related matters;

- Decide and carry out other tasks deemed necessary by the Board to successfully implement Registration and Listing.
- e) Decide and implement:
 - i. other tasks and procedures necessary to successfully issue ESOP Shares under the 2026 ESOP Program;
 - ii. complete Registration and Listing; and
 - iii. handle arising matters during the process of ESOP Share Issuance, Registration and Listing, and other related procedures to successfully issue and list the supplemental ESOP Shares.

APPENDIX II

CRITERIA AND PRINCIPLES FOR DETERMINING THE NUMBER OF SHARES ALLOCATED TO EMPLOYEES IN 2026

1. **Employee eligibility criteria for ESOP 2026:** Employees must simultaneously meet the following criteria:
 - Employee level of 3 or above according to TCBS internal regulations;
 - Demonstrate commitment to TCBS and actively contribute to long-term resource development;
 - Participate in TCBS digital capability development activities;
 - Actively demonstrate and promote the core values of TCBS organizational culture.
2. **Principles for determining number of shares per employee:**

The number of shares allocated to each employee is determined by the formula:

A Allocated Shares	=	B Standard Shares	x	C Resource Development Participation Factor	x	D Digital Capability Participation Factor	x	E Core Values Participation Factor
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Where:

- **A – Allocated Shares:** Total number of shares an employee is entitled to purchase;
- **B – Standard Shares:** Determined by employee level:

Employee level	Standard shares
Level 1	4,000
Level 2	3,000
Level 3	2,000

- **C – Resource Development Participation Factor:** Calculated as $C = C_1 \times C_2$, where:
 - + **C1:** Based on employee participation in talent development, training, and succession planning.

Level	Definition	Factor
Full Participation	Full-time involvement with proactive contributions	3
Effective Participation	Active participation with idea contribution	2.5
Active Participation	Proactively participates	1.5
Basic Participation	Participates as required	1

- + **C2:** Ratio based on number and duration of projects contributed to TCBS operational/business issues in 2025. Minimum 50%, maximum 150%, four decimal places.

- **D – Digital Capability Participation Factor:** Determined by employee participation in digital capability activities (customer platform digitization, productivity-enhancing tools).

Level	Definition	Factor
Full Participation	Full-time with proactive contributions	3
Effective Participation	Active participation with idea contribution	2.5
Active Participation	Proactively participates	1.5
Basic Participation	Participates as required	1

- **E – Core Values Participation Factor:** Determined by employee participation in activities promoting customer-centricity, innovation, collaboration, and common goals.

Level	Definition	Factor
Full Participation	Full-time with proactive contributions	3
Effective Participation	Active participation with idea contribution	2.5
Active Participation	Proactively participates	1.5
Basic Participation	Participates as required	1

Notes:

- The number of shares allocated (Indicator A) shall be rounded to the nearest whole number according to the principle Round(xxxxx,0).
- The C2 factor shall be calculated to four decimal places (xx.xxxx%).