

DRAFT

SUBMISSION
Regarding the approval of the Plan for Issuance of Shares to Increase
Charter Capital from Equity

To: The General Meeting of Shareholders of Power Generation Joint Stock Corporation 3

Pursuant to the Law on Enterprises No. 59/2020/QH14 as amended and supplemented by Law No. 03/2022/QH15 and the Law Amending and Supplementing Certain Articles of the Law on Enterprises No. 76/2025/QH15;

Pursuant to the Law on Securities No. 54/2019/QH14 as amended and supplemented by the Law Amending and Supplementing Certain Articles of the Law on Securities, the Law on Accounting, the Law on Independent Auditing, the Law on State Budget, the Law on Management and Use of Public Assets, the Law on Tax Administration, the Law on Personal Income Tax, the Law on National Reserves, and the Law on Handling Administrative Violations No. 56/2024/QH15;

Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain articles of the Law on Securities, as amended and supplemented by Decree No. 245/2025/ND-CP dated September 11, 2025 of the Government amending and supplementing certain articles of Decree 155/2020/ND-CP;

Pursuant to the current Charter of Power Generation Joint Stock Corporation 3;

Pursuant to the audited Financial Statements for the year ended December 31, 2025 of Power Generation Joint Stock Corporation 3,

The Board of Directors ("**BOD**") respectfully submits to the General Meeting of Shareholders ("**GMS**") for consideration and approval the Plan for Issuance of Shares to Increase Charter Capital from Equity of Power Generation Joint Stock Corporation 3 ("**EVNGENCO3**") as follows:

I. Issuance plan:

- Share Name : Shares of Power Generation Joint Stock Corporation 3.
- Ticker Symbol : PGV
- Type of Shares to be Issued : Ordinary shares, freely transferable.

- Par Value : VND 10,000 per share.
- Current Charter Capital : VND 11,234,680,460,000.
- Number of Shares ("NOS") Issued : 1,123,468,046 shares.
- NOS in Circulation : 1,123,468,046 shares.
- Treasury Shares : 0 shares.
- Expected NOS to be Issued (maximum) : 89,877,443 shares.
- Total Issuance Value at Par Value (expected) : VND 898,774,430,000.
- Charter Capital after Issuance (expected) : VND 12,133,454,890,000.
- NOS after Issuance (expected) : 1,213,345,489 shares.
- Form of Issuance : Issuance of shares to increase charter capital from equity.
- Target Shareholders : Existing shareholders whose names appear on the shareholder list as of the record date for the right to receive shares issued to increase charter capital from equity, as provided by the Vietnam Securities Depository and Clearing Corporation ("*VSDC*").
- Issuance Ratio : 8% (Expected NOS to be Issued / NOS in Circulation).
- Exercise Ratio : Exercise ratio: 100:8.
As of the record date for the right to receive shares issued to increase charter capital from equity, a shareholder holding 100 shares will receive 8 additionally issued shares.
- Equity Source for Charter Capital Increase : Development Investment Fund as of December 31, 2025 based on the 2025 audited Financial Statements of *EVNGENCO3*.
- Fractional Share Handling : Shares issued to increase charter capital from equity shall be rounded down to the nearest whole unit. Any fractional shares (decimal fractions) arising (if any) shall be cancelled.

Example 1: Shareholder A holds 101 shares as of the record date for the right to receive shares issued to increase charter capital from equity. With an exercise ratio of 100:8 (equivalent to an issuance ratio of 8%), Shareholder A is entitled to receive 8.08 additionally issued shares ($101 \times 8\%$). Pursuant to the fractional share handling policy above, Shareholder A receives 8 additionally issued shares, and the fractional 0.08 shares shall be cancelled.

In cases where there is a discrepancy between the expected NOS to be issued to increase charter capital from equity (89,877,443 shares) and the actual NOS issued to shareholders pursuant to the rounding and fractional share handling policies above as per the list provided by VSDC, the discrepancy shall be cancelled.

Example 2: The expected NOS to be issued is 89,877,443 shares; the actual NOS issued to shareholders per the VSDC list is 89,877,000 shares. The discrepancy between the expected and actual NOS is therefore 443 shares. In this case, the 443 shares shall be cancelled.

- Transfer Restrictions : Shares issued to increase charter capital from equity are ordinary shares and are not subject to transfer restrictions.
The right to receive shares issued to increase charter capital from equity may not be transferred.
- Plan to Ensure Compliance with Foreign Ownership Limits : The GMS authorizes the BOD to approve a plan to ensure that the share issuance complies with applicable foreign ownership regulations.
- Implementation Timeline : Expected within 2026. The specific timeline is delegated to the BOD to decide after EVNGENCO3 completes the issuance registration procedures and the State Securities Commission of Vietnam ("SSC") notifies receipt of complete documentation for EVNGENCO3's share issuance report.

II. Authorization to the Board of Directors

In addition to the matters delegated and authorized to the BOD as set forth in the Issuance Plan above, the GMS delegates and authorizes the BOD to carry out

all matters and tasks related to the implementation of the Plan for Issuance of Shares to Increase Charter Capital from Equity, including but not limited to the following:

- Decide to amend or supplement the details of the plan for issuance of shares to increase charter capital from equity described above, and/or amend, supplement, or modify the issuance plan (*including decisions on matters not yet addressed in this capital increase plan*) as required by competent authorities to ensure the success of the issuance;
- Carry out all tasks, procedures, and decisions to implement the issuance plan, determine the timing of the share issuance, and address any issues arising in connection with the increase of charter capital from equity in accordance with the Corporation's Charter and applicable law;
- Carry out procedures to amend and supplement the relevant provisions of the Corporation's Charter to reflect the newly increased charter capital based on the actual issuance results upon completion of the issuance;
- Carry out all necessary legal procedures with the competent authorities to register the increase in charter capital upon completion of the issuance and to update the Corporation's Enterprise Registration Certificate to reflect the new charter capital based on the actual issuance results upon completion of the issuance;
- Carry out all related procedures with the State Securities Commission of Vietnam ("**SSC**"), the Vietnam Securities Depository and Clearing Corporation ("**VSDC**"), and the Ho Chi Minh Stock Exchange ("**HOSE**"), including but not limited to all related tasks for registering the share issuance, reporting the issuance results, registering additional share depository, and registering additional share listing for the newly issued shares;
- As applicable, the Board of Directors is authorized to sub-delegate to the Legal Representative to perform one or more of the specific tasks listed above.

The Board of Directors respectfully submits the above for consideration and approval by the General Meeting of Shareholders.

Yours sincerely.

Recipients:

- As above;
- BOD, BOS/EVNGENCO3;
- BOM/EVNGENCO3;
- Office, Divisions of EVNGENCO3;
- Archives: Finance - Accounting Dept.,
General Affairs Dept.

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