

No.: 080/NQ-DHDCD-GMD

Ho Chi Minh City, May 06th, 2026

RESOLUTION
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026
OF GEMADEPT CORPORATION

- Pursuant to 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;
- Pursuant to the Charter of Gemadept Corporation approved by the General Meeting of Shareholders;
- Pursuant to the Minutes of the 2026 Annual General Meeting of Shareholders on May 06th, 2026.

The Annual General Meeting of Shareholders (“AGM”) of Gemadept Corporation (“Company”) that was held on May 06th, 2026 in Ho Chi Minh City adopted the Resolution as follows:

APPROVED

1. Report of the Board of Management for year 2025

The AGM approved the Report of the Board of Management for year 2025 and plan for year 2026.

2. Report of the Board of Control for year 2025

The AGM approved the Report of the Board of Control for year 2025 and plan for year 2026.

3. Audited financial statements of the fiscal year 2025

The AGM approved the Financial Statements of the fiscal year 2025 audited by Auditing and Consulting Co., Ltd (A&C), including the Financial Statements of Gemadept Corporation and Consolidated Financial Statements.

4. Profit distribution plan for year 2025

The AGM approved the dividend payment and allocation of funds in 2025. Details as follows:

4.1. Dividend payment:

- Paying dividends in cash at a payout ratio of 22% of the par value (equivalent to 2,200 VND/share);
- Authorizing the Board of Management to conduct necessary works related to the payment of dividend in cash.

4.2. Allocation of funds in 2025:

Allocating funds for the Board of Management and Welfare and Reward from consolidated after-tax. The fund allocation rate is as follows:

- Fund of the Board of Management, allocation rate: 3% profit after tax;
- Welfare and Reward Fund, allocation rate: 5% profit after tax.

5. Business plan for year 2026

Based on the forecasts of the World and Vietnam economy, the actual situation of the market, Vietnam's economic growth and business plan of the Company's subsidiaries and affiliates, the AGM approved the business plans for 2026 as follows:

Unit: billion dong

No.	Items	Plan 2025	Results 2025	Registered plan 2026 for approval (*)	Target plan 2026 (**)	Registered plan 2026 (*)/ Results 2025	Registered plan 2026 (*)/ Plan 2025	Target plan 2026 (**)/ Registered plan 2026 (*)
1	Consolidated net revenue	4,850	5,956	6,500	6,800	109%	134%	105%
2	Consolidated profit before tax (PBT)	1,800	2,521	2,800	3,000	111%	156%	107%

(*) Business plan for 2026 which the Board of Management registers and submits to the General Meeting of Shareholders for approval.

(**) Business plan for 2026 which the Board of Management and the Company will use best efforts to achieve.

(***) PBT from business activities.

6. Selection of auditing company to audit the financial statements of 2026

The AGM approved list of 03 (three) independent auditing companies that provide audit services and review the company's 2026 financial statements as follows:

- A&C Auditing And Consulting Company Limited;
- KPMG Vietnam Company Limited (KPMG);
- CPA Vietnam Auditing Company Limited.

The AGM hereby authorized the Board of Management to select one of the three auditing companies mentioned above to audit the financial statements of 2026 (including the financial statements of Gemadep Corporation and the consolidated financial statements).

7. Approval of the Report on the use of proceeds from the 2024 public offering of shares to existing shareholders (audited) and approval of the adjustment to the plan for use of the remaining unutilized proceeds

7.1. Report on the use of proceeds from the 2024 public offering of shares to existing shareholders (audited)

The Report on the use of proceeds from the 2024 public offering of shares to existing shareholders was audited by A&C Auditing and Consulting Co., Ltd. under Audit Report No. 1.0723/26/TC-AC dated March 28, 2026 (the report attached to Submission No. 05/TT-DHDCD2026).

