

Ref: 226/2023/QĐ-HĐQT

Hanoi, October 20, 2023

DECISION

**About: Promulgating the Code of Conduct and Professional Ethics of Vietnam
Prosperity Joint Stock Commercial Bank**

BOARD OF DIRECTORS

- Pursuant to the Charter of Vietnam Prosperity Joint Stock Commercial Bank (VPBank);
- Pursuant to the Regulation on organization and operation of the Board of Directors (BOD) No. 131/2021/QC-HĐQT dated June 8, 2021;
- At the request of the Chief Executive Officer (CEO),

DECISION

Article 1. Issued together with this Decision is the **Code of Conduct and Professional Ethics of VPBank**, replacing the Code of Conduct and Professional Ethics of VPBank issued together with Decision No. 1192/2015/QĐ-HĐQT dated October 26, 2015 and its amendments and supplements (if any.)

Article 2. This decision takes effect from 25 October, 2023.

Article 3. The Board of Management (BOM) and relevant persons and units are responsible for implementing this Decision.

Recipients:

- BOD; Supervisory Board;
- BOM;
- HO heads of divisions and departments;
- Regional and branch managers; vice managers;
- VPBank officers and employees;
- For filing.

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

[Signed]

Ngo Chi Dzung

CODE OF CONDUCT AND PROFESSIONAL ETHICS
OF VIETNAM JOINT-STOCK COMMERCIAL BANK

(Issued together with Decision No. 226/2023/QĐ-HĐQT, dated October 20, 2023)

Content

Questions & reporting of misconduct	4
Contact information	4
Article 1. Introduction of VPBank 5 core values	5
Article 2. Introduction about the Code of Conduct and Professional Ethics at VPBank	8
Article 3. Responsibilities towards VPBank	9
Article 4. Responsibility towards colleagues	22
Article 5. Responsibility towards customers, partners, suppliers and other stakeholders	25
Article 6. Responsibility towards State management agencies and the law	26
Article 7. Responsibility to the community	27
Article 8. Instructions for compliance with VPBank's Code of Conduct and Professional Ethics	27

Questions & reporting of misconduct

If you are not sure whether your decision violates ethical standards or not after answering the questions in Article 8 of this Code of Professional Conduct and Ethics, VPBank member staff should contact their line manager or the Legal and Compliance Division at the address and phone number below for advice. VPBank officers and employees also need to immediately report to the Legal and Compliance Division when detecting wrongdoing or signs of wrongdoing. VPBank commits to ensuring the confidentiality of identities of officers and employees who report wrongdoing/signs of wrongdoing and prohibits any acts of retribution against those who report wrongdoing/signs.

Contact information

VPBank officers can raise questions or report wrongdoing or warning signs at the following phone number and addresses:

- Litigation, Complaint, Denouncement Handling & Anti Corruption Department - Legal and Compliance Division
- Telephone: 04.7305.9129
- Email: sukientuanthu@vpbank.com.vn or tckntc@vpbank.com.vn
- Address: Floor 16, VPBank Tower, no 89 Lang Ha, Lang Ha Ward, Dong Da District, Hanoi

Chapter I:

GENERAL INTRODUCTION

Article 1. Introduction of VPBank 5 core values

This Code of Conduct and Professional Ethics is built based on VPBank's 5 core values:

1. Aspiration

(i) Definition:

VPBank is inherently ambitious and aims to be a pioneering and leading organization. Therefore, we highly appreciate progressive individuals and groups who share the same aspirations as the organization. Aspiration is a strong desire to reach new heights. Aspiration creates the temperament of VPBankers so that we can undertake the mission "For a prospering Vietnam."

(ii) Proper behaviour:

- Attach the mission "For a prosperous Vietnam" to the daily work and consider it as our inner aspiration.
- Practice receptivity, always cultivate and develop oneself to improve on a daily basis.
- Openly share with customers, partners and the community about the organization's aspirations, thereby helping them understand VPBank more.

(iii) Harmful behaviour (Improper behaviour):

- Be lazy, unfocused, lack vitality or indifferent to the organization's mission.
- Be arrogant and complacent, overestimate oneself and turn oneself into a liability to the development and progress of the organization.
- Make statements that negatively affect VPBank's image and aspirations, costing its reputation in the eyes of customers, partners and the community.

2. Integrity

(i) Definition:

VPBank wants to thrive sustainably in a constantly changing economic context, so we uphold the value of integrity in all activities. Integrity is a combination of morality,

consistency and courage. At VPBank, we consider "what is right" more important than "who is right."

(ii) Proper behaviour:

- Tell the truth, report accurately and comprehensively. Dare to admit our mistakes and attempt to fix them.
- Keep our promises, and our actions and words consistent.
- Act ethically and legally. We protect what is right and those who speak up for what is right, report when we detect signs of wrongdoing.

(iii) Harmful behaviour (Improper behaviour):

- Tell untruths, fabricating or hiding information in the report; refusing to admit mistakes and abdicate responsibility when we're wrong.
- Break promises, saying one thing and doing another.
- Disregard moral values and legal regulations; lacking respect for what is right, concealing, ignoring or even abetting wrong things.

3. Efficiency & effectiveness

(i) Definition:

VPBank is an organization that always wants to create outstanding results. Therefore, we put efficiency & effectiveness first. Efficiency & effectiveness is understood as achieving set goals in the best way with optimal resources, while creating a premise for better results in the future. At VPBank, organizational or collective effectiveness is promoted through enhancing synergy and reciprocity, as well as through contributions from each individual.

