

**DISCLOSURE OF INFORMATION ON SHARE ISSUANCE UNDER ESOP USING  
TREASURY STOCK**

**I. Introduction on the issuer**

1. Full name of the issuer: Vietnam Prosperity Joint Stock Commercial Bank
2. Trading name: VPBank
3. Head office: 89 Lang Ha Street, Lang Ha Ward, Dong Da District, Hanoi
4. Telephone: 84-24 3928 8869 Fax: 84-24 3928 8867
5. Stock symbol: VPB
6. Par value: VND 10,000/share
7. Charter capital: VND 25,299,679,660,000 (in words: twenty five trillion two hundred and ninety nine billion six hundred and seventy nine million six hundred and sixty thousand Vietnam Dong)
8. Place of account opening: Operation Centre of the State Bank of Vietnam (SBV)  
Account number: 453100811
9. Legal basis for business activities:
  - 9.1 Business registration certificate No. 0100233583 issued by the Department of Planning and Investment dated September 8, 1993, 41st revision dated November 27, 2018.
  - 9.2 Operating licenses:
    - Decision No. 150/QĐ-NH5 dated August 12, 1993 of SBV's Governor on granting operating license to VPBank.
    - Decision No. 186/QĐ-NH7 dated September 29, 1993 of SBV's Governor on licensing VPBank to perform FX trading and FX services.
    - Decision No. 805/QĐ-NHNN dated April 21, 2006 of SBV's Governor on licensing VPBank to issue cards and provide card payment services.
    - Confirmation letter No. 3592/NHNN-CHN dated May 19, 2009 of SBV's Governor of foreign exchange service provision.
    - Confirmation letter No. 3593/NHNN-CHN dated May 19, 2009 of SBV's Governor of international payment service provision.
    - Confirmation letter No. 10359/NHNN-TTGSNH dated December 30, 2009 of SBV's Governor of foreign exchange trading on international market.

- Decision No. 2700/QĐ-NHNN dated December 22, 2011 of SBV’s Governor on supplements of the operations in the operating license of Vietnam Prosperity Joint Stock Commercial Bank.
- Decision No. 1604/QĐ-NHNN dated August 20, 2012 of SBV’s Governor on amendment and supplement to the operating license of Vietnam Prosperity Joint Stock Commercial Bank, i.e. supplementing the activities of “entrustment and taking entrustment for lending.”
- Decision No. 1932/QĐ-NHNN dated September 21, 2012 of SBV’s Governor on amendment and supplement to the operating license of Vietnam Prosperity Joint Stock Commercial Bank, i.e. supplementing the activity of “insurance agency.”
- Decision No. 2728/QĐ-NHNN dated December 3, 2013 of SBV’s Governor on amendment and supplement to the operating license of Vietnam Prosperity Joint Stock Commercial Bank, i.e. supplementing the activity of “asset protection and safe deposit box leasing.”
- Decision No. 1386/QĐ-NHNN dated July 14, 2014 of SBV’s Governor on amendments and supplements to the operating license of Vietnam Prosperity Joint Stock Commercial Bank, i.e. supplementing the activity of “securities depositories.”
- Decision No. 1921/QĐ-NHNN dated September 18, 2014 of SBV’s Governor on the amendments and supplements to the operating license of Vietnam Prosperity Joint Stock Commercial Bank, i.e. supplementing the activity of “providing banking and financial consultancy and consultancy on corporate finance, M&A and investment.”
- Decision No. 130/QĐ-NHNN dated January 30, 2015 of SBV’s Governor on amendments and supplements to the operating license of Vietnam Prosperity Joint Stock Commercial Banks, i.e. supplementing the activity of “buying and selling debts.”
- Decision No. 525/QĐ-NHNN dated March 26, 2018 of SBV’s Governor on supplementing the activities of e-wallet, investment in government bond futures, asset management, credit extension via discount activities of negotiable instruments and other valuable papers to the operating license of Vietnam Prosperity Joint Stock Commercial Bank.
- License No. 94/GP-NHNN dated September 28, 2018 of SBV;

### 9.3 Main business activities:

According to the aforementioned decisions on operating license, VPBank’s main business activities are as follows:

