

**VIETNAM PROSPERITY JOINT STOCK
COMMERCIAL BANK**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

Hanoi, April 29, 2024

REGULATION
ON THE ORGANIZATION OF ANNUAL GENERAL MEETING 2023
OF THE VIETNAM PROSPERITY JOINT STOCK COMMERCIAL BANK

- Pursuant to the Law on Enterprises 2020;
- 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 approved by the Annual General Meeting.

The Annual General Meeting 2024 (AGM) of Vietnam Prosperity Joint Stock Commercial Bank (VPBank) shall be organized in accordance with the following provisions:

Article 1. Purposes

1. To ensure the procedures and principles of conducting and voting at VPBank's AGM, as well as the compliance and the success of AGM.
2. Resolutions of the AGM show the unanimity of the AGM and fulfill shareholders' expectations and comply with the law.

Article 2. Applicable entities and scope of application

1. ***Applicable entities:*** All shareholders and authorized person attending the AGM (*herein after referred as “delegates”*) shall abide by the provisions of this Regulation, VPBank's Charter and applicable laws.

2. ***Scope of application:*** This Regulation is used for organizing VPBank's AGM 2023.

Article 3. Conditions for conducting the AGM (*In accordance with Article 43 of VPBank's Charter*)

1. The AGM shall be conducted only when the number of eligible delegates represent more than 50% of the total voting shares.
2. Where the first AGM is not eligible to be conducted in accordance with clause 1 above, 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 number of shareholders and authorized person represent from 33% of the total number of shares with voting rights.
3. Where the second AGM is not eligible to be conducted in accordance with clause 2 above, the third AGM can be convened within twenty days from the planned date of the second AGM. If this is the case, the meeting shall be conducted regardless of the number of voting shares of delegates.

Article 4. AGM delegates

1. VPBank's shareholders and authorized person of shareholders owning voting shares (*according to the list of shareholders registered by March 15, 2023*) are eligible to attend AGM;
2. Delegates are required to present at the meeting on time and carry out registration procedures with the Board of organizers;
3. During the meeting, the delegates shall follow the instructions of the Presidium and behave in a polite and proper 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 Chairperson and two members. The bank's Chairman of the Board of Directors (BOD) shall serve as the Chairperson of the Presidium and VPBank AGM 2023.

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 and 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 one member, nominated by the AGM Chairperson (*through the Board of Organizers*). It is responsible to the Presidium and the AGM for their duties and acting 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, which consists of two members, including one Chairperson and one 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 delegates who attend the meeting.

- b. Its Chairperson shall report to the AGM Chairperson about the eligibility of the shareholders. If the number of delegates present over 50% of the voting shares, the AGM shall be conducted.

Article 8. Ballot Counting Board

1. The Ballot Counting Board consists of three members, including one Chairperson and two members, nominated by the AGM Chairperson (through the Board of Organizers) and elected by the AGM.
2. Responsibilities of the Ballot Counting Board:
 - a. Prepare ballot counting minutes and take responsibility for their duties before the Presidium and the AGM;
 - b. Identify accurately the voting result at the AGM;
 - c. Conduct ballot counting in accordance with this Regulation;
 - d. Promptly report the voting result to the Secretariat;
 - e. Review and report to the AGM about the violations of election rules or the complaints about the ballot counting result.

Article 9. Discussion at the meeting

1. Rules:
 - a. The discussion shall be conducted within the given time 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 three minutes, avoid lengthy and duplicate speech.
2. Answering delegates' queries:
 - a. Based on the discussion forms of the delegates, the Chairperson or a member appointed by the Chairperson 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

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 card or ballot.
- b. Voting cards and voting slips are printed and stamped by VPBank and provided directly to the delegates (*enclosed with the AGM documents*). Each delegate is provided with one voting card and one voting sheet on which delegate's code, full name, number of voting shares corresponding to the number of owned and authorized voting shares of delegate are clearly stated.
- c. Voting on issues at the AGM 2023 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 voting slips: for approving the contents in AGM proposals, identified and clarified in each shareholder's ballot.

2. Voting method:

- a. Delegates shall vote by choosing one of the three options "For", "Against", or "Abstain" for each issue by raising the voting card or choosing on ballot in correspondent with raised issues as regulated in paragraph c, Clause 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 of "For", "Against" or "Abstain", s/he shall be considered to approve the issue. 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 voting slips, 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 the voting, they are still allowed to register and vote on issues raised after 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 voting contents:
- a. The delegates select: i) more than one option amongst “For”, “Against”, “Abstain”; or ii) none of the three;
 - b. The voting content(s) is erased, corrected not in accordance to paragraph c, Clause 2 of this Article.

One invalid voting content shall not affect the other valid ones.

5. Voting principles:
- a. 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.
 - b. Decisions on amendment and supplementation to VPBank's Charter; plan for charter capital change; plan for placement of shares which includes the type of shares and the number of new shares to be issued; sales, investment and purchase for VPBank’s assets valued at 20% or more 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; and changes or termination of special rights of one type of preferred shares shall be voted “For” by more than 65% of total votes of all delegates.

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 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