(ii) Proper behaviour:

- Always set clear targets and metrics of the effectiveness in our work, striving to meet or exceed requirements with optimal management of resources.
- Understand risks as an inevitable part of work, thereby proactively anticipating bad situations and seeking to minimize possible risks.
- Put common goals above personal ones. When there are differences in perspectives, we take common goals as the basis for consideration and are willing to cooperate with other people or other departments to achieve common results.

(iii) Harmful behaviour (Improper behaviour):

- Set vague goals and performance metrics; working below expectations and wasting resources.
- Hesitate due to risk aversion or acting recklessly.
- Consider individual goals more important than common goals; letting ego get in the way of coordination; taking credit for other units' work.

4. Discipline

(i) Definition:

VPBank believes "discipline is strength" and discipline will create a strong team. Discipline at VPBank is understood as discipline in execution, awareness and consistent action with assigned goals and tasks. A well-disciplined organization will act synchronously, quickly and decisively. Discipline does not hinder creativity in work, but it helps all changes and developments stay on track.

(ii) Proper behaviour:

- Strictly comply with the organization's regulations, guidelines and policies.
- Work hard and taking responsibility for the results of our work
- Complete all work, aiming for the final result instead of leaving it unfinished or just finishing our work and not paying attention to the next processes.

(iii) Harmful behaviour (Improper behaviour):

- Non-compliance, intentionally try to "circumvent" regulations or even go against the organization's regulations, guidelines and policies
- Be lackadaisical in the work, and shift responsibility to others when problems occur
- Leave work halfway or just finish your work and not pay attention to the next process

5. Innovation

(i) Definition:

VPBank wants to be a progressive organization, always pioneering innovation and improving outstanding financial service quality. That's why we value creativity. Creativity is understood as creating new things more useful than old things or making adjustments

that bring added value. Creativity helps VPBank maintain its competitive advantage in the market. Besides, for a field requiring high compliance such as finance and banking, creativity needs to be understood as flexibility to find sustainable solutions, not a risk trade-off.

(ii) Proper behaviour:

- Foster innovative and flexible thinking. We dare to think outside the box, are not afraid to try new things and are willing to learn if we fail.
- We welcome and respect differences in opinions and perspectives, openly accepting them instead of judging or rejecting them.
- Keep the spirit of learning and discover new things from many different sources, utilizing them to find solutions for improvement and innovation.

(iii) Harmful behaviour (Improper behaviour):

- Have conservative and rigid mindset. Thinking in a stereotypical way, afraid to try new things and afraid of failure
- Judge or reject differences in opinions and perspectives and insist that your solution is the best, or even the only.
- Think you know everything, be complacent with what you have, not continue to learn and let yourself fall behind.

Article 2. Introduction about the Code of Conduct and Professional Ethics at VPBank

1. VPBank takes pride to be one of the earliest joint-stock commercial banks established in Vietnam. During our history, VPBank has steadily overcome many challenges to honorably stand among leading joint-stock commercial banks in Vietnam today. VPBank has achieved today's achievements thanks to the efforts of many generations of member staffs - people who carry VPBank's Core Values and always cultivate the Bank's reputation and prestige.
2. This Code is designed to establish professional ethical standards to help us always behave in accordance with VPBank's Core Values.
3. This Code applies to all VPBank member staff. Compliance with the standards in this Code of Conduct is the responsibility of each member staff, in order to protect the Bank's reputation and prestige.

4. The basic principles of professional conduct and ethics that all VPBank member staff must comply with are: no member staff at VPBank will exchange the bank's reputation and prestige to receive a personal or other benefit, even for the Bank itself. We understand that damage to the reputation and credibility of VPBank – an organization operating on the foundation of customer trust and is customer-centric – will have far-reaching effects on business of the bank.
5. The standards established in this Code will be the guide to each member's decision making in many cases. However, no Code can cover all situations that may arise in practice. Therefore, we believe that each member staff of VPBank will always rely on their integrity to make decisions to protect the bank's reputation and prestige.
6. VPBank will strictly discipline any behavior that goes against the standards set forth in this Code of Conduct. VPBank wants each member staff to clearly understand that violations of the provisions of the Code will be strictly handled according to the provisions of law and the Bank's internal regulations, from reprimand to dismissal and /or be subject to criminal prosecution according to the provisions of law. Each VPBank's member staff is responsible for reading and signing to confirm that they clearly understand the standards of conduct specified in this Code of Conduct, demonstrating their commitment to comply with those standards.

Chapter II

VPBANK'S CODE OF CONDUCT AND PROFESSIONAL ETHICS

Article 3. Responsibilities towards VPBank

At VPBank, each member staff is a representative of VPBank's prestige, reputation, image, benefits and Core Values. Therefore, each of them is responsible for complying with the following rules:

Rule 1: Internal regulatory compliance

VPBank requires each staff to strictly comply with regulations issued by VPBank at all levels. No one is allowed to abuse personal authority, use the influence of others or in any other means to influence others to act contrary to VPBank's regulations, assigned functions and tasks, and professional ethical standards.

Each member staff must respect VPBank's regulations at the highest level. Complying with VPBank's regulations is to protect the Bank's interests and reputation.

Therefore, each member staff must understand their position and duties as fully as possible when performing any action or making any decision.

Rule 2: Compliance with ethical standards at work

VPBank stipulates that each staff will work with the highest ethical standards, treating colleagues, customers, and partners nicely and gaining the best competitive advantage through quality of products and services, not through unethical or illegal activities.

VPBank strictly prohibits all acts of giving or receiving bribes related to colleagues, customers, partners or any other organization or individual for the purpose of influencing a decision, gaining an advantage, avoiding a disadvantage or to gain a business opportunity for the individual or partner concerned.

Rule 3: Honesty, objectivity, fairness and transparency

Each member staff must be honest in exchanging, providing, reporting information, and performing work according to records, documents, and data that is reflected in reality in the most objective way.

