



PROPOSAL

Ref.: Policy on rewarding ESOP for Board of Directors, Board of Supervisors and Board of Management basing on completed and plan-exceeded operating results in 2020

To: Shareholders of Bamboo Capital Joint Stock Company

- Pursuant to the Enterprise Law No. 68/2014/QH13 on 26/11/2014 of the Socialist Republic of Vietnam;
- Pursuant to the Securities Law No. 70/2006/QH11 on 29/06/2006 of the National Assembly; the Law amending and supplementing some articles of the Securities Law No. 62/2010/QH12 on 24/11/2010;
- Pursuant to the Charter of Bamboo Capital Joint Stock Company (BCG) approved by the General Meeting of Shareholders on 27/05/2020 (the 7th amendment);

With a view to encouraging and motivating the Board of Directors, Board of Supervisors and Executive Committee of Bamboo Capital Joint Stock Company in the implementation and completion of profit plan targets to bring the best benefit to the shareholders, the Board of Directors of Bamboo Capital Joint Stock Company would submit the General Meeting of Shareholders to approve the policy on rewarding shares on the basis of profit result in 2020 as follows:

I. Plan to reward shares under Employee Stock Ownership Plan (ESOP) basing on operating results in 2020:

- Name: Shares of Bamboo Capital Joint Stock Company
- Type: Ordinary shares
- Par value: VND 10,000 / share
- Conditions to issue ESOP shares: The Company must reach or exceed the after-tax consolidated profit plan approved by the Annual General Meeting of Shareholders in 2020. In which, if the plan is reached, an amount of 5% of after-tax profit shall be appropriated as a bonus and if the plan is exceeded, 30% of after-tax profit will be additionally appropriated basing on the plan-exceeded value.

For example: The after-tax consolidated profit as planed in 2020 is VND 150 billion:

- *Where the operating result in 2020 obtained by the Company reaches the after-tax consolidated profit by VND 150 billion. Issuance value of ESOP shares = 5% x VND 150 billion = VND 7.5 billion.*

- *Where the obtained operating result exceeds the plan over the after-tax consolidated profit by VND 160 billion. Issuance value of ESOP shares*

$$= (5\% \times 150) + (160-150) \times 30\% = \text{VND } 7.5 \text{ billion} + \text{VND } 3.0 = \text{VND } 10.5 \text{ billion.}$$

- Maximum amount to be issued: 5,000,000 shares, specific amount of shares shall be based on the after-tax consolidated profit in 2020 at the audited consolidated financial statements 2020 and is authorized for the Board of Directors to decide.
- Issuance ratio (number of shares expected to be issued / outstanding shares): 4.63%.
- Form: Issuing bonus shares according to the Employee Stock Ownership Plan. The distributed subjects shall not make payment for any amount.
- Source of issue: Undistributed after-tax profit as of December 31st 2020 according to the audited financial statements 2020.
- Time of issue: After having audited financial statements 2020 issued.
- Subject to be issued: ESOP program is applied to members of the Board of Directors, Board of Supervisors and the Executive Committee and decided by the Board of Directors.
- Purpose: Issuing ESOP shares to increase charter capital to reinvest cash flow for the enterprise.
- Distribution and selection criteria: Decided by the Board of Directors.
- Transfer restriction condition: ESOP shares are not restricted for the transfer.
- All additional shares will be listed on Ho Chi Minh City Stock Exchange.

II. Approval and authorization to the Board of Directors to decide the following matters:

General Meeting of Shareholders would hereby approve and authorize the Board of Directors to decide and execute all matters as follows:

1. Building up Regulations to issue shares under ESOP program and specific plan, stipulating standards and lists of members of the Board of Directors, Board of Supervisors and Executive Committee participating in the ESOP program, price and time of issuance as well as binding conditions on transfer term and others, the rights and obligations related to the shares issued under the ESOP program, deciding and handling other matters regarding ESOP and adjusting the Program changes (if any) in accordance with legal regulations of the law.
2. Authorizing the Board of Directors to decide on actual amount of issuance after having audited consolidated financial statements in 2020
3. Making adjustment, supplement and/or amendment for the plan to register the issuance of shares with the State Security Commission of Vietnam or to ensure complying with relevant legal regulations (if any).
4. Building and stating in a proactive way the applications for issuance with the State Security Commission of Vietnam;
5. Carrying out business registration procedures with Ho Chi Minh City Department of Planning and Investment after completing the issuance;

6. Amending and/or supplementing the Company Charter regarding the change of charter capital after completing the issuance to members of the Board of Directors, Board of Supervisors and Executive Committee.
7. Executing the additional registration and depository at Vietnam Securities Depository, additionally listing at Ho Chi Minh City Stock Exchange for total amount of ordinary shares issued to members of the Board of Directors, Board of Supervisors and Executive Committee according to plan as approved by the General Meeting of Shareholders and the Company's Board of Directors.

It is respectively submitted to the General Meeting of Shareholders for voting and approval.

Yours sincerely,

Recipient:

- General Meeting of Shareholders;
- Filed: BOD's Office.

**FOR AND ON BEHALF OF
BOARD OF DIRECTORS
CHAIRMAN**

(Signed & sealed)

Nguyen Ho Nam