

## **PROPOSAL AND DRAFT RESOLUTIONS OF THE VPBANK'S ANNUAL GENERAL MEETING 2024**

### **Attention: VPBank's Annual General Meeting:**

- I. VPBank CEO's report (Annex 1).
- II. Report of VPBank's BOD and independent members of the BOD (Annex 2)
- III. VPBank Supervisory Board (SB)'s report (Annex 3).
- IV. Items to be considered and approved by the Annual General Meeting (AGM):
  - 1) Proposal for AGM to approve the VPBank's separate and consolidated audited financial statements for fiscal year 2023. This document has been published with detailed information on VPBank's website. All data used for reports and proposals at the AGM are extracted from these reports.
  - 2) Profit distribution plan for 2023: Accordingly, the Board of Directors proposes to set aside funds and pay cash dividends in 2024 expected at 10%. Detailed proposal is as the attached draft resolution.
  - 3) Remuneration and operating budget of the VPBank's Board of Directors and Board of Supervisors in 2024: Expected budget proposal for both remuneration costs, salaries and bonuses and operating budget of the Board of Directors and Supervisory Board in 2024 will remain unchanged at 0.5% of the Bank's consolidated profit.
  - 4) Selection of independent auditor for the bank by proposing a list of 4 audit companies and assigning the Board of Directors to decide on a specific company to align with the reality and procurement regulations of the Bank.
  - 5) Proposal of principle to implement the ESOP program in 2024, as a basis for the Board of Directors to find solutions/Issuance plans to align with the goals and specific conditions of the Bank
  - 6) Propose a number of contents related to capital contribution, cooperation, joint venture, association... and assign the Board of Directors to proactively make decisions when appropriate opportunities arise. Report back to the AGM at the nearest meeting. The specific proposed content is as in the attached draft Resolution No. 09.
  - 7) Propose transaction limits and approve contracts with subsidiary - VPBank SMBC FC. The proposed limit is the maximum ceiling and it is proposed that the Board of Directors

proactively decide on specific transactions within this limit to promptly meet the business cooperation needs of the two parties in the fiscal year. Detailed proposed content is as in the attached draft Resolution No. 10

- 8) Proposal for the AGM to approve the Plan to receive a compulsory transfer for a weak credit institution: in accordance with the direction of the Government and the State Bank of Vietnam to restructure weak credit institution and develop banking industry toward healthy, safe and sustainable, based on voluntary proposals from VPBank and in compliance with the applicable law. Detailed proposed content is as in the attached Draft Resolution No. 11.
- 9) Proposal to establish a branch/representative office/subsidiary oversea: Based on the need to connect and expand business cooperation on a number of new business areas, new potential customer groups in Japan, under the cooperation and support from foreign strategic partner SMBC, VPBank plans to establish one of the following models: branch/representative office/subsidiary or another form of commercial presence in Japan. VPBank will research and select the specific legal model. Respectfully submit the proposal to the AGM for consideration and approval and assign the Board of Directors to decide on the specific type and implementation in accordance with actual needs and relevant legal regulations.
- 10) Proposal on the plan to issue international bonds to support for the mobilization in the international market, align with the requirements of the market, partners and banks. Respectfully submit to the AGM to approve in principle the basic contents of the bond issuance and assign the Board of Directors to execute in accordance with the provisions of law and actual needs. Details of the proposal are in the attached draft resolution No. 13.
- 11) Agree to assign the Board of Directors (BOD) several tasks, as a basis for the BOD to organize timely and effective implementation upon arising needs within the year. The specific contents are following the Draft Resolution No. 14 attached.
- 12) Proposal the application for supplement of the additional business lines: Proposing the Annual Shareholders' Meeting (AGM) approve the list of business activities are not currently included in VPBank's License, in accordance with the regulations of the Law on Credit Institutions and related laws. On this basis, throughout the year, when business units wish to expand and develop these lines/products, VPBank will proactively submit the license application to the SBV to satisfy the business demands. Details of new list and related contents submitted to the AGM are in the below Draft Resolution No. 15.
- 13) Amendment of the Regulations on organization and operation of the BOD; Regulations on organization and operation of the Supervisory Board (SB) and corporate governance regulations corresponding to the changes in the Charter. Detailed revised content and full text of the revised documents are attached.
- 14) Propose several principles for charging off written-off bad debts, specifically according to Draft Resolution No. 16 below.
- 15) Proposal for amendment and supplement of VPBank Charters to align with the changes of the Law on Credit Institutions in 2024 (Law 2024); as well as the assessment of content no longer