VPBank strictly prohibits reporting, providing untrue information or intentionally concealing information that affects data, reports and the decisions and behaviors of others.

VPBank strictly prohibits discriminatory practices in management, administration, and handling of work with colleagues, customers, and partners. Decisions and actions of member staff must not be based solely on personal feelings or personal preferences but must be for the general benefit of the bank, work or the interests of customers in an appropriate manner.

During work, member staff can have access to information that creates advantages in transactions, business or affects the value of shares and stocks of VPBank. Therefore, member staff are not allowed to use that information to perform transactions for personal benefit, nor are they allowed to discuss or share that information in any form with any individual, both inside and outside VPBank.

Rule 4: Expertise, prudence and sense of responsibility

Each member staff not only follows VPBank's processes and regulations but also works based on their expertise, experience, professional care and the highest sense of responsibility.

Each member staff, when making decisions and conclusions related to their work, must ensure that there's no doubt and they must be based on authentic evidence, which can be verified

if necessary. All conclusions and decisions need to be fully recorded and archived so that they can be reviewed when necessary to serve as the evidence later on.

Rule 5: VPBank information security

While working at VPBank and even after stopping working at VPBank, member staff are responsible for protecting the confidentiality of information that they know during their time working at VPBank. Confidential information (in written and/or digital form) of VPBank includes, but is not limited to, strategic documents, projects, operational plans, figures, and reports on financial status (beyond the scope of public disclosure according to regulations), professional documents, technological systems, advertising programs, regulations on products and services of VPBank, customer information, suppliers, partners, or other information that has been designated as confidential or internal. To keep VPBank's information confidential, each VPBank staff is responsible for complying with the following regulations:

1. Member staff are not allowed to disclose VPBank's confidential information to anyone who is not authorized to receive such information or does not need to know such information (including other staff) according to VPBank's current regulations. Staff are only allowed to provide the above confidential information when authorized by VPBank's competent authorities or at the request of a competent State or legal agency and in accordance with VPBank's current regulations;
2. Necessary steps should be taken to ensure that the process of releasing, copying, sending, receiving, preserving, storing, and destroying confidential information, not leaking information to unauthorized people to access it;
3. It is necessary to ensure that each individual's workstation and computer access are completely controlled, avoiding unauthorized access;
4. With digital information, it is necessary to comply with regulations related to computer access, internal networks, passwords, and identification codes to prevent unauthorized access to VPBank's confidential information;
5. Do not arbitrarily install, modify, supplement or copy software programs on VPBank's internal network system;
6. Do not discuss VPBank's confidential information in public places, on forums (including VPBank's internal forums), on mobile phone networks, or on other means of communication that may lead to the leak of VPBank's confidential information;
7. Comply with other regulations on information security of VPBank.

Rule 6: Brand protection

One of VPBank's most important assets is its brand and identity. To protect the Bank's brand and ensure consistent brand awareness, each VPBank member staff needs to comply with the regulations and instructions on VPBank's brand use and brand recognition in all internal documents, external transaction documents, marketing publications, emails, artifacts, signs, name cards, ATM, etc. To protect the brand values and identity, each member staff needs to be a brand ambassador of the Bank, demonstrated through efforts to bring the best experience for customers, partners, and stakeholders. Should it be discovered that VPBank's brand and/or brand identification signs are member staff are responsible for promptly reporting to the Marketing and Communications Center.

Each member staff needs to be careful when using uniforms or something (cards, nameplates, uniforms/clothes with VPBank's name, logo) attached with VPBank's name, brand or logo in public (including on the Internet or media), on the way to work or at any location to avoid direct or indirect negative impacts on the image and reputation of the bank.

To avoid accidentally or intentionally causing negative impacts on the brand, image, and reputation of VPBank, each member staff needs to be aware that actions such as making comments in an unfavorable direction regarding VPBank, about products, services or content that refers to or related to VPBank in the media (including on social networks, electronic newspapers, on the Internet) or the sharing of unfavorable information, images, news, articles, and links about VPBank on social networking sites, the Internet, and other media can directly or indirectly increase the magnitude of adverse impact on VPBank's brand, image, and reputation.

Rule 7: Asset protection

Member staff are responsible for protecting VPBank's tangible and intangible assets. VPBank's assets include, but are not limited to, cash, securities, facilities, labor tools, vehicles, email system, intranet, information about the bank, and officers and employees of VPBank, customers, suppliers, partners, intellectual property rights (computer programs, calculation models, etc.) and other assets of VPBank. To protect VPBank's assets, each member staff is responsible for complying with the following regulations:

1. Only use VPBank's assets to serve the bank's affairs; Do not use VPBank assets for personal or other purposes without permission from competent authorities;
2. Always use and protect VPBank's assets carefully, economically, and without damaging VPBank's reputation and interests;

3. Misappropriation of VPBank assets in any form is strictly prohibited; All acts of misappropriation of VPBank's assets will be strictly handled according to VPBank's internal regulations and the provisions of law;
4. Apply appropriate preventive measures or promptly notify VPBank's Security Department to apply appropriate measures when detecting that the bank's assets are stolen, vandalized, exploited or unauthorized use;
5. When terminating or being terminated from work at VPBank, officers and employees are responsible for returning all assets and information that they hold or have obtained as a result of their working relationship at the bank; Assets and information that officers and employees hold or obtain as a result of their working relationship at the bank are the exclusive property of VPBank;
6. Comply with other regulations on protecting VPBank's assets.