The key contents of the Report on the use of proceeds are summarized as follows:

Contents	Initial plan	Revised plan in accordance with the BOM Resolution	Actual amount utilized as of June 23, 2025	Remaining unutilized amount as of June 23, 2025	Remaining unutilized amount under the plan approved by the 2025 GMS resolution	Amount utilized from June 24, 2025 to December 31, 2025	Cumulative amount utilized as of December 31, 2025	Unutilized amount as of December 31, 2025
		[1]	[2]	[3]=[1]-[2]	[4]	[5]	[6]=[2]+[5]	[7]=[4]-[5]
Acquisition of fixed assets	2,213,000,000,000	1,779,122,734,000	-	1,779,122,734,000	1,124,622,734,000	128,002,916,788	128,002,916,788	996,619,817,212
Acquisition of 02 vessels with a capacity of approximately 1,800 TEU each	1,350,000,000,000	916,122,734,000	-	916,122,734,000	916,122,734,000	-	-	916,122,734,000
Acquisition of 02 STS cranes with a lifting capacity of 85 tons	654,500,000,000	654,500,000,000	-	654,500,000,000	-	-	-	-
Acquisition of 07 barges with a capacity of 248 TEU each	208,500,000,000	208,500,000,000	-	208,500,000,000	-	-	-	-
Acquisition of 02 barges with a capacity of 248 TEU each	-	-	-	-	65,226,000,000	29,700,000	29,700,000	65,196,300,000
Acquisition of 04 barges with a capacity of 298 TEU each	-	-	-	-	143,274,000,000	127,973,216,788	127,973,216,788	15,300,783,212
Repayment of bank loans	230,624,000,000	230,624,000,000	230,624,000,000	-	-	-	230,624,000,000	-
Partial repayment of principal (including due and prepayment) to Shinhan Bank Vietnam Limited	174,028,730,220	174,028,730,220	174,028,730,220	-	-	-	174,028,730,220	-
Partial repayment of principal (including due and prepayment) to Joint Stock Commercial Bank for Investment and Development of Vietnam	56,595,269,780	56,595,269,780	56,595,269,780	-	-	-	56,595,269,780	-
Increase of charter capital contribution to Nam Dinh Vu Port Joint Stock Company (a subsidiary in which the Company holds 60% of the charter capital)	557,749,908,000	540,000,000,000	540,000,000,000	-	-	-	540,000,000,000	-

Contents	Initial plan	Revised plan in accordance with the BOM Resolution	Actual amount utilized as of June 23, 2025	Remaining unutilized amount as of June 23, 2025	Remaining unutilized amount under the plan approved by the 2025 GMS resolution	Amount utilized from June 24, 2025 to December 31, 2025	Cumulative amount utilized as of December 31, 2025	Unutilized amount as of December 31, 2025
<i>to implement business operations and repay bank loans</i>								
<i>Increase of charter capital contribution to Pacific Marine Equipment and Service Company Limited (a wholly owned subsidiary of the Company)</i>	-	115,000,000,000	115,000,000,000	-	-	-	115,000,000,000	-
<i>Increase of charter capital contribution to V.N.M General Transport Service Co., Ltd (a wholly owned subsidiary of the Company)</i>	-	273,000,000,000	273,000,000,000	-	-	-	273,000,000,000	-
<i>Acquisition of ordinary shares in Nam Dinh Vu Port Services Joint Stock Company (formerly Hai Minh Port Services Joint Stock Company)</i>	-	76,383,750,000	76,383,750,000	-	-	-	76,383,750,000	-
<i>Increase of capital contribution to Nam Hai ICD Joint Stock Company</i>	-	-	-	-	80,000,000,000	80,000,000,000	80,000,000,000	-
<i>Increase of capital contribution to Nam Dinh Vu Port Services Joint Stock Company (formerly Hai Minh Port Services Joint Stock Company)</i>	-	-	-	-	200,000,000,000	94,570,357,143	94,570,357,143	105,429,642,857
<i>Supplementation of capital for M&A activities to expand core business operations</i>	-	-	-	-	374,500,000,000	71,480,750,000	71,480,750,000	303,019,250,000
Total	3,001,373,908,000	3,014,130,484,000	1,235,007,750,000	1,779,122,734,000	1,779,122,734,000	374,054,023,931	1,609,061,773,931	1,405,068,710,069

7.2. Approval of the adjustment to the plan for use of the remaining unutilized proceeds from the 2024 public offering of shares to existing shareholders

