

Hanoi, March 7, 2018

ANNEX 10 - PROPOSAL ON ISSUING THE CORPORATE GOVERNANCE REGULATION

Attention to: THE ANNUAL GENERAL MEETING OF VPBANK

- Pursuant to Law No. 60/2005/QH11 on enterprises approved by the National Assembly of the Socialist Republic of Vietnam dated 29/11/2005 and documents on amendment, supplementation and guidance on the implementation of this Law (“Law on enterprises”).
- Pursuant to Law No. 70/2006/QH11 on securities approved by the National Assembly of the Socialist Republic of Vietnam dated 29/6/2006 (“ Law on securities 2006”); the Law on amending and supplementing a number of articles of the Law No. 62/2010/QH12 on securities dated 24/11/2010 and documents guiding the implementation of this Law;
- Pursuant to Law on credit institutions no. 47/2010/QH12 approved by the National Assembly of the Socialist Republic of Vietnam dated 16/06/2010; Law No. 17/2017/QH14 on amendment and supplementation of a number of articles of Law on credit institutions dated 20/11/2017 and documents on guiding the implementation of this Law; (Law on Credit institutions 2010);
- Pursuant to Decree 71/2017/NĐ-CP dated 6/6/2017 of the Government guiding on corporate governance applied to public companies (“Decree 71”);
- Pursuant to Circular No. 95/2017/TT-BTC dated 22/9/2017 of the Ministry of Finance guiding a number of articles of the Decree No. 71/2017/NĐ-CP dated 6/6/2017 of the Government guiding on corporate governance applied to public companies (“Circular 95”);
- Pursuant to Circular No. 155/2015/TT-BTC dated 6/10/2015 of the Ministry of Finance guiding the information disclosure on the securities market (“Circular 155”);
- Pursuant to the Charter of VPBank ;
- Pursuant to Regulation on organization and operation of the Board of Directors (BOD),

It is proposed that the AGM approve following contents:

1. Approve the amendment of Regulation of corporation governance enclosed within Annex 10.
2. Delegate the BOD to decide on related issues in the amendment of the Regulation on corporate governance as stipulated in point 1 above including the supplementation, clarification, amendment of contents, order of articles, clauses and points in line with legal regulations and the actual situation.
3. Delegate the BOD to review and make decisions on the amendment, supplementation of the Regulation on corporate governance if necessary to be in accordance with the actual situation and achieve the efficiency in VPBank’s management and operation.

Recipients:

- *As above*
- *Filed at BOD Office*

PP. THE BOARD OF DIRECTORS
CHAIRMAN

Ngo Chi Dzung