

No.: 06/TT-DHDCD2026

SUBMISSION – NUMBER 06

For: Issuance plan of shares under the Employee Share Purchase Plan for outstanding employees of Gemadep Corporation in 2025 (ESPP 2025)

To: THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026

Pursuant to

- *The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022 and Law No. 76/2025/QH15 dated June 17, 2025;*
- *The Law on Securities No. 54/2019/QH14 dated November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024;*
- *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, as amended by Decree No. 245/2025/NĐ-CP dated September 11, 2025 (“Decree No. 155”);*
- *Decree No. 245/2025/NĐ-CP dated September 11, 2025 amending and supplementing a number of articles of 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. 245”);*
- *Charter on the organization and operation of Gemadep Corporation;*
- *The Employee Share Purchase Plan for outstanding employees of Gemadep Corporation for the period 2021–2025, approved under the Resolution of the Annual General Meeting of Shareholders No. 090/NQ-DHDCD-GMD dated June 30, 2021 (“ESPP for the period 2021–2025”).*

Based on the profit before tax as stated in the audited consolidated financial statements for 2025 of VND 2,521 billion, representing 140% of the 2025 plan approved by the General Meeting of Shareholders (GMS), the Company satisfies the conditions for issuance of shares under the Employee Share Purchase Plan for outstanding employees in 2025 (“**ESPP 2025**”).

Pursuant to Article 64 of Decree No. 155, as amended by Clause 30 Article 1 of Decree No. 245, the share issuance plan under an employee share purchase plan must be approved by the General Meeting of Shareholders.

Accordingly, the Board of Management (“**BOM**”) respectfully submits to the General Meeting of Shareholders (“**GMS**”) for approval the implementation of the share issuance under ESPP 2025 with the following key contents:

I. ISSUANCE PLAN OF SHARES UNDER ESPP 2025

1. Share name: Shares of Gemadept Corporation.
2. Share type: Ordinary shares.
3. Ticker symbol: GMD.
4. Par value: VND 10,000 per share.
5. Total outstanding shares: 426,495,109 shares.
6. Number of shares to be issued: 6,397,400 shares, equivalent to 1.5% of the total outstanding shares at the time of issuance (in accordance with the issuance conditions under the ESPP for the period 2021–2025).
7. Total issuance value at par value: VND 63,974,000,000.
8. Issue price: VND 10,000 per share.
9. Purpose of issuance: To ensure the highest benefits and value for all stakeholders; to retain and attract high-quality human resources; to enhance engagement, incentivize and strongly motivate employees to contribute to the successful achievement of the 5-year plan for 2021–2025 (in 2025, the Company’s profit before tax is three times that of 2020); and to ensure the Company’s sustainable growth and development.
10. Eligible participants: Members of the BOM, excluding independent members of the BOM and members of the Board of Control; members of the Board of Management, senior management, managers and employees with outstanding performance and significant contributions to the Company’s development, who have entered into official labor contracts with the Company or its wholly owned subsidiaries (collectively, the “Subsidiaries”), and who satisfy the eligibility criteria for participation in ESPP 2025 as set out in Section I.11 below (collectively, the “ESPP Participants”).
11. Eligibility criteria for participation in ESPP 2025:

Individuals eligible under ESPP 2025 must satisfy the following conditions:

- Being members of the BOM (excluding independent members), members of the Board of Control, members of the Board of Management, senior management, managers or employees with outstanding performance and significant contributions to the Company’s development, having official labor contracts with the Company or its Subsidiaries effective on or before December 31, 2024 and remaining valid up to the date the State Securities Commission (“SSC”) issues the confirmation of receipt of a complete dossier for the Company’s ESPP 2025 share issuance;

- Having a KPI performance rating of 100% or higher in 2025;.
- Not falling into any of the following cases:
 - + Violating internal labor regulations and currently subject to disciplinary measures;
 - + Having submitted a resignation letter and being in the process of terminating the labor contract;
 - + Not having their labor contract renewed upon expiry;
 - + Having their labor contract unilaterally terminated by the Company or its Subsidiaries.