No.	Purpose	Current plan – Unutilized amount as of December 31, 2025 (VND)	Revised plan (VND)	Remarks
1	Acquisition of 02 vessels with a capacity of approximately 1,800 TEU	916,122,734,000	916,122,734,000	No change
2	Acquisition of 02 barges with a capacity of 248 TEU	65,196,300,000	65,196,300,000	No change
3	Acquisition of 04 barges with a capacity of 298 TEU	15,300,783,212	15,300,783,212	No change
4	Increase of capital contribution to Nam Dinh Vu Port Services Joint Stock Company (formerly Hai Minh Port Services Joint Stock Company)	105,429,642,857	78,088,214,286	Decrease of VND 27,341,428,571
5	Supplementation of capital for M&A activities to expand core business operations	303,019,250,000	330,360,678,571	Increase of VND 27,341,428,571
	Total	1,405,068,710,069	1,405,068,710,069	

8. Approval of the issuance plan of shares under the Employee Share Purchase Plan for outstanding employees of Gemadept Corporation in 2025 (ESPP 2025)

8.1. Basis and contents of approval:

- Based on the profit before tax (PBT) as stated in the audited consolidated financial statements for 2025 of VND 2,521 billion, representing 140% of the 2025 plan approved by the GMS, the Company satisfies the conditions for issuance of shares under the Employee Share Purchase Plan for outstanding employees in 2025 (“ESPP 2025”).
- The GMS approves the entire contents of the share issuance plan under ESPP 2025 as set out in **Submission No. 06/TT-DHDCD2026 dated May 06, 2026** (attached to this Resolution).

8.2. The GMS 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:

- To organize the implementation of ESPP 2025 in accordance with the issuance plan approved by the GMS;
- To determine the timing for implementation of ESPP 2025;
- 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;
- 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;
- 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;
- 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.
- 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;
- 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;
- 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).

9. Approval of the issuance of shares under the Employee Share Purchase Plan for outstanding employees of Gemadep Corporation for the period 2026–2030 (Regulations of ESPP for the period 2026–2030)

The GMS approves the entire contents of the policy on issuance of shares under the Employee Share Purchase Plan for outstanding employees of Gemadep Corporation for the period 2026–2030 (Regulations of ESPP for the period 2026–2030) as set out in **Submission No. 07/TT-DHDCD2026 dated May 06, 2026** (*attached to this Resolution*).

In particular, the GMS approves the targets for determining the number of ESPP shares to be issued annually: To be determined based on the level of fulfillment of the PBT plan from 2026 to 2030 as follows:

No.	Rate of fulfillment of the annual PBT target approved by the GMS (<i>the annual PBT plan shall increase by at least 15% compared to the PBT plan of the previous year as approved by the GMS</i>)	Issuance ratio (<i>number of ESPP shares over total outstanding shares at the time of issuance</i>)
1	Failure to meet the plan	No issuance
2	From 100% to below 120% of the plan	1.0%
3	From 120% of the plan and above	1.2%

10. Approval of the share issuance plan to increase share capital from the Company's equity

10.1. Issuance Plan:

1. Issuer: Gemadept Corporation
2. Share name: Shares of Gemadept Corporation
3. Share type: Ordinary shares
4. Par value: VND 10,000 per share
5. Expected total number of issued shares (*expected, after completion of the share issuance under ESPP 2025*): 432,892,509 shares.

In which:

- Expected number of outstanding shares: 432,892,509 shares.
 - Treasury shares: 0 shares.
6. Maximum expected number of shares to be issued: 216,446,254 shares.
 7. Issuance ratio (*Number of shares to be issued / Number of outstanding shares at the time of registration*): 50%.
 8. Rights ratio: 2:1 (*Accordingly, at the record date, a shareholder holding 02 shares shall be entitled to receive 01 new share*).
 9. Total expected issuance value at par value (maximum): VND 2,164,462,540,000.
 10. Total expected number of shares after issuance (maximum): 649,338,763 shares.
 11. Expected charter capital after issuance (maximum): VND 6,493,387,630,000.
 12. Issuance method: Issuance of shares from equity to existing shareholders, distributed based on the exercise of rights.
 13. Source of capital: Share premium based on the Company's audited separate financial statements for 2025.
 14. Eligible participants: Existing shareholders of Gemadept Corporation whose names are recorded in the list of securities holders maintained by the Vietnam Securities Depository and Clearing Corporation (VSDC) as of the record date for the exercise of rights to receive

shares issued to increase share capital from equity.

