

PROPOSAL

(On the issuance plan of employee stock ownership program of VPBank in 2019)

Attention to: VPBANK SHAREHOLDERS

The Board of Directors (BOD) would like to propose the employee stock ownership program (ESOP) in 2019 to the Annual General Meeting (AGM) in 2019 as follows:

Pursuant to the ESOP 2018, in order to retain talented employees and recognize managers/staff of all levels that have made significant contributions to the Bank, the BOD of VPBank continues to propose the plan for issuing shares at preferential prices to employees in 2019 to the AGM as follows:

Tentative total number of shares to be sold: 31,000,000

Purpose: to retain talented employees who have made significant contributions to the development and generated profit for the bank.

Issuance price: VND 10,000 per share

Transfer restriction: Employees who can buy treasury shares at preferential prices are subject to three-year transfer restriction and shall be gradually unlocked as follows: 30% of the shares shall be unlocked after one year; 35% of the shares shall be unlocked after two years; 35% of the shares shall be unlocked after three years from the finalization date of the issuance batch. Other rights associated to such shares (if any) are not subject to transfer restriction. The staff members terminating labour contracts with the bank before the transfer restriction time must sell all restricted shares to VPBank at the preferential price.

It is proposed that the AGM approve the application of the transfer restriction policy above to ESOP 2018 in view of the reality and for better management of ESOP shares.

Tentative timing: Quarter 2/2019 or subject to the implementation of legal procedures.

Implementation method: authorize the BOD to implement either of the following two options:

1. Sell current treasury shares of VPBank to employees on the above conditions, which will be implemented in accordance with the provisions of law and submitted to competent authorities for approval.
2. Issue new shares at preferential prices to employees on the above conditions. Under this option, the bank's charter capital shall increase to VND 310 billion (based on the tentative issuance).

To enable BOD to implement this resolution in accordance with legal provisions, it is proposed that the AGM approve the following two separate plans. The BOD of VPBank shall implement either of the plans in line with the ESOP issuance plan 2019 as mentioned above.

I. The selling of treasury shares:

1. Total existing treasury shares: 73,219,600
2. Most recent buyback of shares as treasury stock: July 9, 2018
3. Funding for the buyback (exclusive of transfer fee):
 - ✓ Capital surplus: VND 1,287,493,637,440
 - ✓ Investment and development fund: VND 1,201,738,736,848
4. Total number of treasury shares registered for sales: 31,000,000
5. Pricing: preferential pricing for VPBank staff under ESOP, tentatively VND 10,000 per share.
6. Transfer restriction: Employees who can buy treasury shares at preferential prices are subject to three-year transfer restriction and shall be gradually unlocked as follows: 30% of the shares shall be unlocked after one year; 35% of the shares shall be unlocked after two years; 35% of the shares shall be unlocked after three years from the finalization date of the issuance batch. Other rights associated to such shares (if any) are not subject to transfer restriction. The staff members terminating labour contracts with the bank before the transfer restriction time must sell all restricted shares to VPBank at the preferential price.
7. Transaction method: share purchase agreement between VPBank and staff in the eligible list.
8. Ownership transfer: OTC, via Vietnam Securities Depository (VSD)'s ownership transfer system in line with the decision by the State Securities Commission of Vietnam (SSC).
9. Timing: after getting the approval from SSC.
10. Consent and authorization for the BOD:
 - The AGM hereby passes the conversion of preferential shares into common shares and the bank's reacquisition as treasury shares as is the case now (this is the amending contents during the implementation of relevant procedures – if necessary)
 - Delegations and authorizations for the BOD to decide on/complete the items related to ESOP, including but not limited to the following: plan for selling treasury shares, actual number of treasury shares sold in line with staff demand, not exceeding the tentative number of 31,000,000, timing, appointment of the securities company as the agent for the transaction (if necessary); duly conduct the procedures for selling shares, transferring ownership, making securities deposits and additional listing, etc. and decide on relevant issues in line with requirements by the regulatory agencies.
 - Authorization for the BOD to approve the criteria, timing and list of eligible staff; decide on policies/requirements related to ESOP shares; make decisions on policies, regulations, and conditions related to re-purchasing the shares of the leaving staff, including the authorization for the HO Labour Union of VPBank to represent, the conditions on distribution to other staff, the funding for share buyback by the Labour Union, purchase agreement between the bank and the staff and other relevant issues.
 - Authorization for the BOD to delegate authority to the Chairman or the CEO to execute the rights/tasks above.

II. Issuance of shares to VPBank staff under Employee Stock Option Program (ESOP)

1. Share name: Vietnam Prosperity Joint Stock Commercial Bank
2. Type of shares: common
3. Face value: VND 10,000
4. Total shares issued: 2,529,967,966
5. Outstanding shares: 2,456,748,366
6. Quantity of treasury shares: 73,219,600
7. Quantity of shares planned to issue: 31,000,000
8. Issued price: VND 10,000/ share
9. Total issue value by face value: VND 310,000,000,000
10. Ratio of newly issued shares to outstanding shares: 1.262%
11. Transfer restriction: Employees who can buy treasury shares at preferential prices are subject to three-year transfer restriction and shall be gradually unlocked as follows: 30% of the shares shall be unlocked after one year; 35% of the shares shall be unlocked after two years; 35% of the shares shall be unlocked after three years from the finalization date of the issuance batch.
12. Timing: tentatively 2019, after getting approval from the SSC and the State Bank of Vietnam.
13. Eligible buyers: staff of Vietnam Prosperity Joint Stock Commercial Bank as per the criteria and list approved by the BOD.
14. Plan for remaining shares after the issue: the remaining shares shall be subject to the BOD's decision, either to sell to other members of the staff at the price of at least VND 10,000/share or to cancel. Only record the actual number of shares sold.
15. The estimated charter capital after the issuance: VND 25,609,679,660,000
16. Number of shares eligible for foreign buyers: subject to the list of foreign staff members approved by the BOD.
17. The most recent share issuance under ESOP: September, 2018.
18. The plan for using proceeds from the issuance: The total proceeds from the share issuance to staff, tentatively VND 310,000,000,000, will supplement the bank's capital for lending activities.
19. Consent and authorization for the BOD Consent and authorization for the BOD:
 - Delegations and authorizations for the BOD to decide on/complete the items related to ESOP, including but not limited to the following: plan for issuance, actual number of treasure shares sold in line with staff demand, not exceeding the tentative number of 31,000,000, timing, appointment of the securities company as the agent for the transaction (if necessary); duly conduct the

procedures for selling shares, transferring ownership, making securities deposits and additional listing, etc. and decide on relevant issues in line with requirements by the regulatory agencies.

- Authorization for the BOD to approve the criteria, timing and list of eligible staff; decide on policies/requirements related to ESOP shares; make decisions on policies, regulations, and conditions related to re-purchasing the shares of the leaving staff, including the authorization for the HO Labour Union of VPBank to represent, the conditions on distribution to other staff, the funding for share buyback by the Labour Union, purchase agreement between the bank and the staff and other relevant issues.
- Authorization for the BOD to delegate authority to the Chairman or the CEO to execute the rights/tasks above.

Recipients:

- *Valued shareholders of VPBank*
- *BOD Office (for filling)*

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

(signed)

Ngo Chi Dzung