12. Principles for determining share allocation to each ESPP Participant:

- a) Excellence coefficient: A coefficient determined based on individuals recognized as outstanding individuals or individuals belonging to outstanding teams within the Group:
- + Individuals in teams awarded the title of Outstanding Team 2025 and recognized within the Group shall receive an additional coefficient of 0.09;
 - + Individuals awarded the title of Outstanding Individual 2025 and recognized within the Group shall receive an additional coefficient of 0.18.
- b) Individual coefficient: The number of shares allocated to each employee shall be determined based on employee evaluation criteria, including: (i) work performance, (ii) position and job level, and (iii) length of service.

No.	Evaluation criteria	Individual coefficient
Criterion 1	Work performance	0.65
Criterion 2	Position and job level	0.20
Criterion 3	Length of service	0.15

- Criterion 1: Work performance

No.	Individual work performance KPI = Individual KPI × Department KPI × Company KPI	Individual work performance KPI range	Converted score scale - PHQ
1	Members of the Board of Management and Board of Directors		9 points
2	Exceeds KPI target (excellent)	KPI of 115% or above	From 6.6 points to below 9 points

No.	Individual work performance KPI = Individual KPI × Department KPI × Company KPI	Individual work performance KPI range	Converted score scale - P _{HQ}
3	Exceeds KPI target	KPI from 106% to below 115%	From 3.6 points to below 6.6 points
4	Meets KPI target	KPI below 106% and above 100%	From 0.6 points to below 3.6 points

- Criterion 2: Job level and position

No.	Job level and position	Converted score scale - P _{CB}
1	Members of the Board of Management and Board of Directors	9 points
2	Division Director Subsidiary Director Head of Department at GMD Deputy Subsidiary Director	From 5 points to 8 points
3	Board of Control Head of Department at Subsidiary Deputy Head of Department at GMD Deputy Head of Department at Subsidiary	From 3 points to 4 points
4	Team Leader at GMD Specialist at GMD Team Leader at Subsidiary Specialist at Subsidiary	From 1 point to 2 points

- Criterion 3: Length of service

STT	Criterion 3: Length of service	Converted score scale - P _{TN}
1	From 34 years and above	9 points
2	From 20 years to below 34 years	From 5.5 points to 8.5 points
3	From 6 years to below 20 years	From 2.0 points to 5.0 points
4	From 1 year to below 6 years	From 0.5 points to 1.5 points

c) Formula for determining the number of shares allocated:

Based on the above criteria, the number of shares allocated to each employee shall be determined according to the following formula:

- **Individual converted score** = $(P_{HQ} \times 0.65 + P_{CB} \times 0.20 + P_{TN} \times 0.15) + [\text{outstanding team coefficient} + \text{outstanding individual coefficient (if any)}]$
- **Number of shares allocated to each individual** = Number of shares converted from the individual converted score in accordance with the following conversion scale:

Group / Number of shares allocated to each individual	Individual converted score
Group 1 From 92,000 shares to 105,000 shares	From 8.18 points to 9 points
Group 2 From 82,000 shares to below 92,000 shares	From 7.24 points to below 8.18 points
Group 3 From 72,000 shares to below 82,000 shares	From 6.30 points to below 7.24 points
Group 4 From 62,000 shares to below 72,000 shares	From 5.36 points to below 6.30 points
Group 5 From 52,000 shares to below 62,000 shares	From 4.42 points to below 5.36 points
Group 6 From 42,000 shares to below 52,000 shares	From 3.48 points to below 4.42 points
Group 7 From 32,000 shares to below 42,000 shares	From 2.54 points to below 3.48 points
Group 8 From 22,000 shares to below 32,000 shares	From 1.60 points to below 2.54 points
Group 9 From 12,000 shares to below 22,000 shares	From 0.66 points to below 1.60 points
Group 10 From 5,000 shares to below 12,000 shares	Below 0.66 points

Principles for allocation of shares within each Group: Within each Group, individuals with the same score shall be allocated an equal number of shares; individuals with higher scores shall be allocated a greater number of shares. For every increase of 0.09 points within the score range of a Group, the number of shares allocated shall increase by a corresponding 1,000 shares. Where the difference in score is not an exact multiple of 0.09 points, the additional number of shares shall be determined within a range from 100 to 900 shares.

The BOM shall determine and adjust the number of shares allocated to each ESPP Participant in accordance with the above principles, ensuring that the total number of shares allocated to all ESPP Participants equals the total number of shares to be issued as approved by the GMS.