15. Rounding principle and treatment of fractional shares: To ensure that the total number of shares issued does not exceed the maximum number of shares to be issued, the number of additional shares allocated to each existing shareholder shall be rounded down to the nearest whole share; any fractional shares (if any) shall be cancelled.

Example: At the record date, shareholder A holds 125 GMD shares. Shareholder A shall receive: $(125/2) \times 1 = 62.5$ shares. According to the rounding principle, shareholder A shall receive 62 shares, and the fractional 0.5 share shall be cancelled.

16. Relevant restrictions: Shares currently subject to transfer restrictions (if any) shall remain entitled to receive additional shares issued from equity. Newly issued shares shall not be subject to transfer restrictions. The right to receive additional shares shall not be transferable.

17. Distribution method:

- *For deposited shares:* Securities holders shall receive shares issued to increase share capital from equity through their depository members where their securities accounts are maintained, or through institutions directly maintaining accounts at VSDC;
- *For non-deposited shares:* Securities holders shall receive shares issued to increase share capital from equity at the head office of Gemadept Corporation – No. 6 Le Thanh Ton, Sai Gon Ward, Ho Chi Minh City, Vietnam.

18. Implementation timeline: Expected in 2026, after the Company completes the share issuance under ESPP 2025 and after receiving confirmation from the State Securities Commission (SSC) of receipt of a complete dossier for this issuance. The specific timing shall be decided by the BOM.

19. Plan to ensure compliance with foreign ownership limits: The issuance shall be made to all existing shareholders on a pro rata basis, and any fractional shares (if any) shall be cancelled. Accordingly, in principle, the ownership ratio of each shareholder shall remain unchanged. Therefore, this issuance shall not increase foreign ownership in the Company and shall comply with applicable regulations on foreign ownership limits.

20. Registration and listing of additional shares: All shares issued to increase share capital from equity shall be registered with the Vietnam Securities Depository and Clearing Corporation (VSDC) and additionally listed on the Ho Chi Minh City Stock Exchange (HOSE) in accordance with applicable laws.

10.2. Authorization for implementation:

The GMS authorizes the BOM to decide on all matters related to the issuance of shares to increase share capital from equity, including::

- To implement the share issuance plan. Based on the actual number of outstanding shares after completion of ESPP 2025, the BOM shall determine the specific number of shares to be issued in accordance with the approved issuance ratio;
- To decide on amendments, supplements or adjustments to the issuance plan as approved by the GMS in accordance with requirements of competent authorities and the Company's actual conditions (if necessary), provided that such changes do not alter the nature of the plan or exceed the key contents approved by the GMS, and ensure effective implementation in line with the Company's business plan, applicable laws, the Company's Charter and shareholders' interests;
- To prepare and complete the issuance dossier for submission to the SSC; to determine the record date, timing and schedule of the issuance in compliance with applicable laws and ensuring shareholders' interests;
- To organize the implementation of all tasks and procedures related to the issuance in accordance with applicable laws and the Company's Charter;
- 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 actually issued and their total par value, and to register amendments to the Enterprise Registration Certificate in accordance with applicable laws;
- To register the additional shares with VSDC and complete the additional listing of such shares on HOSE based on the issuance results;
- To perform other related tasks in accordance with applicable laws

11. Approval of the change of the Company's name; amendment and supplementation of the Company's Charter; and change of the Company's seal specimen

11.1. Change of the Company's name:

- a. Current name of the Company:
 - Name in Vietnamese: CÔNG TY CỔ PHẦN GEMADEPT
 - Name in English: GEMADEPT CORPORATION
 - Name in transaction: GEMADEPT CORPORATION
- b. New name of the Company after the change:
 - Name in Vietnamese: CÔNG TY CỔ PHẦN TẬP ĐOÀN GEMADEPT
 - Name in English: GEMADEPT CORPORATION
 - Abbreviated name: GEMADEPT CORPORATION
 - Name in transaction: GEMADEPT CORPORATION
- c. Rationale and purpose of the change:

- To align with the Company's development orientation, scale and new business strategy.
- To ensure consistency in the trading name, brand identity system and to support corporate governance in the new phase.