suitable to the current business activities of the Bank. The new Charter is expected to take effect on July 1, 2024, to match the effective date of Law 2024. Detailed content as per the attached document.

16) Election of two additional members of the BOD.

Draft resolution related to reports and proposals are as follows.

*Hanoi, March 02, 2024*

**P.P THE BOARD OF DIRECTORS  
CHAIRMAN**

**(signed)**

**Ngo Chi Dzung**

## DRAFT RESOLUTIONS OF THE ANNUAL GENERAL MEETING

### RESOLUTION 1. Approval of the CEO's report (Annex 1):

#### Business performance 2023

No.	Indicators (Unit: mil VND,%)	Actual 2023	Actual 2022	% vs 2022
1	Total assets	817,567	631,013	29.6%
2	Customer deposits and valuable papers	490,156	366,851	33.6%
3	Credit to customers	600,524	479,756	25.2%
4	NPL ratio of parent bank (Circular 11)	2.95%	2.19%	
5	Profit before tax (PBT)	10,804	21,220	-49.1%
<i>In which:</i>	<i>PBT, excluding one-off income</i>	<i>10,804</i>	<i>15,720</i>	<i>-31.2%</i>
	<b><i>PBT by entities</i></b>			
	<i>VPBank</i>	<i>13,468</i>		
	<i>Fe Credit</i>	<i>(3,699)</i>		
	<i>VPBankS</i>	<i>1,255</i>		
	<i>OPES</i>	<i>156</i>		

#### Key business targets for 2024:

No.	Indicator (Unit: mil VND,%)	Consolidated			2024 target			
		2024	2023	% vs. 2023	VPBank	FE	VPBankS	OPES
1	Total assets	974,270	817,567	19%	898,350	69,699	35,930	5,910
2	Customer deposits and valuable papers	598,864	490,156	22%	572,436	26,428	-	-
3	Credit to customers	752,104	600,524	25%	655,845	66,534	28,993	732
4	NPL ratio of parent bank (Circular 11)	<3%	2.95%					
5	PBT	23,165	10,804	114%	20,709	1,200	1,902	873

- The credit growth is calculated based on the needs and capacity of the bank. The actual quota will be based on the limits/regulations of the State Bank of Vietnam.
- The above targets are based on the assumptions/analysis of the growth scenarios of the economy and the actual capability of the bank. Proposal for the Annual General Meeting (AGM) to approve and assign the BOD to proactively decide on the bank's operational orientations and may adjust the above targets in accordance with the actual situation and limit/policy of the State Bank of Vietnam.

RESOLUTION 2. **Approval of the Board of Directors' full report (Annex 02)**

RESOLUTION 3. **Approval of the Supervisory Board's full report (Annex 03).**

RESOLUTION 4. **Approval of VPBank's single and consolidated financial statements for fiscal year ended December 31, 2023 audited by Ernst & Young Vietnam Limited. The detailed reports were published on [www.vpbank.com.vn](http://www.vpbank.com.vn).**

