

**AGRICULTURAL BANK INSURANCE
JOINT STOCK CORPORATION**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No: 404 /TT-ABIC-HĐQT

Hanoi, date 02 month 6 year 2025

PROPOSAL
PLAN TO INCREASE CHARTER CAPITAL
THROUGH STOCK DIVIDEND ISSUANCE FOR 2024 AND ISSUANCE
OF SHARES FROM OWNERS' EQUITY

To: THE GENERAL MEETING OF SHAREHOLDERS

The Board of Directors respectfully submits to the 2025 Annual General Meeting of Shareholders for approval of the plan to increase the Company's charter capital by issuing shares to pay dividends for 2024 and issuing shares from owners' equity (from the development investment fund) as follows:

I. LEGAL BASIS

- Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Law on Insurance Business No. 08/2022/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on June 16, 2022;
- Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and its guiding documents;
- 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;
- Decree No. 46/2023/NĐ-CP dated July 1, 2023 detailing the implementation of the Law on Insurance Business No. 08/2022/QH15 dated June 16, 2022;
- Circular No. 118/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding certain provisions on public offerings, securities issuance, tender offers, share buybacks, registration and deregistration of public companies;
- Circular No. 96/2020/TT-BTC dated November 16, 2020 guiding information disclosure on the securities market;
- The Charter of Agribank Insurance Joint Stock Corporation (ABIC);
- Proposal No.396/TT-ABIC-HĐQT dated June 02, 2025 of the Board of Directors submitted to the General Meeting of Shareholders regarding the approval of the profit distribution plan for 2023 and the plan for use and distribution of profit in 2024.

II. NECESSITY OF CHARTER CAPITAL INCREASE

In the context of fierce competition in the insurance market, increasing ABIC's charter capital is necessary and important to enhance the Company's financial capacity, operational capacity, and competitiveness, specifically:

(i) Enhancing capital adequacy ratio in accordance with legal regulations: Increasing charter capital helps ABIC improve its capital adequacy ratio in compliance with the Insurance Business Law No. 08/2022/QH15;

(ii) Raising retention limits: A higher charter capital enables ABIC to increase its retention capacity for effective insurance contracts and lines of business, thereby improving profitability;

(iii) **Improving bidding capacity:** A larger charter capital enhances ABIC's ability to participate in bidding for major insurance contracts, especially for key projects;

(iv) **Increasing credit rating:** Raising charter capital positively influences the Company's credit rating during international assessments. It also enables ABIC to negotiate with reinsurers with higher credit ratings and access greater reinsurance capital

(v) **Expanding investment portfolio:** Increased charter capital allows ABIC to expand its investment portfolio, thereby enhancing the efficiency of financial investment activities and contributing to the Company's overall profitability.

III. PLAN TO INCREASE CHARTER CAPITAL

1. Capital Utilization Plan / Purpose of the Issuance

The plan to increase charter capital through the issuance of shares to pay dividends and issuance of shares from owners' equity (from the development investment fund) aims to raise charter capital to support the Company's business activities; enhance financial capacity, bidding capability, and improve the Company's competitiveness in the insurance market.

2. Capital Increase Plan

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the charter capital increase plan through the issuance of shares to pay dividends and issuance of shares from owners' equity (from the development investment fund), specifically as follows:

2.1. Approval of Capital Sources for Charter Capital Increase:

The capital to be used for the charter capital increase will be sourced from the following: (1) undistributed post-tax profits, in accordance with the profit distribution plan approved by the General Meeting of Shareholders in Proposal No. 396/TT-ABIC-HĐQT dated June 02, 2025 submitted by the Board of Directors to the 2025 Annual General Meeting of Shareholders; (2) Development investment fund according to the Company's audited 2024 financial statements. Details:

Indicator	Audited Financial Statement 2024	Source for Issuance
Undistributed post-tax profits (VND)	319,656,160,319	144,783,500,000
Development investment fund (VND)	418,433,188,964	144,783,500,000
Total		289,567,000,000

Note:

- The remaining balance of the development investment fund after the share issuance is expected to be VND 273,649,688,964 (VND 418,433,188,964 – VND 144,783,500,000).

- The actual remaining balance of the development investment fund may be

¹ According to Articles 94, 95, and 156 of the Law on Insurance Business, from January 1, 2028, ABIC must apply the risk-based capital requirements, which are determined based on the scale and quantification of the impact of various risk groups on ABIC's business operations. Therefore, there is an urgent need for a higher level of capital to ensure the Company's financial safety and business continuity

² Clause 4, Article 33 of Circular No. 67/2023/TT-BTC, effective from November 2, 2023, stipulates that insurance enterprises are only allowed to retain a maximum liability per risk or per individual loss not exceeding 10% of the owner's equity.

affected by the rounding of shares and the handling of odd-lot shares in accordance with the issuance plan from owners' equity.