11.2. Amendment and supplementation of the Company's Charter:

a. Amendment to Article 2.1 of the Company's Charter as follows:

“1. Name of the Company

- Name in Vietnamese: CÔNG TY CỔ PHẦN TẬP ĐOÀN GEMADEPT
 - Name in English: GEMADEPT CORPORATION
 - Abbreviated name: GEMADEPT CORPORATION
 - Name in transaction: GEMADEPT CORPORATION”
- b. Amendment of other contents relating to the Company's name in the Charter (including the cover page and provisions referring to the Company's name).

11.3. Change of the Company's seal specimen in accordance with the new Company name as approved by the GMS.

11.4. Implementation:

- To assign and authorize the BOM and the General Director – the legal representative of the Company to carry out procedures for amendment of enterprise registration information with the competent authority (Ho Chi Minh City Department of Finance).
- To assign the BOM to decide on the number, form and content of the Company's seal in accordance with the new Company name as approved by the GMS.

12. Approval of the dismissal of a member of the Board of Management

The General Meeting of Shareholders approves the dismissal of Mr. Iida Shuntaro from his position as a member of the Board of Directors for the tenure of 2023 – 2028, effective from May 06th, 2026.

13. This Resolution takes effect from the signing date.

ON BEHALF OF THE ANNUAL MEETING OF SHAREHOLDER

CHAIRMAN



ĐỖ VĂN NHAN



THE WAY FORWARD

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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 - P _{HQ}
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
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} x 0.65 + P_{CB} x 0.20 + P_{TN} x 0.15) + [outstanding team coefficient + 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 / Number of shares allocated to each individual	Individual converted score
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



THE WAY FORWARD

No.: 07/TT-DHDCD2026

GEMADEPT CORPORATION

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SUBMISSION – NUMBER 07

For: Issuance of shares under the Employee Share Purchase Plan for outstanding employees of Gemadep Corporation for the period 2026–2030 (Regulations of ESPP for the period 2026–2030)

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.*

During the period 2021–2025, Gemadep Corporation (“Gemadep” or the “Company”) achieved strong profit growth (PBT in 2025 was five times that of 2020; compound annual PBT growth rate of 37% per annum) – significantly outperforming the industry average – which serves as clear evidence of the effectiveness of the ESPP in motivating the workforce to deliver outstanding contributions.

Looking ahead to 2026–2030, while the market remains volatile and many companies are adopting cautious business plans, Gemadep continues to set an ambitious target of tripling its profit. In the context of increasingly intense competition for talent, maintaining the ESPP is essential and represents an appropriate tool to inspire, retain high-performing employees and attract talent, thereby supporting the achievement of strategic objectives and enhancing sustainable value for shareholders.

On this basis, the Board of Management (“BOM”) respectfully submits to the General Meeting of Shareholders (“GMS”) for approval the policy on issuance of shares under the Employee Share Purchase Plan for outstanding employees of Gemadep Corporation for the period 2026–2030 (hereinafter referred to as the “Regulations of ESPP for the period 2026–2030”).

I. ABBREVIATIONS:

- Company/GMD: Gemadept Corporation
- Group: Gemadept Corporation and its subsidiaries, joint ventures and affiliates
- Subsidiaries: Subsidiaries of Gemadept Corporation
- ESPP: Employee Share Purchase Plan
- ESPP Shares: Shares issued under ESPP for the period 2026–2030
- BOM: Board of Management
- BOC: Board of Control
- GMS: General Meeting of Shareholders
- Employees (the “Employees”): Members of the Board of Management, members of the Supervisory Board, and employees having official labor contracts with the Company or its Subsidiaries
- SSC: State Securities Commission
- PBT: Profit before tax

II. OBJECTIVES OF ESPP FOR THE PERIOD 2026–2030

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 actively contribute to the successful achievement of the 5-year plan for 2026–2030 (by 2030, the Company’s profit before tax (PBT) is expected to be three times that of 2025); and to ensure the Company’s sustainable growth and development.

