

89 Lang Ha – Dong Da – Ha Noi

Business Registration No.: 0100233583

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Ha Noi, March 2018

DRAFT RESOLUTIONS

VPBANK'S ANNUAL GENERAL MEETING IN 2018

1. **Passing of Audited Financial Statements 2017, Business Performance Report 2017, and Action Plan 2018 with the following highlights:**

Business Performance in 2017

Indicator (VND billion)	2016	2017		Compared with	
		Target	Actual	2016	% target
Loan balance	162,832	200,591	196,673	24%	98%
<i>of which: Loans to customers</i>	<i>144,673</i>	<i>182,433</i>	<i>182,666</i>	<i>26%</i>	<i>100%</i>
Customer deposits (including valuable papers issued)	172,438	217,732	199,655	16%	92%
Total assets	228,771	280,645	277,752	21%	99%
Profit before tax	4,929	6,800	8,130	65%	120%

Some key business targets for 2018:

No	Indicator (VND billion, %)	Target for 2018
1	Total assets	359,477
2	Deposits and valuable papers issued	241,675
3	Loan balance	243,320
	<i>Of which: customer loans</i>	<i>229,148</i>
4	NPL ratio	<3%
5	PBT	10,800

2. **Passing of Board of Directors' full report (see Appendix 02)**
3. **Passing of Supervisory Board's full report (see Appendix 03).**
4. **Passing of the dividend plan from 2017 profit and profit distribution plan as follow:**

No	Item	Amount (VND million)
1	VPBank - consolidated profit after tax (*)	6,440,767
2	Total funds appropriation (*)	1,875,927
2.1	Reserve to supplement share capital (mandatory)	322,663

2.2	Financial reserve (mandatory)	645,220
2.3	VPBFC's investment and development fund	908,044
3=1-2	Distributable profit in 2017 after fund appropriation (*)	4,564,840
4	Allocate fund to pay cash dividend to preferred shares holders.	146,439
5	Allocate to investment and development fund for purchasing preferred shares in 2018	801,159
6	Adjustments to undistributed profit	532
7=3-4-5-6	Profit in 2017, distributable, after fund appropriation and payout dividends for preferred shares	3,616,710
8=7+2.3	Total 2017 profits and investment and development fund can be used for dividend distribution	4,524,754
9	Common-share capital at scheduled distribution time	<i>14,974,034</i>
10=8/9	Expected share dividend ratio	30%

(*) Note: Based on audited consolidated financial statement

To facilitate the implementation of the profit allocation plan and comply with policies and regulations of the State Bank of Vietnam (SBV), it is proposed that the AGM authorize the BOD to decide on the implementation of the plan for allocating profit and funds of VPBank and subsidiaries in accordance with legal regulations and the SBV.

A. Dividend payment plan

1. Total number of existing shares

- Total number of shares in circulation: 1,570,623,015, including:
 - + Common shares: 1,497,403,415
 - + Preferred shares: 73,219,600
- Total charter capital: VND 15,706,230,150,000

2. Dividend for preferred shares

According to the plan for issuing preferred shares, cash dividends for preferred shares will be paid in 2018 as follows:

- 20% per face value of preferred share as per commitment with holders of preferred shares.
- Total equivalent of cash dividends: VND 146,439,200,000
- Eligibility: holders of preferred shares at the time of list finalization.
- Payment method: as per plan for issuing preferred shares.

3. Dividends for common shares:

Total undistributed profit (after cash dividend payment and allocation to investment and development fund to purchase preferred shares) and investment and development fund is: VND 4,524,754 million as indicated above shall be used to pay dividends to common shareholders.

- Eligibility: common shareholders at the time of list finalization.
- Payment method: allocating share dividend to raise Bank's charter capital.

- Ratio: dependable at the time of list finalization and equivalent shares, ratio shall be as indicated in the table above.
- Execution method: as per proposal for raising charter capital being submitted to the AGM.
- Execution time: after the BOD completes procedures with competent authorities as per applicable laws. Expected time: Q2/2018.
- Delegate the BOD to decide timing for finalizing shareholder list for dividend distribution, method and contents of necessary documents during execution and complete necessary procedures with competent authorities for dividend distribution.

