

**ANNEX 07**

*Ha Noi, March 07<sup>th</sup> 2018*

## **PROPOSAL**

(on approving the plan for some task delegation and allocation to the Board of Directors)

### **To: VPBANK ANNUAL GENERAL MEETING**

To be flexible and proactive in the management and operation of the Bank's activities and in case of arising business opportunities which needs the approval of the Annual General Meeting (AGM); to save time and cost and to meet the actual needs, the Board of Directors ("BOD") would like to submit to the AGM for approving the plan, and authorizing, delegating and assigning the BOD to perform the following tasks:

1. Agree on the plan to establish or acquire subsidiaries and affiliated companies in order to conduct the permitted business lines according to the provisions of law and relevant guidelines, including but not limited to the following business: finance leasing; insurance, etc. or opportunities to associate, merge or contribute capital to other credit institutions in compliance with the provisions of law and according to the practical conditions of the Bank
2. Agree on the plan to buy, sell, split up, spin off, merge, integrate, convert legal forms of business, dissolve or initiate bankruptcy procedures of the Bank's subsidiaries if necessary and beneficial to the Bank and its subsidiaries. To authorize and delegate the BOD to perform all tasks related to this plan in compliance with the provisions of law and the Bank's direction, for the best interest of the Bank and its subsidiaries.
3. Authorize and delegate the BOD to decide on issues under the power of the owners of the Bank's subsidiaries.
4. Decide on organizational structure and managerial and executive apparatus of the Bank.
5. Decide on solutions to tackle major financial volatilities of the Bank.
6. Agree on the adjustment of foreign stake at VPBank after implementing the employee stock ownership plan 2018 (ESOP 2018). To authorize the BOD to decide on specific ratios and make necessary adjustments.
7. Agree on the raise of foreign stake up to 30% of the Bank's charter capital after the private placement to domestic and foreign investors in 2018. To authorize the BOD to decide on specific ratios suitable to the actual situations and most beneficial to the Bank; and to carry out the adjustment/registration procedures with competent agencies.

Decision on the aforementioned proposals needs to be made in a timely manner so as not to affect the Bank's business as usual. Decisions on the issues assigned by the AGM shall be made by the BOD in an appropriate manner and in accordance with the Regulations on organization and operation of the BOD, VPBank Charter and relevant provisions of the law.

We would like to submit to the AGM for approval of the proposed contents.

*Recipients:*

- *AGM*
- *BOD office for filing*

**P.P BOARD OF DIRECTORS  
CHAIRMAN**

**Ngo Chi Dzung**