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| Logo VPbank moi (2).JPG | **VIETNAM PROSPERITY JOINT STOCK COMMERCIAL BANK** 89 Lang Ha, Lang Ha street, Dong Da ward, Ha NoiBusiness licence No. 0100233583 issued by Ha Noi Department of Planning and Investment 41st revision issued on Nov. 27, 2018***Hanoi, February 27, 2019*** |

**Ballot**

**No. 01/2019/VPB - PLYKCĐ**

1. **Purpose**

Pursuant to legal regulations and VPBank’s Charter, the Board of Directors of VPBank shall hereby seek the shareholders’ opinion on some items presented in part III.

1. **Shareholder’s information**

Name: No of shareholder register:

Address:

Phone number: Fax:

ID/passport/business licence: date of issuance: place of issuance:

Number of shares held at the time of polling: (shares)

1. **Issues to be opined and voted.**
2. **The passing of separate and consolidated financial statements 2018 audited by Ernst and Young Vietnam Company Limited. The full financial statements have been published on VPBank website:**

<https://www.vpbank.com.vn/sites/default/files/pictures/VPB%2031.12.18%20-%20FS%20-%20VAS%20-%20consol%20-%20E.pdf>

<https://www.vpbank.com.vn/sites/default/files/pictures/VPB%2031.12.18%20-%20FS%20-%20VAS%20-%20Separate%20-%20E.pdf>

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|  *Agree🗌* |  *Disagree 🗌* |  *Abstain 🗌* |

1. **The profit distribution plan for 2018: Based on the audited financial statement, the Board of Directors seek for the shareholders’ opinion about the passing of the plan for distributing profit earned in 2018 as follows:**

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| **No.** | **Item** | **Amount****(VND million)** |
| **1** | **VPBank’s consolidated profit after tax (\*)** |  **7,355,568**  |
| **2** | **Total appropriation to reserves** |  **3,924,391**  |
| 2.1 | Capital supplementary reserve (mandatory) **(\*)** |  367,779  |
| 2.2 | Financial reserve (mandatory ) **(\*)** |  735,428  |
| 2.3 | Investment and development fund |  2,821,184  |
| 3=1-2 | **Undistributed profit in 2018 after fund appropriation** |  **3,431,177**  |

 *(\*) Note: figures from audited consolidated financial statements*

Total undistributed profit in 2018 of VND 3,431,177 million after appropriation as indicated above shall be fully used to fund VPBbank operations.

For effective execution of the plan for distributing profit and in accordance with the State Bank of Vietnam’s (SBV) policies, it is proposed that the AGM delegate and authorize the Board of Directors to decide on the plan for distributing profit and appropriating funds 2018 for VPBank and its subsidiaries as per legal regulations and the SBV’s regulations.

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|  *Agree🗌* |  *Disagree 🗌* |  *Abstain 🗌* |

1. **Voting method and deadline:**
2. Please tick “x” or “√” on the checkboxes under each item in section III above.
3. Please provide a signature (of a representative with legal authorization or legal representative, and seal in case of institutional shareholder) at the signature space below. The shareholder’s ballot shall be put into an envelop and sent to Board of Directors Office on level 28 of VPBank Tower at No. 89 Lang Ha street, Lang Ha ward, Dong Da district, Ha Noi by the deadline of 5:00 PM, March 11, 2019. The postmark date shall be considered the date of sending the ballot.

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|  |  | **CHAIRMAN OF THE BOARD OF DIRECTORS***signed***NGO CHI DZUNG** |

**Enterprise**: Vietnam Prosperity Joint Stock Commercial Bank (VPBank)

**Head office**: 89 Lang Ha street, Lang Ha ward, Dong Da district, Hanoi

**Tel.**: (84 – 4) 39288869 **Fax:** (84 – 4) 39288867

**Operating license No.:** 0042/NH-GP dated 12 August 1993 issued by SBV.

**Business license No**: 0100233583 originally issued by Department of Planning and Investment on September 8, 1993; 41revision issued on November 27, 2018.

DRAFT **RESOLUTIONS OF ANNUAL GENERAL MEETING OF VPBANK**

* *Pursuant to Law on Credit Institutions No. 47/2010/QH12 and Law No. 17/2017/QH14 on amendments and supplements to Law on Credit Institutions*
* *Pursuant to Law on Enterprises No. 68/2014/QH13*
* *Pursuant to VPBank’s Charter 2018*
* *Pursuant to Minutes of Ballot Counting dated......*

Considering the result in the Minutes of Ballot Counting (ballot form No. 01/2019/VPB-PLYKCĐ dated 27February 2019), VPBank’s Annual General Meeting has passed the followings resolution:

1. **Consolidated and standalone financial statements 2018 audited by Ernst and Young Vietnam Limited.**
2. **Profit distribution plan 2018, in particular:**

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| --- | --- | --- |
| **No.** | **Item** | **Amount****(VND mil.)** |
| **1** | **VPBank’s consolidated profit after tax (\*)** |  **7,355,568**  |
| **2** | **Total appropriation to reserves** |  **3,924,391**  |
| 2.1 | Capital supplementary reserve (mandatory) **(\*)** |  367,779  |
| 2.2 | Financial reserve (mandatory ) **(\*)** |  735,428  |
| 2.3 | Investment and development fund |  2,821,184  |
| 3=1-2 | **Undistributed profit in 2018 after fund appropriation** |  **3,431,177**  |

 *(\*)Note: figures from audited consolidated financial statements*

Total undistributed profit in 2018 of VND 3,431,177 million after appropriation as indicated above shall be fully used to fund VPBbank operations..

1. Delegate and authorize the Board of Directors to decide on the plan for distributing profit and appropriating funds 2018 for VPBank and its subsidiaries as per legal regulations and the SBV’s regulations
2. The resolutions shall take effect on March 11, 2019. VPBank’s BOD shall take responsibily for executing the resolutions.

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| *Recipients:** *VPBank Shareholders*
* *BOD, SB*
* *BOD office (filing)*
 |  | *Hanoi, 2019***ON BEHALF OF THE BOARD OF DERECTORS****CHAIRMAN****NGO CHI DZUNG** |