Rule 8: Ensure accuracy of documents and data at work

Information, documents and data are the basis for VPBank to make appropriate decisions. Therefore, each member staff of VPBank is responsible for ensuring that the Bank's information, documents, and data are complete, accurate, timely updated, and reflect honestly the situation of the business operations and finances. For this purpose, each member staff is responsible for complying with the following regulations:

1. Commit to ensuring that VPBank's information, documents and data within the one's scope of work honestly and accurately reflect the bank's business and financial operations. If you suspect or know that there is an inaccuracy in VPBank's documents or data, member staff are responsible for promptly reporting the incident to the Finance Division or the Legal and Compliance Division;
2. Commit to ensuring that information, documents, and data collected from customers, suppliers, and partners reflect honestly and accurately the business and financial situation of customers, suppliers and partner. VPBank strictly prohibits all acts of forging, cutting, editing, erasing, hiding information of customers, suppliers, partners and other acts that may distort the decisions and/or harm the interests of the bank. It should be noted that all of the above actions will be strictly handled according to VPBank's internal regulations and the provisions of law;
3. Commit to coordinating with compliance control units, and internal and external audit to support these units in performing their functions

Rule 9: Contact with media agencies and/or the public

As a public company, VPBank is obliged to comply with regulations related to disclosing information to shareholders, investors, and the public, and remaining transparency in VPBank's operations. Therefore, contacting, speaking, and providing information to media agencies and/or the public requires caution and compliance with VPBank's internal regulations and the provisions of law. For this purpose, each member staff is responsible for complying with the following regulations:

1. Only authorized persons according to VPBank's current regulations may contact, speak, and provide information on behalf of the Bank to mass media agencies and/or the public, including in forums and on the internet;
2. When asked by media agencies to answer or speak, member staff need to explain VPBank's internal regulations on this issue, and at the same time refer to the Marketing and Communications Center for answers. In cases where a response is required, member staff need to clearly state that they will respond on their own behalf, not on behalf of VPBank, and at the same time, the content of the response must ensure that others cannot misunderstand that the answer is from VPBank;
3. The Marketing and Communications Center is responsible for establishing and maintaining regular relationships with media agencies to provide adequate information according to state regulations on information disclosure. and ad-hoc information according to VPBank's operational requirements;
4. Comply with current regulations on speech and communication of VPBank.

Rule 10: Avoid conflicts of interest with VPBank

In daily work, each member staff of VPBank may encounter situations of conflict of interest or potentially leading to a conflict of interest with VPBank. These cases occur when the actions of an officer or employee conflict with or adversely affect VPBank or appear to conflict with or adversely affect VPBank. A conflict of interest is also considered to occur when an officer, employee or their family member receives benefits, products, services, or preferential treatment due to his or her position at VPBank. To avoid conflicts of interest between officers, employees and their related persons with VPBank's interests, each member staff needs to comply with the following basic principles:

1. In relations with other investors, suppliers and contractors

- Member staff are not allowed to participate in making decisions (on executing economic contracts, providing products and services, etc.) of which the execution directly or indirectly benefits to those staff or related persona (father, mother, wife, husband, children, siblings or businesses over which these people have control). When detecting the above cases occurring or likely to occur, member staff must proactively report to their line manager to avoid conflicts of interest;
- Member staff when in relationships with investors, suppliers or any contractor, in case of a conflict of interest with VPBank, officers and employees should rely on their commitment to put the bank's interests above their personal interests, and consult with the manager to comply with ethical standards in professional activities or personal tasks of officers and employees. Conflicts of interest can occur but are not limited to activities/fields such as investing, participating in management or working for another enterprise, using the VPBank brand and VPBank image, recruiting/appointing personnel. Specifically:
 - (i) Member staff are not allowed to make any personal investment in a business if this investment affects the ability to make fair business decisions for VPBank. If an officer or employee has made such an investment before working for VPBank or the position of an officer or employee at VPBank changes in a direction that creates a conflict of interest, the officer or employee must notify their line manager. The above investment includes investment in joint stock banks and private companies that are suppliers or competitors of VPBank or have business relationships or are conducting transactions with VPBank except for business relationship in the form of a customer using VPbank products or investment activities accounting for less than 1% of the stock value of the above organizations;
 - (ii) VPBank encourages member staff to participate and perform civic duties, including contributing effort and money to charity organizations and non-governmental organizations. However, participating in these organizations must not cause a conflict of interest with VPBank and must comply with the laws and regulations of VPBank;
 - (iii) Whenever discovering a possible conflict of interest with VPBank, officers and employees must immediately report to unit manager. In case of conflicts of interest with VPBank created by manager, officers and employees need to immediately report to the CEO for an appropriate handling plan.

Member staff need to strictly comply with internal documents issued by VPBank and are responsible for immediately reporting to line managers and the unit manager about anything they see that could generate a conflict of interest. The unit manager will then decide on specific actions.

2. *In relations with customers*

Member staff should have as clear a grasp as possible of financial information, business operations as well as customer relationships to ensure they avoid any foreseeable conflicts of interest.

Member staff are not allowed to perform the following acts:

- (i) Do not borrow money or assets from customers (except credit institutions) who have existing credit relationships at VPBank or partners in economic transactions with VPBank;
- (ii) Do not lend money or assets to customers and partners who have credit relationships at the branch where officers and employees work;
- (iii) Do not receive or suggest to receive benefits that lead to conflicts with VPBank's interests in the process of handling assigned work.