13. Transfer restrictions: All shares issued under ESPP 2025 (the “ESPP Shares”) shall be subject to transfer restrictions for a period of 02 years from the completion date of the issuance. Upon the expiry of 02 years from the completion date, 50% of such shares shall be freely transferable;

upon the expiry of 03 years from the completion date, 100% of such shares shall be freely transferable, except for shares repurchased in accordance with Section I.17.

14. Plan for use of proceeds: To supplement the Company's working capital.
15. Plan to ensure compliance with foreign ownership limits: The GMS authorizes the BOM to approve and implement a plan to ensure that the share issuance complies with applicable foreign ownership limits.
16. Treatment of unsubscribed shares (if any): Unsubscribed shares are those remaining due to ESPP Participants declining to purchase (including failure to register, or registering but failing to pay or fully pay within the prescribed timeline), or where, during the period from the BOM's approval of the list of ESPP Participants to the date the State Securities Commission ("SSC") confirms receipt of a complete issuance dossier, such participants are no longer eligible and/or no longer satisfy the conditions for participation in ESPP 2025. The GMS authorizes the BOM to decide to cancel such unsubscribed shares or to reallocate them to other ESPP Participants from the initially approved list at the same issue price. The reallocated shares shall be subject to the same transfer restrictions as provided in Section I.13.
17. Provisions on recovery/repurchase of shares:
 - ESPP Participants shall be subject to recovery/repurchase of all ESPP Shares that remain under transfer restriction in the following cases:
 - + Members of the BOM or Supervisory Board are removed pursuant to a GMS resolution in accordance with applicable laws and the Company's Charter;
 - + Employees are subject to disciplinary dismissal by the Company or its Subsidiaries.
 - In such cases, ESPP Participants shall transfer all recovered ESPP Shares back to the Company at the issue price, and all such shares shall be treated as treasury shares of the Company.
 - For treasury shares recovered/repurchased under this Section, the Company shall be entitled to resell such shares via order matching and/or negotiated transactions in accordance with applicable securities laws, ensuring compliance with regulations in force from time to time.
18. Implementation timeline: Expected in Quarter 2 to Quarter 3 of 2026, prior to the issuance of shares to increase charter capital from equity sources. The specific timing shall be determined by the BOM.
19. Registration and listing of issued shares: The additional shares shall be registered with the Vietnam Securities Depository and Clearing Corporation (VSDC) and listed on the Ho Chi Minh City Stock Exchange (HOSE).

II. DELEGATION AND AUTHORIZATION TO THE BOM

The GMS hereby assigns and authorizes the BOM to decide on and carry out all necessary tasks and procedures to complete the share issuance under ESPP 2025, including:

1. To organize the implementation of ESPP 2025 in accordance with the issuance plan approved by the GMS;
2. To determine the timing for implementation of ESPP 2025;
3. To approve the list of eligible employees participating in the program and the number of shares allocated to each participant in accordance with the criteria and allocation principles approved by the GMS; to decide on the treatment of fractional shares, unsubscribed shares (if any), and measures to ensure compliance with foreign ownership limits;
4. To adjust the number of shares allocated to participants to ensure that the total number of allocated shares equals the total number of shares approved for issuance by the GMS;
5. To decide on all matters related to the share issuance under ESPP 2025 and to amend and supplement the issuance plan (if any) in compliance with applicable laws; to carry out all necessary tasks and procedures in accordance with the Company's Charter and applicable laws to ensure the successful implementation of ESPP 2025;
6. To register the additional shares with the VSDC and to complete the additional listing of such shares on the HOSE in accordance with the issuance results.
7. To amend and supplement the Company's Charter in relation to changes in the number of shares and charter capital corresponding to the number of shares issued and the proceeds received (at par value), and to register amendments to the Enterprise Registration Certificate in accordance with applicable laws;
8. To carry out all necessary legal procedures in accordance with applicable laws and the Company's Charter to complete the share issuance under ESPP 2025;
9. To decide on all matters related to the recovery/repurchase of shares, including but not limited to the number of shares to be repurchased/recovered in each tranche, and to carry out registration procedures with the State Securities Commission (SSC) in accordance with applicable regulations (if any).

The BOM respectfully submits to the GMS for approval the share issuance under ESPP 2025.

Best regard.

Ho Chi Minh City, May 06, 2026

BOARD OF MANAGEMENT