RESOLUTION 5. **Approval of profit distribution plan 2023:**

No.	Indicator	Amount (VND mil)
<b>1</b>	<b>VPBank's consolidated profit after tax</b>	<b>8,494,171</b>
1.1	Non-controlling interest (*)	1,479,768
<b>1.2=1+1.1</b>	<b>Net profit for distribution</b>	<b>9,973,939</b>
<b>2=2.1+2.2</b>	<b>Total fund appropriation</b>	<b>1,621,399</b>
<b>2.1</b>	<b>Reserve funds to supplement charter capital (mandatory)</b>	<b>544,804</b>
	<i>In which:</i>	
	VPBank's reserve fund to supplement charter capital	538,297
	VPBank AMC's reserve funds to supplement charter capital	287
	OPES's reserve funds to supplement charter capital	6,220
<b>2.2</b>	<b>Financial reserve (mandatory)</b>	<b>1,076,595</b>
	<i>In which:</i>	
	VPBank's financial reserve	1,076,595
<b>3=1.1-2</b>	<b>Undistributed profit after fund appropriation</b>	<b>8,352,540</b>
<b>4</b>	<b>Tentative profit for 10% cash dividend</b>	<b>7,933,924</b>
<b>5=3-4</b>	<b>Retained profit after fund appropriation and dividend payment</b>	<b>418,616</b>

Source: VPBank's Audited Financial Statement at 31.12.2023

(\*) Allocation of (negative) benefits to non-controlling shareholders in subsidiaries, increasing the net profit attributable to the bank's shareholders.

- i. Approval of the plan on fund appropriation and distributing consolidated 2023 profits as mentioned above
- ii. Approval of the cash dividend plan as follows:
  - Implementation time: expected to be Q2, Q3 2024. The specific time will be decided by the BOD, ensuring compliance with legal regulations and the actual conditions of the bank
  - Execution rate: 10%/share (01 share receives VND 1,000)
  - Tentative cash dividend amount: 7,933,924 mil VND
  - Cash dividend recipients: shareholders included in the shareholders list at the last registration date to exercise the right to receive cash dividend.
  - Payment method: cash/bank transfer
  - Source of payment: undistributed profit after fund appropriation as of December 31, 2023 according to the Bank's financial statement 2023.
- iii. The BOD is responsible for deciding on the implementation of the plan for distribution of profits and funds in 2023 of VPBank and its subsidiaries in accordance with legal regulation and the State Bank of Vietnam, carry out the processes and procedures with the regulators to complete the cash dividend payment.

**RESOLUTION 6. Approval of the remuneration and other benefits (manager liability insurance, accident and health insurance, health examination according to the Bank's general policies) and the operating budget of the VPBank's BOD and Supervisory Board in 2024** equivalent to 0.5% x consolidated profit before tax of the bank. Details of the calculation of the remuneration and other benefits of each member are in accordance with the regulations of the Charter and related internal policies and regulations of the bank.

**RESOLUTION 7. Approval of the list of the bank's independent audit companies including: Ernst & Young Vietnam Limited; KPMG Vietnam Limited; Deloitte Vietnam Company Limited; PWC (Vietnam) Limited; Assign the BOD to select an independent audit company to perform audit of VPBank financial statements in compliance with the applicable law and ensure financial efficiency**

**RESOLUTION 8. Agreeing in principles on issuing/selling shares under VPBank's ESOP 2024:**

- Maximum number of shares planned for sales/ issuance: 30,000,000.
- Pricing: preferential pricing for VPBank staff under ESOP, tentatively VND 10,000 per share
- Eligible buyers: staff of VPBank and its subsidiaries as per the criteria and list approved by the BOD. Non-executive members of the BOD are non-eligible.
- Transfer restriction:
- Purpose: Select experienced and talented employees for long-term companionship in order to together strive, build and develop VPBank and become VPBank's shareholder.