4. Passing of the plan for raising charter capital 2018 by issuing stock dividend and bonus shares, issuing shares to staff members, issuing shares to local and international investors in private placements, in particular:

Batch 1: Issuance of shares for dividend payments and issuance of shares using reserve to supplement charter capital

Structure of charter capital before the issuance of shares as dividend payments and the use of reserve to supplement share capital fund

Item	Common shares	Preferred shares	Total
Before capital raise (number of shares)	1,497,403,415	73,219,600	1,570,623,015
Charter capital before capital raise (VND)	14,974,034,150,000	732,196,000,000	15,706,230,150,000

The funding sources for raising charter capital are as follows:

Funding source	Amount (VND)
Reserve to supplement share capital fund	154,690,740,000
Consolidated profit and fund in 2017 available for allocation	4,524,754,290,000
Total	4,679,445,030,000

Where maximum consolidated profit in 2017 is used to make dividend payments in the form of shares:

Source	Amount (VND)	Number of shares (share equivalent)	Ratio of distribution/charter capital
Reserve to supplement charter capital	154,690,740,000	15,469,074	1,03%
Consolidated profit in 2017 available for allocation	4,524,754,290,000	452,475,429	30,22%
Total	4,679,445,030,000	467,944,503	31,25%

Charter capital after being raised according to the above option:

	Common shares	Preferred shares	Total
Charter capital before dividend payments	14,974,034,150,000	732,196,000,000	15,706,230,150,000
Raised capital	4,679,445,030,000	-	4,679,445,030,000
Charter capital after dividend payments	19,653,479,180,000	732,196,000,000	20,385,675,180,000
Number of shares	1,965,347,918	73,219,600	2,038,567,518

Other details:

Method for raising capital: make dividend payments in the form of common shares by utilizing retained profit after allocating profit in 2017 and issue common shares to raise capital from owner's equity (hereinafter bonus share), Total distribution ratio is about 31.25%/total common shares at the time of shareholder list finalization, Actual ratio shall be based on the number of common shares at the time of shareholder list finalization,

Eligibility: All holders of VPBank's common shares at the time of finalizing the list of eligible shareholders, Holders of preferred shares at the time of finalizing shareholder list will not be paid dividends in the form of common shares and bonus stock,

Deadline for completion: tentatively 2018, subject to competent agencies' approval,

Implementation method: after finalizing procedures with competent agencies, the BOD Chairman is authorized to decide on and inform the deadline for shareholders eligible for dividends in the form of common shares and bonus shares,

After finalizing the list, the BOD Office will implement all procedures with related parties to allocate dividends in the form of common shares and bonus shares to each shareholder as follows: only integral part of the number of shares owned by each shareholder is multiplied with the total number of additional shares, divided by the total number of shares of the Bank, Fractions (of shares) will be allocated to the talent acquisition fund with the ownership of such shares being registered to Head Office Labor Union of VPBank so as to hit the capital raising target under this plan,

In particular: integer part means the integer equity capital that each shareholder receives and fully divided by VND 10,000, Fraction means the fractional equity capital that each shareholder receives and less than VND 10,000,

After distribution, the BOD shall approve the actual increment of charter capital to register with competent authorities,

Batch 2: Issuance of shares to VPBank staff under Employee Stock Option Program (ESOP), Detailed issuance plan:

Purpose:

Provide additional benefit to staff for higher performance and accountability

Align staff's interests with the Bank's business performance to drive staff's performance

Retain high-calibre staff members,

Detailed issuance plan:

Type of shares: common,

Face value: VND 10,000

Total face value of shares issued in 2018: VND 336,950,940,000, equivalent to 4.14% of consolidated profit before tax in 2017,

Total issue: 33,695,094 shares

Time: tentatively Q2 2018, after getting approval from competent agencies

Eligible buyers: members of Supervisory Board, members of Board of Management, and staff. The eligibility criteria and list will be decided by the Board of Directors on the condition that no more than the total issue above will be allocated,

Share transfer restriction: 100% of the ESOP shares are subject to three years transfer restriction from the finalization of such issue. Other rights associated to such ESOP shares are unrestricted. Except that CEO, members of the Supervisory Board shall be subject to restriction during their office term as per Law on Credit Institutions,

Issued price: VND 10,000/share

Remaining shares after the issue: subject to the BOD's decision, either to sell to other members of the staff and under the above conditions or cancel, Only record the actual number of shares sold,

Change in charter capital after the issue

Item	Common shares	Preferred shares	Total
Before ESOP	1,965,347,918	73,219,600	2,038,567,518
Shares issued under ESOP	33,695,094	-	33,695,094
Total shares after ESOP	1,999,043,012	73,219,600	2,072,262,612
Charter capital after SEOP	19,990,430,120,000	732,196,000,000	20,722,626,120,000