3. *Hold a management position, work for another company or make outside investments or businesses*

Member staff may not undertake any directorship or work or part-time commercial tasks for a company other than VPBank if this action creates a conflict of interest between VPBank and the staff, affects the performance of the staff, or cause the staff to violate the provisions of VPBank's labor regulations and their labor contract with VPBank. In case VPBank member staff have investment, business activities or other outside work and services, they must comply with the following regulations:

- (i) Do not work or collaborate in any form which directly or indirectly negatively affecting the bank reputation, brand, business, or market share, with VPBank's competitors;
- (ii) Outside investment and business must not affect the work performance at VPBank. These investment and business activities must be carried out outside of working time for the bank;

- (iii) Do not participate in management, administration or work in any form for organizations operating in the banking and finance sector without the assignment/permission of VPBank;
- (iv) Do not use internal undisclosed information that member staff obtain from their positions for personal gain

4. *VPBank member staff are responsible for declaring and reporting cases of participation or having relatives participating in investing, contributing capital, or managing businesses with potential risks of conflicts of interest with VPBank*

To early prevent and anticipate conflicts of interest at VPBank, officers and employees are responsible for declaring and reporting according to the principles in point (iii) clause 4 of this Rule in the following cases:

- (i) Member staff who participate or have relatives (father, mother, spouse, siblings) invest, contribute capital, or act as managers (holding the position of Chairman of the Board of Directors, General Director/Director, Deputy General Director/Deputy Director, Chief Accountant) at enterprises that currently have a credit relationship with VPBank (applies to officers and employees participating in the process sales issued by VPBank from time to time);
- (ii) Member staff who participate or have relatives (father, mother, spouse, siblings) invest, contribute capital, or act as managers (holding the position of Chairman of the Board of Directors, General Director/Director, Deputy General Director/Deputy Director, Chief Accountant) at enterprises with which they are signing cooperation contracts, providing products and services to VPBank in any field (applicable to positions from management level - Head of department or officers and employees with job level from level 9 or higher).
- (iii) Reporting principles: before a transaction is carried out/as soon as there is a basis, officers and employees must report to management levels at the unit including line managers and Head of Division; At the same time, the information must be forwarded to the Legal and Compliance Division through the Department of Dispute Resolution, Complaints, Denunciations and Anti-Corruption (tckntc@vpbank.com.vn) to compile, evaluate, conclude and report to the CEO in case that there is a conflict of interest according to the provisions of the Conflict of Interest Management policy and regulations issued by VPBank from time to time.

In addition, member staff have the responsibility to proactively refuse to perform assigned or authorized tasks related to businesses in which they participate or have relatives participate in investing, contributing capital, or managing businesses with potential conflicts of interest

with VPBank. The refusal is made into a report with clear reason to send to the line manager for review, compilation and reporting.

5. *Using VPBank's facilities, brand and image for personal purposes*

Member staff are not allowed to abuse VPBank's name, facilities or relationships, VPBank's brand and image for any personal purposes. Using VPBank's name, equipment or relationships for charitable or non-profit purposes is only allowed with the consent of the competent authority.

6. *Recruiting and using personnel causes conflicts of interest*

Recruitment and use of personnel (including but not limited to decisions and actions related to personnel such as: recruitment, appointment, transfer, change of title, assignment, arrangement of work, etc.) must ensure the principle of not causing conflicts of interest, not having potential risks of conflicts of interest or leading to the risk of causing harm to VPBank.

To ensure the principle of avoiding conflicts of interest in recruiting and using personnel at VPBank, each officer and employee is responsible for complying with the following regulations

- (i) Do not recruit people with family relationships including spouses; biological parents, adoptive parents, stepfather, stepmother, parents-in-law, parents-in-law; biological children, adopted children, stepchildren of spouses, daughters-in-law, sons-in-law; siblings, half-siblings, brother-in-law or sister-in-law of half-siblings,; siblings of the spouse; grandparents; grandchildren; aunts, uncles, nephews and nieces to work in positions with responsibility for managing and controlling each other in the same Branch/Transaction Office/SME Center or other Units according to the structure VPBank's organization in each period.
- (ii) Do not participate in the recruitment committee when there is a candidate with a family relationship including spouses; biological parents, adoptive parents, stepfather, stepmother, parents-in-law, parents-in-law; biological children, adopted children, stepchildren of spouses, daughters-in-law, sons-in-law; siblings, half-siblings, brother-in-law or sister-in-law of half-siblings,; siblings of the spouse; grandparents; grandchildren; aunts, uncles, nephews and nieces.
- (iii) Member staff in charge of recruitment are not directly involved in recruiting people with family relationships including spouses; biological parents, adoptive parents, stepfather, stepmother, parents-in-law, parents-in-law; biological children, adopted

children, stepchildren of spouses, daughters-in-law, sons-in-law; siblings, half-siblings, brother-in-law or sister-in-law of half-siblings,; siblings of the spouse; grandparents; grandchildren; aunts, uncles, nephews and nieces.

- (iv) Do not arrange, use or appoint personnel with family relationships including spouses; biological parents, adoptive parents, stepfather, stepmother, parents-in-law, parents-in-law; biological children, adopted children, stepchildren of spouses, daughters-in-law, sons-in-law; siblings, half-siblings, brother-in-law or sister-in-law of half-siblings,; siblings of the spouse; grandparents; grandchildren; aunts, uncles, nephews and nieces to perform tasks that involve mutual control in the fields of transaction accounting, credit granting, outsourcing services (procurement of equipment, tools, software, renting houses, offices, software, debt collection, legal consulting, asset auctions, etc.), inspection, investigation, auditing, etc.

Line managers are responsible for controlling the recruitment and employment of family members within the scope of work and units under their responsibility to ensure compliance with this rule. Member staff must be responsible for reporting to leadership as soon as there are signs of a conflict of interest arising during the working process.

Heads of units upon receiving reports from subordinates on the recruitment and use of personnel with risks or potential risks that conflict with the interests of VPBank, are responsible for considering and deciding, according to the authority, or promptly reporting to competent authorities for consideration, verification, reporting and handling according to regulations;

The Human Resources Management Division is responsible for checking when there are signs of conflicts of interest before recruiting and arranging personnel; Check and respond to relevant units when detecting signs of conflicts of interest in recruitment and staffing; Periodically review and summarize cases of using personnel that do not ensure the above principles of preventing conflicts of interest and report to the Human Resources Committee to consider and approve exceptions.