- The BOD is assigned to:
  - ✓ Research the form of issuance and plan in accordance with the legal regulations and the actual needs and situation of the Bank.
  - ✓ Decide the plan to ensure the issuance of shares to be in line with the legal regulations on the foreign ownership ratio and the commitment with the strategic shareholders.
  - ✓ The actual number of shares issued shall not exceed 30,000,000 shares.
  - ✓ Decide the timing and method to implement the plan in line with actual situation.
  - ✓ Appoint a securities company as the agent for the transaction (if necessary);
  - ✓ Complete all procedures in accordance with legal regulations with the regulators in line with the issuance under ESOP.
- Allow the BOD to assign, delegate and authorize to the Chairman and/or the CEO to execute the rights/tasks above
- For the ESOP programs implemented in 2023 and previous years, the BOD has full authority to decide: (i) Method of handling shares (including arising benefits, dividends distributed in cash/shares) of the employees who have quit their jobs during the transfer restriction time of the ESOP programs, including the identification of the transferee as the Bank/Trade Union or employees of VPBank/ Subsidiaries as decided by the BOD from time to time, payment methods, other relevant transfer documents/processes (ii) Determination of conditions/list of employees to be redistributed - receive direct transfer of shares of leaving employees need to resell; (iii) Decide which employees of VPBank and its Subsidiaries may be redistributed the number of shares (including arising benefits, dividends distributed in cash/shares) that the Bank/Union has purchased from retired employees; (iv) Decide on conditions for restriction of transfer (if any) for subjects to be redistributed shares purchased directly from retired employees and from VPBank's Union; (v) All other related work, methods and documents to handle issues related to the Bank's ESOP program in general to align with actual requirements from the regulators and the Bank from time to time.

**RESOLUTION 9. Agreeing on other capital contribution, cooperation, joint venture, and association, etc.**

1. Agreement in principles and approval on plans, transactions VPBank will conduct capital contribution/share purchase, establish or acquire subsidiary, association, cooperation and other forms with other business, credit institutions, etc. as follow:
  - Contribute capital/purchase share, establish or acquire companies to turn them into subsidiaries to carry out permitted businesses in compliance with the law and other relevant guiding documents;
    - (i) Form: receive transfer of capital contribution, share purchase, corporation acquisition in compliance with the law
    - (ii) Participating areas: All legal corporations operating in Vietnam in law-abiding areas that allow VPBank to contribute capital and purchase shares, including but not limited to: manage and distribute investment fund certificates, securities investment portfolio management and stock trading; financial leasing; remittances, foreign exchange, gold trading, factoring, payment intermediary services; credit information...;

- (iii)Rate of capital contribution/share purchase: all or a part of the charter capital of target companies that VPBank contributes capital or share purchases, depend on agreements with all related parties and within the regulatory requirements;
  - (iv)Purchase price: according to the agreement based on the assessment of the current state of the enterprise, agreement with related parties and market conditions
  - (v) VPBank's total investment in all transactions: within the regulatory requirement.
- Joint venture, association, cooperation; seeking, participating, implementing opportunities with other enterprises, credit institutions... in various fields in which VPBank is allowed to participate in accordance with the law when given the opportunity, in line with the orientation of the regulator, and for the interests of shareholders. Value of transaction, capital contribution, cooperation... from 20% or more of the Bank's charter capital recorded in the most recent audited financial statement
2. The BOD is authorized to decide, organize the implementation, search for appropriate enterprises for VPBank to participate in capital contribution, share purchase, acquisition, joint venture, association, cooperation and other forms as mentioned in the above section (target enterprises) and decide, organize the implementation of detailed plans, and report back to the nearest Annual General Meeting. The BOD is fully authorized to work, discuss and negotiate with the selling parties (sellers)/ partners and relevant parties; work, discuss and agree with competent authorities and make decisions on all relevant matters involved with the transactions mentioned above, inclusive but not limited to target selection, VPBank's participation rate, price and other conditions attached thereto; organizational structure, legal form of the target enterprise; models/methods of cooperation, association, plans to participate in restructuring/support (for credit institutions); decide the transactions between VPBank and credit institutions according to the plan approved by the regulator, decide on the transaction contents, documents signed and/or participated by VPBank to perform the transactions, and other matters during VPBank's investment, cooperation, restructuring/support; decide to amend, supplement and finetune plans, issues and transactions in accordance with the agreement with competent authorities, related parties...
  3. During the implementation of the above content, the BOD is entitled to decide on the contents within the scope of assigned tasks and assign the Chairman of the BOD, CEO, other units and individuals (in accordance with the Bank's regulation) to perform the above tasks.