III. CONTENTS OF ESPP FOR THE PERIOD 2026–2030

1. Number of shares to be issued and characteristics of the shares

- Share type: Ordinary shares.
- Par value: VND 10,000 per share.
- Total outstanding shares: 426,495,109 shares.
- Issuance condition: To ensure the successful achievement of the Company’s growth objectives for the period 2026–2030, the Company must fulfill the annual profit before tax targets assigned by the GMS.
- Number of ESPP shares to be issued annually: To be determined based on the level of fulfillment of the PBT plan from 2026 to 2030 as follows:

No.	Rate of fulfillment of the annual PBT target approved by the GMS (<i>the annual PBT plan shall increase by at least 15% compared to the PBT plan of the previous year as approved by the GMS</i>)	Issuance ratio (<i>number of ESPP shares over total outstanding shares at the time of issuance</i>)
1	Failure to meet the plan	No issuance
2	From 100% to below 120% of the plan	1.0%
3	From 120% of the plan and above	1.2%

- Issue price: VND 15,000 per share.
- All issued shares shall be subject to transfer restrictions in accordance with Section III.5.

2. Eligible participants:

Members of the BOM (excluding independent members), members of the Board of Control (BOC), members of the Board of Directors, managers holding managerial positions and employees with outstanding performance and significant contributions to the Company's development, who have entered into official labor contracts with the Company or Subsidiaries, and who satisfy the eligibility criteria for participation in ESPP for the period 2026–2030 as set out in Section III.3 below (collectively, the "ESPP Participants").

3. Eligibility criteria for participation in ESPP for the period 2026–2030

Employees eligible under ESPP for the period 2026–2030 as set out in Section III.2 above must satisfy the following conditions:

- Being members of the BOM (excluding independent members), members of the BOC, members of the Board of Directors, managers holding managerial positions and employees with outstanding performance and significant contributions to the Company's development, who have entered into official labor contracts with the Company or Subsidiaries, having a minimum length of service of 12 months as of the end date of the relevant financial year used as the basis for consideration of the ESPP issuance, and whose labor contracts remain valid up to the date the State Securities Commission (SSC) issues the confirmation of receipt of a complete dossier for the Company's ESPP share issuance;
- Having a KPI performance rating of 100% or higher in the financial year used as the basis for consideration of the ESPP issuance.
- 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.

4. Principles for determining the number of shares allocated to each ESPP Participant on an annual basis:

- d) 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 of the year and recognized within the Group shall receive an additional coefficient of 0.09.
 - + Individuals awarded the title of Outstanding Individual of the year and recognized within the Group shall receive an additional coefficient of 0.18.
- e) 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
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

* Note: The excellence coefficients (both individual and team) and the individual coefficients (work performance, job level and position coefficient, and length of service) shall be determined based on the financial year used as the basis for considering the implementation of the corresponding ESPP share issuance.

f) 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** = $(P_{HQ} \times 0.65 + P_{CB} \times 0.20 + P_{TN} \times 0.15) + [\text{outstanding team coefficient} + \text{outstanding individual coefficient (if any)}]$
- **The number of shares allocated to each individual shall be determined in accordance with the following formula:**

$$\text{Number of shares allocated to each individual} = \frac{\text{Individual converted score}}{\text{Total converted score of all ESPP Participants}} \times \text{Total number of ESPP shares to be issued}$$

g) Rounding principle:

The number of shares allocated to each individual in accordance with the formula set out in Section c shall be rounded down to the nearest hundred.

Example: The number of shares allocated to individual A based on the above formula is 10,560.6 shares. According to the rounding principle, individual A shall receive 10,500 shares.

h) Treatment of fractional shares:

Fractional shares are the remaining shares arising from the rounding down principle as provided in Section d above.