7. *Fraud, deceit and corruption*

Member staff must not directly or indirectly commit acts of fraud, deception, generate false information or omit necessary information, causing serious misunderstandings that affect business operations and reputation of the bank.

Fraud and corruption prevention is to protect VPBank from reputational, operational and legal risks. Recognizing that preventing fraud and corruption is a social obligation and that VPBank will not allow its systems to be abused by such violations, VPBank will endeavor to

conduct business in accordance with the ethical standards of the banking industry and widely accepted ethical standards and in the spirit of compliance with legal regulations related to preventing and combating corruption and fraud.

Any form of fraud, deceit and corruption is not tolerated at VPBank. VPBank requires all member staff to comply with state commitments, legal regulations, policies and VPBank's regulations on preventing and combating fraud and corruption. In addition, member staff are responsible for continuously raising customer awareness about fraud and corruption prevention and control regulations at VPBank through introducing and discussing with them about these measures.

Detecting and reporting fraud and corruption is a mandatory condition in operations of preventing and combating fraud and corruption. Reports of fraud and corruption must be accurate and timely to VPBank's authorities, accompanied by incident description and related archives. In case of suspicion of a case of fraud or corruption, member staff are responsible for immediately reporting to the Legal and Compliance Division and the units related to fraudulent and corrupt transactions.

Receiving and giving gifts, entertainment and any other forms must be truthfully declared according to the following principles:

- (i) Organizing banquets (dining), organizing conferences, or giving gifts in the form of money, in kind, invitations, and other forms of providing benefits and utilities borne by the bank must be made according to VPBank's internal financial and expenditure regulations;
- (ii) Member staff are not allowed to receive gifts or other benefits from customers or partners (including receiving them through third parties, the use of preferential or free services or participation in events, etc.) in which the value of gifts and benefits each officer and employee receives is equivalent to VND02 million or more¹;
- (iii) Member staff are not allowed to give or receive gifts from the bank colleagues of which the value each officer or employee receives is equivalent to VND02 million or more;
- (iv) Giving and receiving gifts or benefits as prescribed in Points (ii), (iii) above must be fully declared and recorded and can be checked and verified when necessary;
- (v) If member staff give or receive gifts or other benefits that do not comply with the provisions of points (ii), (iii) above or do not declare according to the provisions of

point (iv), they are considered is an act of giving or receiving bribes and violates the bank's policies.

8. *Political, religious and belief influences*

During the work process, member staff may have to communicate and work with state management agencies. In that case, officers and employees must always ensure compliance with the provisions of law and the requirements of state management agencies. Absolutely do not let personal political views, religion, or beliefs affect the working process and must always maintain a relaxed attitude throughout the process of working with state management agencies.

9. *Risk of intimidation*

Threatening and/or intimidation in any form may happen to member staff to influence their decision-making process and/or because they disclose sensitive information that they learn about in the course of their work. This risk can come from inside or outside VPBank. In that case, officers and employees need to immediately notify unit leaders and/or VPBank leaders through direct or indirect communication via email or by any other means (if necessary.)

If member staff do not strictly comply with the above principles, leading to a conflict of interests between VPBank and the personal interests of officers, employees or related people, then VPBank's interests must be placed first in the process of handling consequences.

Rule 11: Report misconduct

Misconduct is an act that violate the law, go against the policies, regulations, and procedures that VPBank has issued and are still in effect, or act that are outside the scope of authority of an officer or employee that may damage VPBank's reputation and/or cause conflicts of interest. Officials and employees should promptly report when they discover these wrongdoing or suspect these wrongdoings may arise as listed below:

1. Violations of the law (e.g. fraud, tax evasion, etc.) have taken place, are taking place, or may take place;
2. Violations of VPBank's policies, regulations, and procedures have occurred, are occurring, or may occur (for example, providing false information to State management agencies, insider trading, not reporting transactions that cause conflicts of interest, accepting bribes, supporting or not reporting money laundering cases, etc.); or
3. Acts of concealing any of the above cases.

When detecting the above cases, officers and employees need to immediately report to line managers. If you find that you cannot report to the line manager or feel that additional reporting to a higher level is needed after reporting to the line manager, member staff should contact the Legal and Compliance Division. If an officer or employee assesses the misconduct to be very serious and/or may involve the Legal and Compliance Division, they should report directly to the Head of the Supervisory Board or the Head of the Internal Audit. The contact email addresses and phone numbers of the focal points to receive reports are listed at the beginning of this Code of Professional Conduct and Ethics.

Member staff can report the above behaviors through face-to-face meetings, phone calls, emails or in writing and can request to keep their identities confidential. In case of necessity, after reporting via face-to-face meeting or phone call, officers and employees are responsible for sending an official report by email or text. The line manager of the officer or employee, the Legal and Compliance Division, or the Head of Internal Audit is responsible for confirming with the officer or employee the receipt of the report and recording the actions following up of the receipt of that report.

Article 4. Responsibility towards colleagues

VPBank is determined to build a trustworthy, wholesome, professional, non-discriminatory working environment to maximize the potential of each officer and employee, the collective intelligence and the strength of the organization.