#### **RESOLUTION 10. Agreeing on contracts with subsidiaries**

Approving the loan agreement and deposit contracts with VPBank SMBC Finance Company Limited (VPB SMBC FC), a subsidiary of the bank in line with the enclosed draft to ensure the business cooperation between VPBank and its subsidiaries. Agree to approve the lending and deposit limit at VPB SMBC FC **up to maximum 35% of Charter Capital** recorded in VPBank's most recent audited financial statements from time to time with the specific limit decided by the BOD. At the same time, assign the BOD to decide on other detailed terms/contents of the contracts and the implement including the following tasks: (i) approving the specific limit/level/value granted to VPB SMBC FC and the value of contracts implemented with subsidiaries within the limit/value approved by theAGM above; (ii) approving specific conditions for contract implementation and performance; (iii) approving, adjusting, updating contract terms and finalizing contracts according to actual working situation, partnering and performing contracts with VPB SMBC FC, including signing contract annexes, amended contract (if necessary); (iv) directing and deciding all other related issues



arising in the course of performing these contracts; (v) being assigned, decentralized, assigned to the Chairman of the BOD, CEO, units and individuals (in accordance with the bank's regulations) to perform the above tasks.

**RESOLUTION 11. Passing the mandatory transfer of a credit institution being a commercial bank with the following details:**

- a. Passing the mandatory transfer of a credit institution and carry out transactions and contracts with that mandatorily transferred credit institution:
  - (i) At the time of mandatory transfer as approved by the authorities, the scale of operations of the mandatory transferred credit institution (in terms of total assets and equity) is not higher than 5% of the corresponding scale of VPBank as of December 31, 2023, the charter capital of the mandatorily transferred credit institution is not exceeding VND 5 trillion.
  - (ii) After VPBank took over the mandatory transfer, the credit institution transferred its operations in the form of a single-member limited liability bank owned by VPBank and is an independent legal entity.
  - (iii) Passing transactions and contracts with the mandatorily transferred credit institutions with the following basic details:
    - VPBank buys and sells assets/debt/corporate bonds with the mandatorily transferred credit institutions to implement the transfer plan approved by the regulator, at the transaction value of over 20% of VPBank's charter capital recorded in the most recent audited financial statements (FS).
    - VPBank implements the plan and transactions to implement the mandatory transfer plan, according to the plan approved by the regulators.
- b. The AGM assigns the Board of Directors to:
  - (i) Decide and organize the implementation of all tasks, contents, documents and issues necessary to prepare, build, execute, implement and complete the mandatory takeover of a credit institution according to the content approved by the AGM, including but not limited to the following contents:
    - Decide on the commercial bank that VPBank received mandatory transfer according to the approval of the regulator;
    - Decide on the capital contribution to a mandatorily transferred credit institution at an appropriate time in the following years in compliance with the mandatory transfer plan approved by the competent state agency and ensure VPBank's operational prudence;
    - Decide on contents related to the mandatory takeover and related plan, adjust the mandatory transfer plan in accordance with legal regulation (including but not limited to the contents and, detailed schedule of the plan; transactions and support measures for VPBank and/or transferred credit institutions in line with actual conditions when implementing the plan; approval of contract content, specific transactions of VPBank with mandatorily transferred credit institutions and related parties and all other relevant content); draft, submit and work with the regulators to approve the mandatory transfer plan and transactions; propose and recommend policies, mechanisms, measures and levels of support for VPBank and/or transferred credit institutions to implement the mandatory transfer plan;
    - Decide and organize the implementation, signing of documents, papers, and materials and perform necessary work to carry out legal procedures for granting and adjusting licenses/approvals from the regulators related to the mandatory transfer and change of business registration of the mandatorily transferred credit institution;

- Decide and implement procedures, work with related parties, sign, deliver and implement documents, materials and other work related to the takeover and the approved mandatory transfer plans, in accordance with the legal regulation, approval and consent of the regulators and actual needs.
  - Implement purchases and sales of assets/debt/corporate bonds and other transactions with the mandatorily transferred credit institutions according to the above approval of the AGM, in accordance with the approved transfer plan.
- (ii) During the implementation of the above content, the AGM has the right to:
- Decide the contents within the scope of assigned tasks;
  - Assign tasks to the Chairman of the BOD, the CEO and here the AGM approved the assignment/ re-assigning of tasks by the Chairman of the BOD and the CEO to units and individuals (in accordance with VPBank's regulations and operating regulations) to: perform necessary work according to regulations; Complete, finalize and sign relevant documents, papers and materials; Work and carry out procedures with all levels, competent agencies and relevant parties; Carry out all other necessary work and procedures to implement assigned tasks in the following years in accordance with the mandatory transfer plan approved by competent state agencies and in accordance with the legal regulations.

