

## **PROPOSAL**

(For treasury shares sale plan)

### **Attention to: VALUED SHAREHOLDERS OF VPBANK**

The Board of Directors submits the treasury shares sale plan to the AGM of VPBank as follows:

Pursuant to the resolutions of AGM 2018, VPBank has repurchased 73,219,600 preferred shares and kept them as treasury shares. The repurchase was funded with share premium and investment and development fund, totalling VND **2,489,232,097,255** (excluding the transfer fee of 0.1% of the transfer value according to the law, this transfer fee continues to be used from capital surplus and investment and development fund)

The AGM confirmed the unification through the conversion of preferred shares into ordinary shares and the Bank acquires into treasury shares as at present (this is additional content when implementing the relevant processes - if need).

After the share transfer period ends according to the law, the treasury shares can be given as bonus shares for shareholders/ put up for preferential sales under ESOP/ sold to other investors. Accordingly, after considering all advantages/disadvantages of different options of using treasury shares, the BOD would like to propose to sell treasury shares at preferential prices instead of new share issuance plans for selected staff members under ESOP. It is proposed that the AGM shall approve the treasury shares sale plan in the form of selling at preferential prices for selected employees under ESOP with details as follows:

**Total number of treasury shares before selling:** 73,219,600 shares

**Total amount of treasury shares used to sell at preferential price to employees:** 31,000,000 shares

**Purpose of treasury shares sale plan:** implement preferential policies to retain talents and employees who make great contributions to the development and profitability of the Bank.

**Pricing:** VND 10,000/share paid by employees themselves.

**Owner's equity is used to offset the difference between the price of buying / selling treasury shares:** capital surplus and investment and development fund.

**Tentative timing:** expected 2Q2019 or depend on the implementation of procedures as prescribed by law.

**Conditions of transfer restriction:** Employees are allowed to purchase treasury shares at preferential prices, provided that the transfer limit is within 3 years and gradually relocated at the following rates: 30% of the shares will be released after 01 year; 35% of the shares will be released

after 02 years; 35% of the shares will be released after 3 years from the end of the sale. The benefits arising from the number of shares purchased (if any) will not be restricted to transfer. In case the employee terminates the labour contract with the Bank before the deadline for transfer restriction, it will be required to resell to VPBank the number of shares with restricted transfer accordingly, with the resale price equals to the price at the original offer.

**Authorized tasks to the BOD:**

- Assign and authorize the Board of Directors to determine issues related to the sale of treasury shares at preferential prices to employees. Including but not limited to the following matters: Method of selling treasury stocks, Time of implementation, Select securities companies to act as agents (if necessary); Perform procedures in accordance with the law on selling, transferring, depositing and additional listing...and decide on other relevant matters required by these regulations with regulatory agencies.
- Authorize the Board of Directors to adopt criteria, time and list of employees entitled to purchase treasury shares at preferential prices; decisions such as binding policies / requirements related to treasury share that are sold at preferential prices; Decide policies, regulations and conditions related to the acquisition of shares of retired employees, including that VPBank Trade Union will take over the name, and conditions for redistribute to other employees; Union funds will be used for acquisitions and other related issues.
- Allow the Board of Directors to authorize Chairman or Chief Executive Officer to exercise the above authorized rights/tasks.

*Recipients:*

- *Valued shareholders*
- *BOD office (for filing)*

**P.P BOARD OF DIRECTORS**

**CHAIRMAN**

**(Signed)**

**Ngo Chi Dung**