

**VIETNAM PROSPERITY JOINT STOCK
COMMERCIAL BANK**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

Hanoi, April 26 , 2019

REGULATION
**ON THE ORGANIZATION OF ANNUAL GENERAL MEETING 2019 OF THE
VIETNAM PROSPERITY JOINT STOCK COMMERCIAL BANK**

- Pursuant to the Law on Enterprises No.68/2014/QH13 dated November 26, 2014;
- Pursuant to the Law on Securities of the Socialist Republic of Vietnam and implementation guidance;
- Pursuant to the Law on Credit Institutions No. 47/2010/QH12 and Law No. 117/2017/QH14 November 20, 2017 amending Law No. 47/2010/QH12;
- Pursuant to the Charter on organization and operation of Vietnam Prosperity Joint Stock Commercial Bank dated April 20, 2015 by the Annual General Meeting.

The Annual General Meeting 2019 of Vietnam Prosperity Joint Stock Commercial Bank (VPBank) shall be organized in accordance with the following provisions:

Article 1. Purposes

- To ensure the order and principles of conducting and voting at VPBank's Annual General Meeting (AGM), as well as the compliance and the success of AGM.
- Resolutions of the AGM show the unanimity of the AGM, fulfill shareholders' expectations and comply with the law.

Article 2. Applicable entities and scope of application

- **Applicable entities:** All delegates and proxies, hereinafter referred to as "Delegates" ,attending Vpbank's AGM shall abide by the provisions of this Regulation, VPBank's Charter and applicable laws.
- **Scope of application:** This Regulation is used for organizing VPBank's AGM 2019.

Article 3. Conditions for conducting Annual General Meeting *(In accordance with Article 43 in the VPBank's Charter)*

1. The AGM shall be conducted only when the number of attending shareholders represents at least 51% of the voting shares.
2. In case the first Meeting fails to fulfill the requirement stipulated in Paragraph 1 of this Article, the Meeting shall be re-convened within 30 days from the planned date of the first AGM. The reconvened AGM shall be held only when the attending shareholders and proxies represent at least 33% of the voting shares.
3. In case the second AGM fails to fulfill the requirement stipulated in Paragraph 2 of this Article, the third AGM can be convened within 20 days from the planned date of the second AGM. If this is the case, the Meeting shall be conducted regardless of the number of shareholders or proxies attending.

Article 4. AGM participants

1. VPBank's shareholders and proxies of shareholders owning voting shares (according to the list of shareholders registered by April 8, 2019) are eligible to attend the AGM;
2. Shareholders and/or proxies, hereinafter referred to as "Delegates", are required to present at the Meeting on time and carry out registration procedures with the Board of organizers;
3. During the Meeting, Delegates shall follow the instructions of the Presidium and behave in a polite and order manner.
4. Delegates shall use, protect properly and keep confidential of AGM documents. Delegates are not allowed to copy, record, transfer to any third party outside the Meeting without the Presidium's permission;
5. Smoking is not allowed in the Meeting room;
6. Private talk and cell phone use shall be restricted during the Meeting. All cell phones shall be power-off or set to silent mode.

Article 5. The Presidium

1. The Presidium consists of three members, including one Chair and two members. The Bank's BOD Chairman shall serve as the Chair of the Presidium and VPBank AGM 2019.
2. Responsibilities of the Presidium:

- a. Steer the activities of the AGM in accordance with the agenda which is proposed by the Bank's BOD approved by and at the AGM;
 - b. Provide instructions to the Delegates and AGM to discuss the issues of the agenda;
 - c. Announce proposals and conclusions of important issues for the AGM to vote;
 - d. Answer queries as required by the AGM;
 - e. Address emerging issues during the meeting.
3. Principles of the Presidium:

The Presidium shall serve on the principles of collective leadership, democratic centralism and majority rule.

Article 6. The AGM Secretariat

1. The Secretariat consists of 01 member nominated by the AGM Chair (through the Board of Organizers). It is responsible to the Presidium and the AGM for their duties and acts as steered by the Presidium.
2. Responsibilities of the Secretariat:
 - a. Assist the Presidium in checking eligibility of the Delegates (if necessary);
 - b. Assist the Presidium in announcing draft documents, conclusions and resolutions and send notifications from the Presidium to the Delegates as per request;
 - c. Receive and review the discussion form and opinions from the Delegates, send them to the Presidium for making decision;
 - d. Take the minutes fully and accurately about the Meeting's contents and the issues that have been approved or under consideration;
 - e. Draft the Resolutions of the issues approved at the AGM.

Article 7. Eligibility Checking Board

1. The Eligibility Checking Board consists of 02 members, including one Chair and 01 member, is responsible to the Presidium and the AGM for their duties.
2. Responsibilities of the Eligibility Checking Board:
 - a. The Board is tasked with checking the eligibility of shareholders who attend the Meeting.
 - b. The Chair of the Eligibility Checking Board shall report to the AGM Chair about the eligibility of the shareholders. If the participants present at least 51% of the voting shares, the AGM shall be conducted.