The AGM accepts and approves all decisions and tasks which the BOD (and units and individuals duly assigned tasks) carries out according to the scope of assignment mentioned above and the other work related to the mandatory transfer plan and transactions in accordance with the legal regulations and VPBank's Charter;

Units and individuals participating in and performing tasks related to the mandatory takeover and developing and implementing the plan are exempt and not subject to personal liability (including but not limited to the responsibility for compensation for damages and costs incurred) in case the mandatory transfer and/or the mandatory transfer plan does not achieve the set goals or risks and damages occur during the implementation process is caused by (i) objective events which are unpredictable or beyond the control of relevant units and individuals (including but not limited to changes in policies and laws; decisions of competent authorities, natural disasters, epidemics, economic fluctuations; armed conflicts, etc.) or (ii) potential risks of mandatorily transferred credit institutions but VPBank does not or has not identified arising from or related to events before VPBank's mandatory takeover, provided that the relevant units and individuals perform the functions and powers they are assigned in accordance with the approval of the AGM, decisions of competent authorities, Charter, internal regulations of VPBank and relevant legal provisions.

**RESOLUTION 12. Decision on the establishment of branches, representative offices, subsidiaries or other forms of commercial presence of VPBank oversea (Japan).**

- Assign the BOD to decide on the type of unit to be established: branch/representative office/Subsidiary or other forms of commercial presence of VPBank abroad in accordance with the legal regulation and the bank's needs.
- Assign the Board of Directors to: (i) decide on the size of investment capital, opening location and other related contents and implement all procedures to establish a branch/representative office/ Subsidiaries/other forms of commercial presence of VPBank abroad; (ii) issue decisions to make investments oversea; (iii) sign decisions, records, documents, and materials to submit to the regulators to obtain approval for the establishment of a branch/representative office/company or other commercial representatives of VPBank oversea, apply for a Certificate of investment registration abroad; (iv) modify, amend, and complete records,

documents, and materials at the request of the regulators; (v) contact, discuss, work, and decide on other contents in the process of establishing a branch/representative office/company or other form of commercial presence of VPBank oversea; (vi) carry out other necessary procedures to establish a branch/representative office/company or other form of commercial presence of VPBank oversea.

- The Board of Directors can assign tasks to units and individuals to perform the above tasks, ensuring the operation and in line with actual situation.

**RESOLUTION 13. Passing of the issuance of Sustainability Bond in the form of private placement to a number of investors as follows**

No.	Item	Details
1	Issuer	Vietnam Prosperity Joint Stock Commercial Bank
2	Type	Non-convertible, unsecured, and non-warrant linked bond
3	Issuing currency and currency used to pay bond principal and interest	USD
4	Issuance volume (total par value of issuances)	Maximum USD 400,000,000 (four hundred million USD)
5	Bond term	Expected 05 years from the date of issuance according to BOD approval depending on the market situation at the time of issuance
6	Expected issuance time	Within 2024 – Quarter I/2025
7	Purpose and plan for using bond issuance capital	Provide credit for plans, projects, and financing needs which meet eligible green and social criteria according to VPBank's Sustainable Bond Framework
8	Nominal interest rate	Can be a fixed, floating interest rate, a combination of fixed and floating interest rates, or another type of structured interest rate
9	Payment method of bond principal and interest	Bond principal is paid at maturity (depending on each issuance) Bond interest is periodically paid
10	Market and location of issuance	The bonds will be issued to the international market to a number of investors, under the Euro Medium Term Note (EMTN) or other programs as agreed with the investors. Bonds can be listed and traded on foreign stock exchanges according to agreements with investors and approval from the

No.	Item	Details
		BOD depending on the market situation at the time of issuance.
11	Other content	Assign and authorize the BOD to make decisions in accordance with applicable legal regulations.