Foreign investors' room at VPBank after issuance

Currently, foreign shareholders own 22.378% of VPBank's shares. Foreign investors will buy up to 22.378% of the new issue so that the overall foreign stake after the issue will be maximum 22.378%,
Where expats are eligible to buy/register to buy less than the above-mentioned cap, resulting in overall foreign stake less than 22.378% after the issue, the Bank will register the new actual ratio with the Securities Commission and Securities Depository Center to call for new foreign investors with the remaining foreign stake,

Passing of the plan for using proceeds from the issue: the total proceeds from share issuance to staff will supplement the Bank's capital,

Batch 3: Purchase preferred shares to be treasury shares and use such treasury shares to distribute bonus shares to shareholders after restriction period of treasury shares as per existing regulations,

Purpose: to purchase full amount of preferred shares issued in 2015 and allocate them as treasury shares,
The purchase price is determined based on contract/commitment of the Bank = amount invested on preferred share x (1 + 15%/p.a. x 3 annum) – preferred dividend paid in 2016, 2017, 2018,
Total preferred share to be purchased as treasury share: VND 73,219,600, equivalent to VND 732,196,000,000 in charter capital,
Total amount to re-purchase preferred shares: VND 2,489,232,374,288
Source: using share premium and investment/development fund,
Tentative transaction time: after obtaining SSC' approval and disclosure by VPBank and agreement with shareholders,
Tentative: Q3/2018
Method of transaction: based on the contract with existing holder of preference shares.

The distribution of bonus shares using treasury shares is as follow:

- Using the treasury shares, as described above, to distribute to existing shareholders to convert preferred shares into common shares and therefore keeps charter capital unchanged,
- The owners' equity shall be used as follow:
 1. Share premium: 1,287,493,637,440 VND
 2. Investment and development fund: 1,201,738,736,848 VND
- The amount of capital after distribution of treasury shares being converted into common shares:: 732,196,000,000 VND,
- Timing for distribution of treasury shares: after obtaining approval by competent and expiry of restriction applicable to treasury shares,
- Eligible recipients: shareholders upon finalization of shareholder list,

Batch 4: Private placement for local and foreign investors to raise charter capital,

- Private placement to local and foreign investors in private placements to raise charter capital,
- Type of shares: common,
- Face value: VND 10,000/share,
- Maximum offer: 15% of total common shares at the time of issuance,
- Implementation method: Private placements to local and international investors to raise charter capital,
- Eligible buyers: less than 100 local and/or foreign investors who meet requirements to purchase shares issued by a credit institution as per applicable laws,
- Price: to be determined based on direct negotiations with investors, in line with the commitment of the Bank made to the investors and approved by AGM, or no lower than the average of most recent 6 months where VPBank did not make any commitment of most recent 6 months where VPBank did not make any commitment on price,
- Number of placement in the year: 01,
- Timing: Within 2018, Specific timing shall be subject to approval by competent authorities,
- Restriction time: at least 1 year as stipulated by laws,
- The proceeding from such placement shall be invested in fixed assets, supplementing middle and long term capital of VPBank,
- Placement method: delegate BOD to decide after completion of required procedures with competent authorities and applicable laws,
- The placement is not applicable to BOD, Supervisory Board and CEO of VPBank,
- Note: investors purchase shares of VPBank in such private placement are responsible to their source of funding, VPBank's BOD takes no responsibility in examining the investors' source of funding,

Given VPBank succeeds in issuing 250,000,000 shares from the placement, structure of charter capital shall be as follow:

	Common shares	Charter capital (VND)
Before issuance	19,990,430,120,000	20,722,626,120,000
Shares issued (TBD)	2,500,000,000,000	2,500,000,000,000
After issuance	22,490,430,120,000	23,222,626,120,000

Batch 5: Distribute of bonus shares from capital surplus gain after the 2017 private placement

The figures below are tentative and are driven by result of the private placement, timing for finalizing list of shareholders, etc. However, after distributing all capital surplus for existing shareholders, the charter capital will be raised by 4,577,242,670,000 VND,

	Common shares	Charter capital
- Capital before distributing surplus	22,490,430,120,000	23,222,626,120,000
- Surplus distributed to common shareholders to raise capital	4,577,242,670,000	4,577,242,670,000
- Capital after surplus distribution	27,067,672,790,000	27,799,868,790,000
- Distribution ratio applicable to common shares (not applicable to treasury shares)	20.35%	

