



PROPOSAL

Re: ESOP shares issued to the Board of Directors, the Board of Supervisors and the Board of Management based on 2021 performance and plan to issue ESOP shares for 2022

To: Shareholders of Bamboo Capital Joint Stock Company

- Pursuant to the Law on Enterprise No. 59/2020/QH14 dated June 17, 2020 of the National Assembly of the Socialist Republic of Vietnam;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26th, 2019 of the National Assembly of the Socialist Republic of Vietnam;
- Pursuant to the Charter of Bamboo Capital Joint Stock Company (BCG) approved on January 24, 2021 (in the authority of the Company's General Meeting of Shareholders on May 15, 2020) (the 15th amendment and supplement);
- Pursuant to Proposal No.16/2021/TTDH-HDQT-BCG dated April 23, 2021 of the Annual General Shareholder Meeting 2021 at Resolution No. 04/2021/NQ-DHDCD-BCG dated May 15, 2021;
- Pursuant to the Financial statements 2021 of Bamboo Capital Joint Stock Company audited by Southern Auditing & Accounting Financial Consulting Services Company Limited (AASCS);

To encourage the Board of Directors (BODs), the Board of Supervisors (BOS), the Executive Committee and employees who made excellent contributions to Bamboo Capital Joint Stock Company in performing and completing the profit plan and bringing the best benefits to the shareholders, the BODs of Bamboo Capital Joint Stock Company would like to submit to the General Meeting of Shareholders (GMS) for approving the Employee Stock Ownership Plan (ESOP) based on 2021 profits and ESOP 2022 as follows:

I. ESOP share issuance based on 2021 business results

- Share name: Share of Bamboo Capital Joint Stock Company
- Shares type: Ordinary shares
- Par value: VND 10,000/ share
- Expected number of shares before issuance: 503,305,437 shares, including:
- Bases for determining the ESOP issuance value as expected:

Proposal No. 16/2021/TTDH-HDQT-BCG dated April 23, 2021 of the AGM 2021 was approved through the Resolution No. 04/2021/NQ-DHDCCD-BCG dated May 15, 2021:

- + The Company surpassed the consolidated profit after tax approved in the annual General Shareholder Meeting 2021. Specifically, if the consolidated profit after tax is obtained or surpassed, a bonus of 10% on the profit after tax is deducted: $\text{VND } 1,000,342,632,216 \times 10\% = \text{VND } 100,034,263,222$ in proportion to ESOP shares to be issued: 10,003,426 shares
- + Number of shares to be issued: The BODs is authorized to determine the number of shares to be issued to ensure it will not exceed 10% of the profit after tax on the audited financial statements 2021. Therefore, it does not exceed 10,003,426 shares.
- Number of ESOP shares to be issued this time: **5,000,000 shares**
- Expected value of the shares to be issued at par value: **VND 50,000,000,000**
- Capital source: Undistributed profit after tax as at 31/12/2021 according to the audited financial statements 2021.
- Share issuance under the Employee Stock Ownership Plan (ESOP) without any cost.
- Time for issuance: Expected in Quarter II/2022 or Quarter III/2022
- Conditions for transfer restriction: It is restricted for 02 years as from the closing date of the offering.
- All newly issued shares shall be listed on Ho Chi Minh City Stock Exchange.

II. ESOP share issuance based on 2022 business results:

- Share name: Share of Bamboo Capital Joint Stock Company
- Shares type: Ordinary shares
- Par value: VND 10,000/ share
- Conditions of share issuance under ESOP: The Company must achieve or exceed the consolidated plan on profit after tax approved at the AGM 2021. If the Company achieve or exceed the consolidated plan on profit after tax, a bonus of 10% on the profit after tax shall be deducted.

For example: The consolidated profit after tax under the 2022 plan is VND 150 billion:

- *If the Company's business results in 2022 reach VND 150 billion of the consolidated profit after tax, the ESOP share value = $10\% \times \text{VND } 150 \text{ billion} = \text{VND } 15 \text{ billion}$.*
- *If the Company's business results in 2022 exceed the plan with the consolidated profit after tax of VND 160 billion, the ESOP share value = $10\% \times \text{VND } 160 \text{ billion} = \text{VND } 16 \text{ billion}$.*
- Number of shares to be issued: The BODs is authorized to determine the number of shares to be issued to ensure not exceeding 10% of the profit after tax on the audited financial statements 2022.

- Form of issuance: The bonus shares shall be issued under the ESOP. The people which are entitle to the bonus shares shall not make any payment.
- Issuance source: Undistributed profit after tax as at 31/12/2022 according to the audited financial statements 2022
- Time for issuance: After obtaining the audited financial statements 2022.
- People who entitle to receive the shares: The ESOP applies to members of the BODs, the Board of Management (BOM) and employees who made excellent contributions to BCG under the BOD's resolutions.
- Purpose of issuance: ESOP bonus shares issuance and to increase the charter capital.
- Criteria for distribution and selection: As decided by the BODs.
- Conditions for transfer restriction: It is restricted to 02 years as from the closing date of the offering.
- All newly issued shares shall be listed on Ho Chi Minh City Stock Exchange.

III. Approving and authorizing the BODs to make decision on the following matters:

The GSM approves and authorizes the BODs to make decisions on and execute the following matters:

1. To build rules for share issuance under the ESOP and specific plan; specify standards and a list of members of the BODs and the Executive Committee and employees who make excellent contributions to BCG and are eligible to participate in the ESOP, issuance price, time for issuance as well as binding conditions for transfer term and other bindings, rights and obligations related to the shares issued under the ESOP; make decisions on and handle other matters related to the ESOP and adjust changes of the ESOP (if any) in accordance with the laws;
2. To adjust, supplement or amend the plan on share issuance to register the shares with the State Securities Commission of Vietnam or to ensure compliance with the relevant laws (if any).
3. To proactively prepare and explain the application for share issuance to the State Securities Commission of Vietnam;
4. To follow procedures of business registration with Ho Chi Minh City Department of Planning and Investment after finalization of the issuance;
5. To amend and supplement the Company's Charter related to changes in charter capital after finalizing issuance of shares to the members of the BODs and the Executive Committee and employees who make excellent contributes to BCG.
6. To register depository in Vietnam Securities Depository and listing in Ho Chi Minh City Stock Exchange for all ordinary shares issued to the members of the BODs and the Board of Management and employees who make excellent contributes to BCG under the plan approved by the GSM and the BODs of the Company.

It is respectively submitted to the GMS for reviewing, voting and approval.

Yours sincerely,

Recipients:

- GMS;
- Archives: BOS, Office of the BODs

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

Nguyen Ho Nam