

PROPOSAL

(for profit distribution plan 2017)

Attention to: **SHAREHOLDERS OF VPBANK**

The BOD submits the profit distribution plan 2017 and the dividend payout plan to the AGM of VPBank as follows:

A. The profit distribution plan 2017

Based on the audited standalone and consolidated financial statements 2017, the BOD submits the profit distribution plan 2017 to the AGM for approval as follows:

No.	Item	Amount (VND million)
1	VPBank's consolidated profit after tax (*)	6,440,767
2	Total funds appropriation (*)	1,875,927
2.1	Reserve to supplement share capital (mandatory)	322,663
2.2	Financial reserve (mandatory)	645,220
2.3	VPBFC's investment and development fund	908,044
3=1-2	Distributable profit in 2017 after fund appropriation	4,564,840
4	Allocate fund to pay cash dividend to preferred shares holders	146,439
5	Allocate to investment and development fund for purchasing preferred shares in 2018	801,159
6	Adjustment to undistributed profit	532
7=3-4-5-6	Distributable profit in 2017 after fund appropriation and dividend payout for preferred shares	3,616,710
8=7+2.3	Total distributable profit and investment & development fund 2017	4,524,754
9	Common shares as of December 31, 2017	14,974,034
10=8/9	Expected share dividend payout ratio	30%

(*) Note: figures from audited consolidated financial statements

To facilitate the distribution of profit and fund 2017 in accordance with the SBV's policies, it is proposed that the AGM delegate and authorize the BOD to decide on the profit and fund distribution plan 2017 of VPBank and its subsidiaries as per legal regulations and SBV's stipulations.

B. Dividend payout plan

1. Total current outstanding shares of the bank

- Total outstanding shares: 1,570,623,015, of which:

- + Common shares: 1,497,403,415
- + Preferred shares: 73,219,600
- Total charter capital: VND 15,706,230,150,000

2. Dividend for preferred shares

According to the preferred share issue plan, cash dividend payout for preferred shares in 2018 is expected as follows:

- The dividend payout ratio is 20% of face value of preferred share as per commitment with holders of preferred shares.
- Total cash dividends: VND 146,439,200,000
- Eligibility: holders of preferred shares at the time of finalizing the list of shareholders.
- Payment method: as per the preferred share issue plan.

3. Dividends for common shares:

Total undistributed profit and investment & development fund (after cash dividend payment for preferred shares and allocation to investment and development fund) of VND 4,524,754 million as indicated above shall be fully used to pay dividends to common shareholders of the Bank. Specific value shall be based on the proposal for raising 2018 charter capital.

- Eligibility: common shareholders at the time of finalizing the list of shareholders.
- Payment method: allocating share dividends to raise the Bank's charter capital.
- Payout ratio: dependable at the time of shareholder list finalization and equivalent shares, payout ratio is expected as that indicated in the table above.
- Execution method: as per proposal for raising charter capital submitted to the AGM.
- Execution time: after the BOD completes procedures with competent authorities as per applicable laws. Expected time: Q2/2018.
- Delegate the BOD to i) decide on timing for finalizing the shareholder list for dividend distribution, method and contents of necessary documents during the completion of necessary procedures with competent authorities for distributing dividends to shareholders.

Recipient:

- *As mentioned above*
- *Filing at BOD office*

PP. THE BOARD OF DIRECTORS

CHAIRMAN

(Signed)

Ngo Chi Dzung