The BOM shall decide on the allocation of such shares to ESPP Participants (excluding members of the BOM and members of the BOC) who demonstrate high work performance, provided that the additional allocation to each individual does not exceed 500 shares.

5. Transfer restrictions:

All 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 III.7.

Any benefits arising from the ESPP Shares (if any) shall not be subject to transfer restrictions.

6. 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 the ESPP. 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 III.5.

7. Provisions on recovery/repurchase of shares:

- ESPP Participants shall be subject to recovery of all ESPP Shares that remain under transfer restriction in the following cases:
 - + Members of the BOM or the BOC are dismissed pursuant to a resolution of the GMS in accordance with applicable laws and the Company's Charter;
 - + Employees are subject to disciplinary dismissal by the Company or its Subsidiaries

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- In the above cases of recovery/repurchase, ESPP Participants shall transfer all recovered ESPP Shares back to the Company at the issue price, and all such shares shall become treasury shares of the Company;
- For ESPP Shares recovered/repurchased in accordance with 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.

8. 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.

IV. IMPLEMENTATION

The GMS assigns and authorizes the BOM to decide on and implement the following matters:

- Based on the business results of the immediately preceding financial year, the BOM shall submit to the GMS for approval the number of ESPP Shares to be issued and the ESPP issuance plan for the relevant implementation year;
- Based on the annual ESPP issuance plan approved by the GMS, the BOM shall decide on the list of ESPP Participants and the number of shares allocated to each individual in accordance with the approved criteria and allocation principles; decide on the treatment of fractional shares, unsubscribed shares (if any), and measures to ensure compliance with foreign ownership limits;
- Upon the SSC confirming receipt of a complete dossier for the ESPP share issuance, the BOM shall notify the ESPP Participants on the approved list of the number of shares allocated and the procedures for subscription, ensuring compliance with applicable laws;
- To monitor and administer the overall implementation of ESPP for the period 2026–2030 in accordance with the contents approved by the GMS, including but not limited to proposing amendments and supplements to these Regulations; adjusting/amending the list of participants, the number of shares allocated to each ESPP Participant, and/or other contents as provided herein to reflect actual circumstances;
- Upon completion of the issuance and fulfillment of reporting obligations in accordance with applicable laws, to register the additional shares with the Vietnam Securities Depository and Clearing Corporation (VSDC) and to complete the additional listing of such shares on the Ho Chi Minh City Stock Exchange (HOSE) for the entire number of issued shares;
- 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); to register amendments to the Enterprise Registration Certificate and to carry out other necessary legal procedures in accordance with applicable laws and the Company's Charter to complete the ESPP issuance for the relevant implementation year;
- 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 SSC in accordance with applicable regulations (if any).

V. EFFECTIVENESS OF THE REGULATIONS

These Regulations shall take effect from the date of approval by the GMS and shall be applied to evaluate and recognize employees' contributions for the financial years from 2026 to the end of 2030. The implementation of the ESPP shall be carried out after the end of each financial year, based on the profit before tax (PBT) results used as the evaluation basis; accordingly, implementation may occur in subsequent years following 2030. The specific timing for each issuance shall be decided by the GMS or authorized to the BOM, in compliance with applicable laws and the Company's actual circumstances.

VI. AMENDMENTS AND SUPPLEMENTS TO THE REGULATIONS

- Any amendments or supplements to these Regulations shall fall under the authority of the GMS.
- Depending on the circumstances of each year, the GMS shall have the authority to consider and approve amendments or supplements to the contents of these Regulations for application to each financial year.
- The GMS hereby authorizes the BOM to amend or supplement certain provisions of these Regulations in order to ensure compliance with applicable laws and alignment with the Company's actual circumstances, provided that such amendments or supplements do not exceed the scope of matters already approved by the GMS.
- In the event that relevant laws governing the ESPP are amended, supplemented, or replaced, these Regulations shall be correspondingly adjusted to ensure compliance with applicable laws in force from time to time.

The BOM respectfully submits to the GMS for consideration and approval.

Best regard.

Ho Chi Minh City, May 6, 2026

BOARD OF MANAGEMENT

TC.P.M.