To achieve this purpose, each officer and employee is responsible for implementing the following rules:

Rule 12: Working relationships with colleagues

In working relationships with colleagues at VPBank, each officer and employee needs:

1. Respect and trust colleagues, openly and publicly discuss work issues, be willing to listen to opposing opinions, and debate on the basis of arguments and practical evidence; Maintain effective and successful relationships in a work environment of trust, honesty and mutual respect;
2. Promote the spirit of teamwork, take personal responsibility for the tasks assigned by the group, constantly learn from the knowledge and experiences shared by group members to improve work efficiency, and be willing to receive feedback from team members;
3. Encourage and support the professional development of colleagues, promote the spirit of continuous learning and improvement efforts of colleagues;

4. Respect the privacy of colleagues;
5. Limit borrowing money and assets from colleagues.

Rule 13: Working relationships with superiors

In working relationships with superiors, VPBank member staff need to comply with the following regulations:

1. Strictly comply with labor discipline and task assignment by superiors. If you find that the direction and management are unreasonable or inconsistent with the actual situation, officers and employees are responsible for reporting immediately for superiors to consider. In case the superiors still maintains the previous direction, officers and employees are responsible for fully implementing this direction but have the right to reserve their opinion and can escalate to higher-level superiors;
2. Do not go to a superior's private home unless invited by the superior himself within the framework of a collective activity or requested by the superior himself to come for a work reason.

Rule 14: Working relationships with subordinates

In working relationships with subordinates, managers at VPBank need to comply with the following regulations:

1. Always be a role model in terms of work behavior, lifestyle, compliance with labor discipline, VPBank's internal regulations and legal regulations;
2. Direct, orient, and train subordinate officers and employees in their work, especially in compliance with Core Values, behavioral standards, and the Code of Conduct and Professional Ethics of the Company;
3. Support officials and employees to resolve difficulties and problems; ensure fair treatment for their subordinates; Protect their legitimate rights;
4. Do not accept gifts from subordinates (except for souvenirs or other gifts with a value not exceeding one (01) million VND on special occasions such as birthdays, weddings, etc.); Do not harass, demand, or suggest subordinates to give you gifts or favors;
5. Resolve ethics reports or complaints in a manner that keeps the reporter's identity confidential and is consistent with VPBank's complaint resolution policies and procedures.

Rule 15: Resolve conflicts at work

When conflicts arise at work, VPBank member staff need to comply with the following principles in the process of resolving conflicts:

Principle 1: Transparency and Listening

- a) When conflicts arise, officers and employees will present their goals and expected results, and communicate those goals and results transparently to all relevant parties through dialogues about that conflict.
- b) Officials and employees need to identify conflicts as specific issues, not assessments of people.

For example, a conflict identified as “You did not process my request within the agreed time window” is a specific problem and will be easier to understand and handle than “You did not work with the spirit of cooperation”. By separating between specific problems and people, problems will be discussed and resolved without damaging relationships.

- c) Member staff need to listen to the opinions of their colleagues before presenting their own views. Member staff need to seek a comprehensive view of the conflict by asking direct questions about assumptions to know the views and intentions of their colleagues instead of inferring and guessing their thoughts about the conflict. In other words, officers and employees need to put themselves in their colleagues' positions to understand their goals, opinions, and reasons when resolving conflicts.

Principle 2: Awareness of problem solving

- a) As soon as a conflict arises, member staff need to promptly discuss with relevant parties to find solutions. They must not let conflicts prolong or become more serious without taking necessary action.
- b) Member staff need to focus on agreed aspects, create consensus on common goals, and consider the pros/cons of each solution before resolving differences.
- c) After discussion and the decisions to resolve the issue have been made by the competent authority (for example in a meeting), member staff do not discuss the issue again and show unanimous opinion with the decisions that have been made

Principle 3: Cooperative spirit

- a) Member staff need to make efforts to resolve conflicts with their colleagues before reporting to superiors.
- b) Member staff need to communicate directly with colleagues involved in the conflict, and must not involve other parties to "gossip" or "take a side".
- c) Member staff need to clearly explain the points that, in their opinion, cannot be negotiated to find a solution. Also, member staff understand that every other point can be negotiated to reach a solution that benefits all parties and the organization.

Rule 16: Build a healthy working environment

VPBank hopes to build a safe and wholesome working environment for officers and employees. Therefore, VPBank strictly prohibits all forms of discrimination, harassment, racism, ethnic discrimination, religious discrimination, gender discrimination, theft, fraud, corruption, insults, threats, intimidation, retaliation, violence, drug use in the workplace in any form. VPBank officers and employees are not allowed to use computers to transmit or receive messages with contents or images that are harassing, racist, ethnically discriminatory, religiously discriminatory, sexist, threatening, or insulting to others. VPBank officers and employees are obliged to promptly report to VPBank's Security Department if they detect the above acts occurring in the offices. VPBank strictly prohibits any acts of retaliation against VPBank officers and employees who report the above acts.

Article 5. Responsibility towards customers, partners, suppliers and other stakeholders

Rule 17: Customer-centric mindset

VPBank always considers customers as the focus. Customer satisfaction is a measure of the success and quality of VPBank's operations. Therefore, each officer and employee needs to comply with their responsibilities towards customers, partners, suppliers and other stakeholders as follows:

1. Be honest and treat all customers, partners, suppliers, and other organizations and individuals conscientiously;
2. Make maximum efforts to bring the best products, services, and experiences to VPBank customers, including providing customers with accurate, complete, and clear information about products , service of VPBank;

3. Fully implement commitments and agreements between VPBank and customers; Dedicatedly resolve customers' problems and difficulties related to VPBank;
4. Commit to confidentiality of information related to customers, partners, suppliers, and other parties having transactions with VPBank. VPBank officers and employees understand that such information is not allowed to be disclosed to anyone, whether an officer or employee of VPBank or not, unless that person has related to the execution of transactions, or at the request of a competent legal authority and in accordance with VPBank's regulations;
5. Member staff are strictly prohibited from harassing, demanding, or suggesting that customers, partners, suppliers or related parties pay bribes, gifts, giveaways, or provide special privileges or incentives for themselves or for their family members and friends, in exchange for meeting customer requirements, especially customers who need credit at VPBank. VPBank officers and employees are also not allowed to receive money, gifts, privileges, or incentives from current or potential customers, suppliers, or partners of VPBank, unless it is (i) a gift with symbolic value, company souvenirs, or (ii) common dining activities, such as business exchange meals. VPBank will strictly handle officers and employees who commit the above acts according to VPBank's internal regulations and the provisions of law.