The AGM assigns the BOD to carry out the following contents:

1. Decide on detailed content of the offering plan, international bond issuance, issuance program, plan for using capital from bond issuances, and contents related to the issuance of international bonds and listing and trading on foreign stock exchanges (if any), including but not limited to matters related to issuance time, interest rates, fees, number of issuances, issuance quantity in each batch.
2. Decide and implement necessary procedures at agencies, organizations and individuals in Vietnam and oversea to implement issuance plans and programs, and carry out issuance and listing, bond transactions mentioned above (including but not limited to notifying, obtaining acceptance, approvals, exemptions... from the State Bank of Vietnam, State Securities Commission, relevant foreign Stock Exchange, other competent authorities...)
3. Decide on the establishment, addition, amendment and completion of content of the international bond offering plan and program, the listing and registration of bond trading and other issues, content in the process of implementing necessary procedures with relevant agencies, organizations and individuals.
4. Pass and decide to sign necessary contracts, documents and materials related to plans and programs to offer and issue bonds and/or to issue, list and trade international bonds .
5. The BOD assigns members of the BOD and the CEO to perform one or more of the above tasks. The assigned person can re-assign.
6. The AGM accepts and ratifies all decisions and tasks performed and assigned by the BOD.

**RESOLUTION 14. Passing of and assigning the following tasks to the BOD**

- Assign the BOD to decide on matters under the power of the owners of the bank's subsidiaries.
- Agree on current organization structure, governance system of the Bank. Delegate the BOD to make necessary adjustment according to specific conditions
- Assign the BOD to decide on solutions to overcome major financial changes of the bank (if any). Report to the nearest AGM.

**RESOLUTION 15. Passing of the proposal on supplementing activities onto VPBank license as follows:**

No.	Lines of business
1	Other payment services according to regulations of the Governor of the SBV
2	Treasury services for credit institutions and foreign bank branches
3	Providing money transfer, collection, payment and other payment services without

No.	Lines of business
	going through an account
4	Consulting on banking activities and other business activities specified in the License
5	Buy and sell Government debt instruments, Government guaranteed bonds, local government bonds
6	Asset management agent for lenders being international financial institutions, foreign credit institutions, credit institutions, foreign bank branches
7	Open an account abroad in accordance with foreign exchange laws
8	Participating in international payment system
9	Conduct currency swap with foreign financial institutions in international markets to support FX liquidity of VPBank;
10	Conduct currency swap with foreign financial institutions in international markets to prevent and limit risks on VPBank's banking book
11	Conduct currency forward and currency swap with foreign financial institutions in international markets to prevent and mitigate risk to VPBank's currency forward and currency swap contracts with eligible domestic credit institutions which have been signed and performed
12	Conduct currency option with foreign financial institutions in international markets to prevent and mitigate risks to VPBank's transactions with eligible domestic credit institutions which have been signed and performed
13	Trade, provide derivatives products concerning FX, currency and other financial asset in domestic and foreign markets
14	Assign others as payment agent, act as payment agent
15	Act as the representative of bond holders
16	Act as agent to distribute certificate of deposit
17	Act as agent to distribute securities within the law
18	Services of clearing and settlement of securities transactions in accordance with the law
19	Business activities related to banking and other business lines on the basis of compliance with legal regulations and guidance, approval and permission of competent state agencies.

