

Ha Noi, March 08th 2018

PLAN FOR SELLING AND BUYING TREASURY SHARES

Pursuant to:

- *Law on Credit Institutions 2010;*
- *Law on enterprises 2015;*
- *Law on securities and amended law on securities;*
- *Decree No 58/2012/ND-CP dated 20 July 2012 on detailed regulations on adopting some articles of the Law on securities and amended Law on securities and Decree No 60/2015/ND-CP dated 26 June 2015 of the government.*
- *Circular No 162/2015/TT-BTC dated 26 October 2015 on guidelines on public offering, stock swap, issuance of additional stocks, repurchase of stocks, sale of treasury stocks, and tender offer;*
- *Charter of Viet Nam Prosperity Commercial Joint Stock Bank;*
- *Based on the sales contract of preferred shares and the prospectus for the issuance of preferred shares in 2015;*
- *Related provisions of applicable laws.*

According to the sales contract between VPBank and preferred shareholders and the Prospectus of contents related to the issuance of preferred shares in 2015, after the expiry of the three-year restriction period from the completion date of these documents, on 08 July 2018, VPBank has to buy back the issued preferred shares.

Based on the business results in 2017 and the preceding years, VPBank's share premium and investment and development fund was sufficient to repurchase the whole of the preferred shares that shall be kept as treasury shares; and to distribute the treasury shares to existing shareholders.

Thus, we would like to submit to the AGM for approval of the plan for repurchasing treasury shares as follows:

1. Passing of the plan on buying and selling treasury shares: to buy the whole of total preferred shares that shall be kept as treasury shares, and to agree on the plan of distributing the whole of treasury shares to existing shareholders after the expiration of the restriction period in accordance with the provisions of law.

- Total number of owned treasury shares before the transaction: 0
- The latest repurchase of treasury shares: none
- Purpose of repurchasing treasury shares: to repurchase the whole of total preferred shares according to the sales contract with shareholders during the issue of preferred shares in 2015 and keep them as treasury shares.
- Purchase price according to the Bank's contract/agreement equals to (=) invested amount in preferred shares x (1+15%/year x 3 years) – preferred dividend paid in 2016, 2017 and 2018.
- Total number of shares to be repurchased as treasury shares: 73,219,600, equivalent to the charter capital of VND 732,196,000,000.
- Total repurchase price of the aforementioned preferred shares is VND 2,489,232,374,288.
- Source of fund: to use share premium and investment and development fund to buy back the shares. Charter capital remains unchanged.

- Tentative transaction time: after the State Securities Commission of Viet Nam approves VPBank's application for buying back shares to be kept as treasury shares; and VPBank completes the information disclosure in accordance with applicable regulations, but no later than thirty (30) days from the transaction date, meeting the time conditions according to the repurchase contract signed with preferred shareholders. The tentative transaction time is from 8 July 2018 -1 October 2018.
- Transaction method: According to the purchase agreement with existing preferred shareholders.
- Agree on the plan of using the whole of treasury shares from the aforementioned repurchase to be distributed to existing shareholders with the aim of converting preferred shares into common shares, keeping the Bank's charter capital unchanged.
- The owner's equity used for buying treasury shares and distributing them to existing shareholders at the time of distribution is as follows:
 - Share premium: VND 1,287,493,637,440
 - Investment and development fund: VND 1,201,738,736,848
 - Time for distributing treasury shares to existing shareholders: 06 months from the end of the buy-back offer or at another time as agreed by competent agencies.

2. Authorized tasks to the BOD:

- ✓ Passing of the selection of VPBank Securities Company as the agency to buy back shares that shall be kept as treasury shares.
- ✓ Determining the transaction time, method and processes, etc. in line with commitments made to preferred shareholders and the provisions of law on selling and buying preferred shares that will be kept treasury shares.
- ✓ Determining the time for finalizing the list of existing shareholders and distribution processes of treasury shares in accordance with the provisions of laws and regulations of management agencies (if any).

We would like to submit to the AGM for consideration and approval of the aforementioned plan.

Recipients:

- *As above*
- *SBV, SSC*
- *BOD office for filing*

**PP. BOARD OF DIRECTORS
CHAIRMAN**

Ngo Chi Dzung