Article 6. Responsibility towards State management agencies and the law

Rule 18: Comply with regulations of State management agencies and laws

In addition to complying with VPBank's internal regulations on banking operations and labor discipline, each member staff is obliged to comply with the regulations of State management agencies. Officers and employees need to be aware that violating legal regulations will bring serious consequences to the organizations and individuals involved and negatively affect reputation, reputation, and benefits of VPBank. VPBank officers and employees need to comply with the regulations of State management agencies and the law according to the following principles:

1. Officers and employees are obliged to comply with VPBank's regulations. In case VPBank's regulations are discovered to be inconsistent with the law, officers and employees need to report/contact the Legal and Compliance Division for advice;
2. VPBank officers and employees are responsible for cooperating with regulatory agencies and/or legal agencies when requested and must comply with VPBank's regulations related to the process of providing information and documents;

3. Comply with current laws, regulations and standards of the banking industry, international practices and international treaties to which Vietnam is a member and other common ethical standards of society in the process of performing work.

Rule 19: Prevent and combat money laundering and terrorist financing

Preventing and combating money laundering and terrorist financing is not only a global issue but has become a matter of specific concern for each country, in which the role of banks is very important. Each VPBank member staff needs to make necessary efforts within the scope of their assigned work to identify and investigate as clearly as possible about customers, related people, transactions, and related products to avoid any abuse of VPBank for money laundering and terrorist financing activities.

Article 7. Responsibility to the community

Rule 20: Live and work responsibly with the community

VPBank expects member staff to demonstrate responsibility to the community through the following behaviors:

1. Share difficulties with members of the community when encountering difficulties through charity activities launched by VPBank or other activities;
2. Actively participate in charity, volunteer programs, environmental protection, cultural and social activities organized by VPBank and/or other units;
3. Proactively propose donation and charity activities to competent authorities for consideration and decision;
4. Be aware and have specific actions to show gratitude to previous generations of VPBank officers and employees - those who have contributed to building and contributing to the growth of VPBank.

Article 8. Instructions for compliance with VPBank's Code of Conduct and Professional Ethics

When feeling uncertain about whether a decision complies with VPBank's ethical and behavioral standards, VPBank officers and employees need to answer the following questions to evaluate their decision:

1. Does my decision comply with the provisions of law?

2. Does my decision comply with the ethical standards stated in this Code of Conduct and Professional Ethics as well as other regulations and policies of VPBank?
3. Does my decision protect the reputation, prestige, and interests of VPBank and its shareholders?
4. Is the decision I make the most ethical of the decision options I have?
5. Would other people in my situation be willing to make the same decision?
6. Would I feel comfortable if my decision was reported in the newspaper?

If the answer to one of the above questions is no, then the decision that the officer or employee intends to make may have serious consequences and the officer or employee is not allowed to implement this decision. If the answer to all of the above questions is yes, the officer or employee can implement their decision. When the answer to one of the above questions is uncertain, officers and employees need to contact their line manager for answers and advice (except in cases where the situation involves that line manager). If after receiving direct answers and advice from superiors, they are still uncertain, then the officer or employee needs to contact with the Legal and Compliance Division for further answers and advice. The Legal and Compliance Division is responsible for advising and answering those officers and employees on relevant regulations of VPBank's Code of Conduct and Professional Ethics, legal regulations and Other internal regulations of VPBank related to the issue requiring consultation. Officers and employees should contact the Legal and Compliance Division by email or text (in urgent cases, you can request consultation directly by phone, but then the officer or employee requesting the consultation needs to send the request by email or in writing to the Legal and Compliance Division with related documents, if any.)

ON BEHALF OF THE BOARD OF DIRECTORS

[Signed]

Ngo Chi Dzung

Professional area:	Compliance control
--------------------	--------------------

RELATED DOCUMENTS

Internal documents:

NO	Document	Reference	Issue date
1	<i>Internal labour regulation</i>		
2	<i>Compliance policy at VPBank</i>		

External documents:

NO	Document	Reference	Issuer	Issue date
2	<i>None</i>			

AMENDED/ADDED/REPLACED INTERNAL DOCUMENTS

NO	Document	Reference	Issue date	Status
1	VPBank's Code of Conduct and Professional Ethics	1192/2015/QĐHĐQT	October 26, 2015	Expire
2	Decision to amend and supplement VPBank's Code of Conduct and Professional Ethics attached to Decision No 1192/2015/QĐ-HĐQT dated October 26, 2015	1928/2018/QĐHĐQT	August 31, 2018	Expire

KEYWORD (Update on VPBeOffice System for searching)

VPBank Code of Conduct and Professional Ethics, Code of Conduct, Ethical Standards, etc.

FORMS OF COMMUNICATION/TRAINING

Q&A	Email	Training in groups	Other
		X	

CONTACT INFORMATION

Owner unit

Legal and Compliance Division

- Litigation, Complaint, Denouncement Handling & Anti Corruption Department – Legal and Compliance Division
- Telephone: 04.7305.9129
- Email: sukientuanthu@vpbank.com.vn or tckntc@vpbank.com.vn
- Address: Floor 16, VPBank Tower, no. 89 Lang Ha, Lang Ha Ward, Dong Da District, Hanoi