Article 8. Ballot Counting Board

1. The Ballot Counting Board consists of 03 members, including 01 Chair and 02 members, nominated by the AGM Chair (through the Board of Organizers) and elected by the AGM.
2. Responsibilities of the Ballot Counting Board:
 - a. Prepare ballot counting minutes and is responsible to Presidium and the AGM for their duties;
 - b. Document accurately the voting result at the AGM;
 - c. Conduct ballot counting in accordance with the Regulation on nomination and election at the Meeting.
 - d. Promptly report the voting result to the Secretariat;
 - e. Review and report to the AGM about the violation of election rules or the complaint about the ballot counting result.

Article 9. Discussion at the Meeting

1. Rules:
 - a. The discussion shall be conducted within the given time frame and about the issues included in the AGM agenda;
 - b. Delegates who wish to make comments shall fill in the Discussion form and send to the Secretariat;
 - c. The Secretariat shall arrange Discussion forms in the order of registration and send to the Presidium;
 - d. Delegates shall raise hand and wait to be called by the Presidium to raise their comments or argument. Each delegate shall speak no more than 03 minutes, avoid lengthy and duplicate speech.
2. Answering Delegates' queries:
 - a. Based on the Discussion forms of the Delegates, the Chair or a member appointed by the Chair shall answer the queries;
 - b. In case of time limit, the questions that are not directly answered at the meeting shall be answered in writing by VPBank.

Article 10. Voting on issues and additional election

1. Rules:

- a. All issues in the agenda and contents of the Meeting shall be publicly discussed by the AGM and publicly voted by voting/election card or ballot.
- b. Voting cards and ballots are printed and stamped by VPBank and provided directly to the delegates together with the AGM documents. Each delegate is provided with 01 voting card and ballot on which the code, full name and the number of owned and authorized voting shares of delegate are clearly stated.
- c. Voting on issues at the AGM 2019 shall be conducted as follows:
 - + By raising voting cards: for approving such issues as AGM agenda, regulations, minutes, resolutions and other issues (if any);
 - + By filling in ballots: for approving the contents in AGM proposals, identified and clarified in each shareholder's ballot.

2. Voting Method:

- a. Delegates shall vote by choosing option: "For", "Against" or "Abstain" for each issue by raising Voting card or choosing on Ballot in corresponding with raised issues as regulated in Paragraph 2 of this Article.
- b. In case of voting by raising the voting card, the front side of the card shall be raised high toward the Presidium. Where the delegate does not raise voting card in all three voting times of "For", "Against" or "Abstain", s/he shall be considered "For". Where the delegate raise voting card more than once in three voting times of "For", "Against" or "Abstain" for an issue, such voting shall be considered invalid. Ballot counting board/ eligibility checking board shall mark the delegate code and number of votes of each shareholder voting "For", "Against", "Abstain" and/or "Invalid".
- c. In case of voting by filling in the ballot, the delegate shall select one of the three options "For", "Against" or "Abstain" as printed in the form by checking "X" or "✓" in the corresponding box. Where the delegate would like to correct the mark, he/she should cross the former selection, sign beside it (do not erase or correct over the former selection) and select again. If the Delegate abstains from one or more resolutions, he/she shall check "Abstain".
- d. Where delegates or proxies arrive at the Meeting after Voting, they are still allowed to register and vote on issues raised afterward their registration, but no

retrospective will be allowed. In this case, the validity of the previous votes shall not be affected.

- e. After completing voting on all issues, delegates put the ballots into a sealed ballot box at the AGM following the guidance of Ballot counting board. The ballot shall contain signature and full name of the delegate.
3. Invalid ballot: The vote in the ballot is considered invalid if it falls into one of the following cases:
 - a. The ballot is not issued by the Board of Organizers;
 - b. The ballot does not contain signature and full name of the Delegate;
 - c. The ballot is supplemented with additional contents, except for those required by the Board of Organizers
 4. Invalid ballot measure: The measure in the ballot is considered invalid if it falls into one of the following cases:
 - a. The measure is not voted or more than one option is selected for one measure.
 - b. The ballot is erased and corrected improperly rather than in accordance with Paragraph 2 of this Article.

An invalid ballot measure shall not affect the efficacy of other valid ones.

5. Voting principles:
 - The issues raised for voting at the AGM are only passed when the “For” votes account for at least 51% of the voting shares presenting at the Meeting.
 - For decisions on amendment and supplementation to VPBank's Charter; plan for charter capital change; plan for placement of shares, including the type of shares and the number of new shares to be issued; sales, investment and purchase for VPBank's assets with the value of at least 20% of VPBank's charter capital stated in the latest audited financial statements; the separation, consolidation, merger, legal form conversion, dissolution or requesting the Court to proceed bankruptcy procedures for VPBank shall be voted “For” by more than 65% of total votes of attending shareholders.

Article 11. Minutes and Resolutions of the AGM

The minutes and resolutions of the AGM shall be read and approved prior to the closing of the Meeting.

Article 12. Execution of Regulation

Delegates attending the AGM are required to strictly follow the Regulation on the organization of the AGM. Any violation, depending on its severity, shall be reviewed and determined by the Presidium in accordance with VPBank's Charter and Law on Enterprises.

This Regulation consists of 12 articles and shall come into effect right after it is approved by voting at the AGM.

P.P. BOARD OF DIRECTORS

CHAIRMAN

(signed)

Ngo Chi Dzung