

Enterprise: Vietnam Prosperity Joint-stock Commercial Bank (VPBank)

Head office: No. 89 Lang Ha Street, Dong Da District, Hanoi

Telephone: +84 2439288900

Fax: +84 2439288901

**VIETNAM PROSPERITY JOINT-STOCK
COMMERCIAL BANK**

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SOCIALIST REPUBLIC OF VIETNAM

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No:

Hanoi, July 10th 2019

RESOLUTIONS OF THE BOARD OF DIRECTORS

(On approval of plan for the issuing 1st tranche of bonds under *Euro Medium Term Note Programme* of Vietnam Prosperity Joint-stock Commercial Bank “**VPBank**”)

Pursuant to:

- *Official letter No. 4568/NHNN-QLNH dated June 17, 2019 of the State Bank of Vietnam on the confirmation of the value of international bond issuance within the foreign commercial loans limit of Vietnam;*
- *Official letter No. 4070/UBCK-QLCB dated June 28, 2019 of the State Securities Commission of Vietnam on VPBank’s application for bond listing on international market;*
- *Charter of Vietnam Prosperity Joint-stock Commercial Bank approved on April 26, 2019;*
- *Resolution No.03/2019/NQ-ĐHĐCĐ dated June 22, 2019 of the Annual General Meeting;*
- *Resolution No. dated May 22, 2019 of the Board of Directors on approval of VPBank’s plan for bond issuance on international market;*
- *Resolution No. 524/2019/NQ-HĐQT dated June 25, 2019 of the Board of Directors on the execution of the Annual General Meeting’s resolution on the execution of VPBank’s bond issuance and listing on international market;*
- *Market condition and demands of VPBank;*
- *Opinions of members of the Board of Directors.*

THE BOARD OF DIRECTORS DECIDES TO

Article 1. Approving the plan for issuing the 1st tranche of bonds on international market under Euro Medium Term Note Programme (“**Programme**”) which are offered abroad and listed at Stock Exchange of Singapore (“**SGX-ST**”) with terms and conditions as follows:

No.	Criteria	Content
1	Issuer	Vietnam Prosperity Joint-stock Commercial Bank

No.	Criteria	Content
2	Name of bonds	For the first tranche of bond issuance under the Programme, bonds with fixed interest rate shall be issued (“ Bonds ”)
3	Issuance currency and currency for principal and interest payment	USD (US dollar)
4	Type of bond	Non-convertible, non-guaranteed and non-warrant bonds
5	Issuance volume/Total face value of the issuance	USD 300.000.000
6	Term	3 years
7	Issuance purpose	Increase VPBank’s funding.
8	Issuance date	July 17, 2019
9	Date of maturity	July 17, 2022
10	Interest calculation principles	30/360 (Day Count Fraction shall be applied to fixed interest rate of the first tranche as defined at Disclosure of information/Offering circular dated July 1, 2019)
11	Interest payment interval	6 months
12	Bond issuance and listing method	International issuance to non-US investors under Regulation S, US Securities Act of 1933 (amended) and listing at SGX-ST
13	Issuance method	Book building with the advice and arrangement of Standard Chartered Bank, BNP Paribas and J.P.Morgan as Joints Bookrunners.
14	Nominal interest rate	6.25% per year
15	Buyers	Foreign investors on international bond market and outside of the US territory
16	Place of issuance	The bonds will be issued on international market and listed at SGX-ST.
17	Principal and interest payment	Principal and interest payment shall be made by Payment Dealers assigned by VPBank.
18	Rights and obligations of	The detailed rights and obligations of Authorized

No.	Criteria	Content
	bond owners	Dealers (for and on behalf of Bond owners) are specified in the terms and conditions of the bonds, Trust Deed, and other transaction documents related to bond issuance, including but not limited to obligations to bond purchase payment, rights to get bond principal and interest payment, rights to receive commitments and guarantees from VPBank and other details regulated in such documents.
19	Rights and obligations of the Issuer (VPBank)	The detailed rights and obligations of VPBank are specified in the terms and conditions of the bonds and/or other transaction documents related to bond issuance, including but not limited to rights to receive bond purchase payment, obligations to make bond principal and interest payment, obligations to make commitments and guarantees.
20	Other commitments of Bond owners	Other commitments specified in details in terms and conditions of the bonds and/or other transaction documents related to bond issuance as agreed and/or in accordance with requirements of applicable law
21	Applicable law	Law of the United Kingdom
22	Other terms and conditions	Implementation shall be based on the Subscription Agreement, Pricing Supplement, and transaction documents related to bond issuance and signed and/or issued by VPBank in accordance with this Resolution, Resolution No. 429/2019/NQ-HĐQT dated May 22, 2019, Resolution No. 03/2019NQ-ĐHĐCĐ dated June 22, 2019 of the AGM on passing of the plan for bond issuance and listing at the Stock Exchange of Singapore, Resolution No. 524/2019/NQ-HĐQT dated June 25, 2019 of the BOD on passing of execution of the plan for bond

No.	Criteria	Content
		issuance and listing at international market of VPBank and other relevant approved documents.

Article 2. This Resolution takes effect from the signing date. The CEO, Financial Market Division, Financial Division, BOD’s Office and other relevant units are responsible for implementing this Resolution.

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

Recipients:

- *CEO, Financial Market Division, Financial Division, BOD’s Office and other relevant units*
- *BOD, Supervisory Board*
- *BOD’s Office (for filling)*

NGO CHI DZUNG