No	Business activity	Code
1	<ul style="list-style-type: none"> <li>- Mobilizing short-, medium- and long-term funds from every organization in various economic sectors and residents in the form of term and demand deposits in VND.</li> <li>- Taking capital entrusted by domestic organizations for investment and development</li> <li>- Borrowing from the SBV and other credit institutions</li> <li>- Providing short-, medium- and long-term loans to organizations and individuals subject to the nature and availability of capital</li> <li>- Discounting notes, bonds and valuable papers</li> <li>- Contributing capital, establishing joint ventures and purchase shares in accordance with applicable laws</li> <li>- Providing payment service for banks</li> <li>- Trading foreign currencies and golds, making international payment, mobilizing offshore funds and providing other banking service in relation with foreign countries as approved by the SBV</li> <li>- Issuing domestic and international credit and debit cards</li> <li>- International payment services in line with legal regulations</li> <li>- Providing domestic and international FX service in line with legal regulations</li> <li>- Buying and selling corporate bonds in line with legal regulations</li> <li>- Taking entrustment and entrusting for lending</li> <li>- E-wallet</li> <li>- Investing in government bond futures</li> <li>- Asset management service</li> <li>- Extending credit via discount activities of negotiable instruments and other valuable papers.</li> </ul>	6419
2	<p>Insurance agent and brokerage</p> <p>In particular: insurance agent</p>	6622

<b>3</b>	<p>Other unclassified financial service (excluding insurance and social insurance)</p> <p>In particular:</p> <ul style="list-style-type: none"> <li>- Asset protection, safe deposit box leasing</li> <li>- Securities depository</li> <li>- Selling and buying debts</li> </ul>	6499
<b>4</b>	<p>Unclassified financial service supports</p> <p>In particular:</p> <ul style="list-style-type: none"> <li>- Providing banking and financial consultancy and consultancy on corporate finance, M&amp;A and investment</li> </ul>	6619

#### 9.4 Main products and services:

VPBank covers the following main products and services:

- For retail customers
  - Savings products including regular savings, savings product with prepaid interest, special saving products, etc.
  - Current accounts
  - Card issuance and payment
  - Credit products such as home loan, auto loan, education loan for abroad study, overdraft for consumption, etc.
  - E-banking products such as internet banking and SMS banking.
  - Personal financial products such as fund transfer, money counting, banknote checking, remittance services, international fund transfer, etc.
- For business customers
  - Current accounts such as term deposit and demand deposit.
  - International payment: collection, L/C, fund transfer, etc.
  - Credit products: guarantee, working capital financing, business overdraft, financial project financing in rural areas, etc.
  - E-banking products
  - Payment service and other products.
- For financial institutions and other credit organizations

#### 10. Total capital: According to consolidated auditing data as of November 31, 2018

- Owner's equity: VND 34,750,069 million (in words: Thirty four thousand, seven hundred and fifty million and sixty nine million Vietnam Dong)
- Total assets: VND 323,291,119 million (in words: Three hundred twenty three thousand, two hundred, ninety one million and one hundred nineteen million Vietnam Dong)

## **II. Purpose:**

Issuing shares to the staff of Vietnam Prosperity Joint Stock Commercial Bank under ESOP using treasury stock 2019 as per the AGM 2019's resolutions to:

- Improve the role, responsibilities and rights of the staff;
- Align the staff's interests to those of the bank and motivate its employees;
- Inspire the staff to perform with their best enthusiasm;
- Acquire talents and retain high performing staff for a long term.

## **III. Issuance plan of 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 including 2,406,748,366 common shares and 123,219,600 treasury shares.
5. Outstanding shares: 2,406,748,366
6. Quantity of treasury shares: 123,219,600 (the latest share purchase: October 2019)
7. Quantity of shares planned for issuance: 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: 1.288%
11. Funding for buyback: N/A because this involves the sale of treasury shares
12. 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
13. Timing: tentatively 2019, after getting approval from the SSC.

**VIETNAM PROSPERITY JOINT STOCK  
COMMERCIAL BANK  
CHAIRMAN OF THE BOD**

(signed)

**Ngo Chi Dzung**