

ANNEX 07

Ha Noi, April 2019

PROPOSAL

(on approving the plan for some task delegation and allocation to the Board of Directors)

Attention: VPBANK ANNUAL GENERAL MEETING

To be flexible and proactive in the management and operation of the Bank's activities and in case of arising business opportunities which needs the approval of the Annual General Meeting (AGM); to save time and cost and to meet the actual needs, the Board of Directors ("BOD") would like to submit to the AGM for approving the plan, and authorizing, delegating and assigning the BOD to perform the following tasks:

1. Agree on the plan to establish or acquire subsidiaries and affiliated companies in order to conduct the permitted business lines according to the provisions of law and relevant guidelines, including but not limited to the following business: finance leasing; insurance, etc. or opportunities to associate, merge or contribute capital or other forms of businesses with other credit institutions in compliance with the provisions of law and according to the practical conditions of the Bank. Authorize the Board of Directors to decide on the specific cases.
2. Agree on the plan to buy, sell, split up, spin off, merge, integrate, convert legal forms of business, dissolve or initiate bankruptcy procedures of the Bank's subsidiaries if necessary and beneficial to the Bank and its subsidiaries. To authorize and delegate the BOD to perform all tasks related to this plan in compliance with the provisions of law and the Bank's direction, for the best interest of the Bank and its subsidiaries.
3. Agree on the plan for deposit transactions between the bank and VPBank Finance Company to meet the business corporation demand and in line with the stipulated law. To authorize the BOD to decide on the deposit transactions and contracts valued at more than 20% of the bank's charter capital at the bank's subsidiaries.
4. Authorize and delegate the BOD to decide on issues under the power of the owners of the Bank's subsidiaries.
5. Authorize and delegate the BOD to decide on organizational structure and managerial and executive apparatus of the Bank, the bank's brand and image usage and management, etc.
6. Authorize and assign the Board of Directors to decide on solutions to tackle major financial volatilities of the Bank.
7. Agree on the raise of ownership stake of foreign investors up to the maximum level of 30% of the Bank's charter capital after the private placement to domestic and foreign investors in 2019 (It is agreed that there shall be no adjustment in the foreign stake compared to the bank's

charter capital for other placements). To authorize the BOD to decide on specific ratios suitable to the actual situations and most beneficial to the Bank; and to carry out the adjustment/registration procedures with competent agencies (if any).

Decision on the aforementioned proposals needs to be made in a timely manner so as not to affect the Bank's business as usual. Decisions on the issues assigned by the AGM shall be made by the BOD in an appropriate manner and in accordance with the Regulations on organization and operation of the BOD, VPBank Charter and relevant provisions of the law.

We would like to submit to the AGM for approval of the proposed contents.

Recipients:

- *Annual General Meeting*
- *BOD office for filing*

**P.P BOARD OF DIRECTORS
CHAIRMAN**

(signed)

Ngo Chi Dzung