2.2. Number of Shares to be Issued and Charter Capital After Issuance

▪ Name of shares to be issued	:	Shares of Agribank Insurance Joint Stock Corporation
▪ Ticker symbol	:	ABI
▪ Type of shares	:	Common shares
▪ Par value per share	:	VND 10,000 (Ten thousand dong per share)
▪ Charter capital before issuance	:	VND 723,917,500,000 (Seven hundred twenty-three billion nine hundred seventeen million five hundred thousand dong)
▪ Total number of shares issued	:	72,391,750 shares
▪ Total number of outstanding shares ²	:	72,391,750 shares
▪ Total par value of outstanding shares	:	VND 723,917,500,000 (Seven hundred twenty-three billion nine hundred seventeen million five hundred thousand dong)
▪ Number of treasury shares	:	0 shares
▪ Expected number of shares to be issued	:	<ul style="list-style-type: none"> - (i) Issuance of shares to pay dividends to existing shareholders from retained earnings: 14,478,350 shares, equivalent to 20% of the total number of outstanding shares (see section 2.3.1 for details). - (ii) Issuance of shares to increase charter capital from owners' equity: 14,478,350 shares, equivalent to 20% of the total number of outstanding shares (see section 2.3.2 for details).
▪ Expected increase in charter capital	:	VND 289,567,000,000 (Two hundred eighty-nine billion five hundred sixty-seven million dong), of which: <ul style="list-style-type: none"> - Increase from issuance of shares to pay dividends at a rate of 20% per share: VND 144,783,500,000


³ Pursuant to the approval granted under the Resolution of the General Meeting of Shareholders No. 308/NQ-ABIC-DHĐCĐ dated June 27, 2024, ABIC sold 919,700 treasury shares during the period from December 18, 2024 to January 16, 2025; and sold an additional 238,500 treasury shares during the period from April 2, 2025 to April 22, 2025. The total number of treasury shares sold by ABIC, as approved by the General Meeting of Shareholders, is 1,158,200 shares. As of the current date, the number of treasury shares remaining is zero (0). Accordingly, the total number of voting shares is 72,391,750 shares. ABIC has reported the results of the treasury share sales to the State Securities Commission and disclosed the change in the number of voting shares in accordance with legal regulations.

	- Increase from issuance of shares from owners' equity (at a 20% ratio per share): VND 144,783,500,000
▪ Expected charter capital after issuance	VND 1,013,484,500,000 (One trillion thirteen billion four hundred eighty-four million five hundred thousand dong)

2.3. Specific Issuance Plan:

2.3.1. Plan for Stock Dividend Issuance:

Approval of the plan to issue shares to pay dividends for 2024 to existing shareholders (from retained earnings), specifically as follows:

- Name of the shares to be issued : Shares of Agriculture Bank Insurance Joint Stock Corporation (ABIC).
- Stock code : ABI
- Type of shares : Common shares.
- Issuance target : Existing shareholders of ABIC whose names are listed in the shareholder register maintained by the Vietnam Securities Depository and Clearing Corporation (VSDC) on the record date for receiving stock dividends.
- Expected number of shares to be issued : **14,478,350** shares.
- Total par value of shares to be issued : **VND 144,783,500,000.**
- Form of issuance : Issuance of shares to pay dividends.
- Ratio of shares to be issued to total outstanding shares : 20%.
- Entitlement ratio : 20% of outstanding shares (Each existing shareholder will receive 20 new shares for every 100 shares held, i.e., the ratio is 100:20. Accordingly, on the record date, shareholders holding 1 share will receive 1 right to receive additional shares, and shareholders holding 100 such rights will receive 20 new shares.)
- Capital source for issuance / Capital mobilization plan: : Retained earnings after tax as of December 31, 2024 (based on the audited 2024 financial statements of the Company), in accordance with legal regulations. 

- Expected issuance period : Year 2025. The exact timing shall be decided by the Board of Directors upon receiving written approval from the Ministry of Finance for the charter capital increase and confirmation from the State Securities Commission of Vietnam (SSC) of the receipt of full issuance reporting documents.
- Rounding principle and treatment of fractional shares : All shares issued as stock dividends will be rounded down to the nearest whole number to ensure the total distributed shares do not exceed the approved number. Any fractional shares (decimal portion) arising from the rounding will be canceled and not distributed. The new charter capital shall be registered based on the actual number of distributed shares.
Example: With a 20% stock dividend ratio, shareholder A holding 329 shares on the record date will receive $(329:100) \times 20 = 65.8$ new shares. However, after rounding down, shareholder A will receive 65 new shares, and the 0.8 fractional share will be canceled.
- Transfer restrictions : Shares issued as stock dividends are not subject to transfer restrictions after the issuance. Shareholders are not permitted to transfer their rights to receive stock dividends to third parties.
- Distribution method : For deposited securities: Shareholders shall receive stock dividends through their depository member where their securities trading accounts are held.
For non-deposited securities: Shareholders shall receive stock dividends directly at ABIC's head office, located on the 6th Floor, Apartment Building 29T1, Hoang Dao Thuy Street, Trung Hoa Ward, Cau Giay District, Hanoi.
- Registration and listing of additional shares : Shares issued as stock dividends will be registered with the Vietnam Securities Depository and Clearing Corporation (VSDC) and additionally listed for trading on the Upcom market of the Hanoi Stock Exchange (HNX) immediately after the issuance is completed.