- Approve the amendment/supplementation/update of the Charter, Establishment and Operation License, Business Registration Certificate, etc. to record the contents of business lines, scope of activities and other changes (if any) in accordance with the law.
- Assign the following tasks to the Board of Directors:

- ✓ Decide on related issues when making amendments and supplements to the Operation Licence as the above list of business lines including supplementation, clarification, and revision in compliance with law and regulations, the SBV's requirements, state regulators, and actual situation.
- ✓ Decide on and register with/submit to the SBV and state regulators about the amendments and/or supplements to Operation License listed in the above table.
- ✓ Decide on and submit to competent agencies about the Business Registration, the supplements and amendments to Licence on Establishment and Operations of VPBank and information about shareholders, charter capital and other information upon changes to VPBank's Business Registration Certificate.
- ✓ Decide on the registration of amended and supplemented business activities in Establishment and Operations License of VPBank apart from contents in above table when amendments and supplements must be made in accordance with law and regulations, requirements of competent state agencies and/or according to actual situations.
- ✓ Update and record business lines in the bank's Charter, Establishment and Operation License, Business Registration Certificate, etc. when approved/agreed by the regulator.

**RESOLUTION 16. Passing of and agreeing to charge off written-off bad debts after at least 5 years from the date of using provisions for settlement and after conducting all measures to collect debts that cannot be recovered.** After charge-off, these debts must be continuously monitored on the management system for at least 10 years, except for debts that the customer is a corporate that has gone bankrupt or dissolved in accordance with the law, and after liquidating and handling all assets or individual customers who have died, been declared missing under a court's decision and have completed in handling this person's estate and obligations in accordance with law. The list of debts to be charged off is decided by the Board of Directors, ensuring compliance with legal regulations.

**RESOLUTION 17. Passing the amended Charter of Vietnam Prosperity Commercial Joint Stock Bank and the tasks authorized to the BOD as follows:**

- Approve the amendment and supplementation of the Charter of VPBank (amended content and full document of the Charter) according to attached documents.
- Assign the BOD to decide on relevant issues when amending and supplementing VPBank's Charter according to the provisions of the point 1 above, including the addition, clarification and amendment of the contents, adjustment of the order of Articles, Clauses and Points in accordance with the legal regulation and the actual situation.
- Assign the BOD to decide on related matters in the implementation of registration/submission to the SBV and relevant authorities on amendments, supplements and adjustments to the contents of the Charter at the above contents.

**RESOLUTION 18. Passing of the draft regulations on operation of of the BOD (Appendix).**

- Passing the amendments to the Regulations on organization and operation of the BOD (amended contents and full text of the Regulations) according to the attached Appendix.

- Assign the BOD to decide on relevant issues when amending and supplementing the Regulations on organization and operation of the BOD according to the regulation of Point 1 above, including additions, clarifications, and amendments, adjustment to the contents and the order of Articles, Clauses, and Points to suit legal regulations and the actual situation.
- During the interval period between AGMs, assign the BOD to review and decide to amend and supplement the Regulations on organization and operation of the BOD if necessary to ensure the accordance with the actual situation and achieve effectiency in VPBank's governance and operations.

**RESOLUTION 19. Passing of the draft regulation on operations of the Supervisory Board (Appendix)**

- Pass the amendments to the Regulation on organization and operations of the Supervisory Board (including amended contents and full text of the Regulation) according to the attached Appendix.
- Assign the Supervisory Board to decide on relevant issues when amending and supplementing the regulations on organization and operation of the Supervisory Board mentioned above, including supplementing, clarifying, and amending the contents, adjusting the order of Articles, Clauses, and Points to suit the provisions of law and the actual situation.
- During the period between AGMs, assign the Supervisory Board to review and decide to amend and supplement the regulations on organization and operations of the Supervisory Board if necessary in consideration of the reality.

**RESOLUTION 20. Passing of the draft regulation on corporate governance.**

- Approve the amendments to the Bank's regulation on corporate governance (including amended contents and full text of the Regulations) according to the attached Appendix.
- Assign the Board of Directors to decide on relevant issues when amending and supplementing the above mentioned Internal Management Regulations, including supplementing, clarifying, amending the contents, and adjusting the order. Articles, Clauses, and Points in accordance with the provisions of law and the actual situation.
- During the period between AGMs, assign the Board of Directors to review and decide to amend and supplement the Regulation if necessary in consideration of the reality.

**RESOLUTION 21. Agreeing on the number of BOD's members for the 2020-2025 term to be 07 members, including 01 independent member of the BOD.**

**RESOLUTION 22. Election result of 02 additional members of the BOD for the 2020-2025 term.**