2.3.2. Plan for Share Issuance from Owners' Equity:

Approval of the plan to issue shares from owners' equity (from the development

investment fund) to existing shareholders as follows:

- Name of shares to be issued : Shares of Agriculture Bank Insurance Joint Stock Corporation.
- Ticker symbol : ABI
- Type of shares : Common shares.
- Target shareholders : Existing shareholders of Agriculture Bank Insurance Joint Stock Corporation whose names appear on the shareholder register as determined by the Vietnam Securities Depository and Clearing Corporation (VSDC) on the record date for exercising the right to receive bonus shares from owners' equity.
- Expected number of shares to be issued : **14,478,350** shares.
- Total par value of shares to be issued : **VND 144,783,500,000.**
- Issuance form : Bonus share issuance from owners' equity.
- Issuance ratio (number of shares to be issued / total outstanding shares) : 20%.
- Execution ratio : 20% of outstanding shares (The shares issued to existing shareholders shall be allocated based on the exercise ratio of 100:20. Accordingly, on the record date, a shareholder holding 01 share will receive 01 right to subscribe for additional shares, and a shareholder with 100 rights will be entitled to 20 new shares).
- Funding source : From the development investment fund as of December 31, 2024 (*based on the audited financial statements for 2024*), in accordance with legal regulations.
- Expected issuance time : In 2025. The specific time will be determined by the Board of Directors after receiving approval from the Ministry of Finance on the charter capital increase and confirmation from the State Securities Commission of Vietnam on receipt of the complete reporting dossier.
- Rounding principle and treatment of fractional shares : All additional shares issued to existing shareholders will be rounded down to the nearest whole number to ensure the total distributed

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shares do not exceed the total number of shares approved for issuance. Fractional shares (if any) will be canceled and not issued. The newly registered charter capital will be based on the actual number of shares distributed.

Example: At a bonus issuance rate of 20%, if shareholder A owns 329 shares at the record date, they will be entitled to $(329:100) \times 20 = 65.8$ new shares. However, due to rounding down, shareholder A will receive only 65 new shares and the remaining 0.8 fractional share will be canceled.

- Transfer restrictions : Shares issued from owners' equity will not be subject to transfer restrictions after issuance. The rights to receive bonus shares cannot be transferred.
- Distribution method : For deposited securities: Shareholders shall carry out procedures to receive bonus shares through the depository member where they maintain their securities account.
For non-deposited securities: Shareholders shall carry out procedures at the head office of Agriculture Bank Insurance Joint Stock Corporation, Floor 6, Apartment Building 29T1, Hoang Dao Thuy Street, Trung Hoa Ward, Cau Giay District, Hanoi City.
- Registration and additional trading listing : Bonus shares issued from owners' equity to existing shareholders will be registered with the Vietnam Securities Depository and Clearing Corporation (VSDC) and additionally listed for trading on the Upcom system of the Hanoi Stock Exchange (HNX) after the issuance is completed.

IV. AUTHORIZATION AND DELEGATION TO THE BOARD OF DIRECTORS TO IMPLEMENT TASKS RELATED TO COMPLETING THE INCREASE OF CHARTER CAPITAL THROUGH THE ISSUANCE OF SHARES TO PAY DIVIDENDS AND ISSUE SHARES FROM OWNERS' EQUITY, SPECIFICALLY:

- Implement the issuance plan, select the timing for issuance, and carry out all registration procedures, including obtaining approval from the Ministry of Finance for the increase of charter capital of the insurance business enterprise and reporting the share issuance to the State Securities Commission, ensuring full compliance with legal

regulations.

- Register the additional issued shares with the Vietnam Securities Depository and Clearing Corporation (VSDC) and register the additional shares for trading on the Hanoi Stock Exchange (HNX). Complete the procedures to request the Ministry of Finance to issue an amended license reflecting the new charter capital.

- The General Meeting of Shareholders authorizes the Board of Directors with full powers to handle arising issues during the implementation process to execute the share issuance plan most effectively, in accordance with legal regulations and the Company's charter, ensuring the rights of shareholders and the interests of the Company.

This is the plan to increase charter capital through the issuance of shares to pay dividends and issuance of shares from owners' equity.

Respectfully submitted to the General Meeting of Shareholders for consideration and resolution./.

Recipients:

- As above;
- Archives: FAD, HR&AD, OBD.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



Nguyễn Tiến Hải