- Execution time: Q4/2018,
- Eligible recipients: all common shareholders at the time of finalizing shareholder list, Preferred or treasury shares are not eligible,
- After finalizing the list of shareholders, the BOD Office will implement all procedures with related parties to allocate bonus shares to each shareholder as follows: only integer part of the number of shares owned by each shareholder is multiplied with the total number of additional shares, divided by the total number of shares of the Bank, Fractions (of shares) will be allocated to the talent acquisition fund with the ownership of such shares being registered to Head Office Labour Union of VPBank so as to hit the capital raising target under this plan,
- In particular: integer part means the integer equity capital that each shareholder receives and fully divided by VND 10,000, Fraction means the fractional equity capital that each shareholder receives and less than VND 10,000,
- After distribution, the BOD shall approve the actual increment of charter capital to register with competent authorities,

The plan to use capital surplus:

The tentative VND 12 trillion surplus as results of the above actions (whereas, the owners' equity is only raised as result of the private placement) shall be used, besides for enhancing financial capability, prudential ratios, as follow:

No	Need	Required amount (VND bil)
1	Raise mid-long term capital to serve credit growth	8,500
2	Supplement charter capital for subsidiaries (VPBFC and VPBAMC) and purchase shares of other companies operating in the areas which can support and supplement core activities of VPBank	3,000
3	Invest in infrastructure, major IT systems development, etc. to serve the growth of both Head office and branch network, purchasing modern equipment to serve customers' needs; expand/repair/upgrade branch network,	500

Agree on contents related to capital raise and authorized tasks to the BOD for all aforementioned charter capital raises and treasury share purchases:

To facilitate the aforementioned charter capital raise processes, the AGM delegates and authorizes the BOD to perform the following tasks:

- a. Determine the order of the batches, payment ratio/the above data on capital raise are tentative. Authorize the BOD to decide on the order and specific time for the batches in view of processes/time of regulators' approval(s) time, the reality, and negotiations with other stakeholders.
- b. Approve the adjustment of foreign shareholders' stake at VPBank based on actual figures after implementing ESOP. Authorize the BOD to decide on specific ratio and carry out necessary procedures.
- c. Approve the increase in foreign stake after private placements with local and foreign investors in 2018 to maximum 30% of the charter capital. Authorize the BOD to decide on a reasonable percentage in view of the reality and to the maximum interests of the Bank and carry out the procedures for adjusting/registering with competent agencies.
- d. Determine the time for finalizing the dividend/bonus share distribution list after fulfilling all procedures in accordance with the provisions of law with competent agencies.
- e. Approve the criteria, time and list of employees who are eligible for ESOP and binding policies/requirements related to the shares.,
- f. Decide on the offer price, negotiation plans, plans for conducting buying/selling transactions, criteria for selecting investors and the selection of particular investors to offer for sale during private placement.,
- g. Decide on the raised/issued amount of charter capital/shares in comparison with the estimated figures in the aforementioned charter capital raising plan as a result of performing the following tasks: (i) payment of stock dividend, (ii) share issuance under ESOP, (iii) share issuance to investors in private placements (iv) handling of the remainder from the process of dividend distribution in the forms of common shares and bonus shares.,.....
- h. Decide on the time and method of offering for sale, and the number of unsold shares in private placements.,
- i. Decide on continuing to carry out capital raise plans in 2019 or adopting appropriate measures on the basis of actual situations and for the interest of shareholders in case VPBank fails to raise its charter capital in 2018.,
- j. Decide on signing contracts, transaction materials, and related documents to carry out the aforementioned capital raises.,
- k. Decide on supplementing, amending, and finalizing all related issues and contents of the charter capital raise plan (including contents which have not been stated in this capital raise plan) and completing other necessary documents as required in the capital raise processes.,

6. 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 laws (ANNEX 06),

- 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 afore mentioned 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,

Tasks delegated to the BOD:

- ✓ Passing of the selection of VPBank Securities Company as the agency to buy back shares that will 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),

7. Agreeing on mandating, delegating and authorizing the BOD to perform the following tasks (Annex 07):

- 7.1 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,
- 7.2 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,
- 7.3 Agree on the plan to conduct deposit transactions between the Bank and VPBank finance company to meet the requirements of business coordination and the provisions of law, To authorize the BOD to decide on transactions and deposit contracts with VPBank's subsidiaries which account for over 20% of the Bank's charter capital,
- 7.4 Authorize and delegate the BOD to decide on issues under the power of the owners of the Bank's subsidiaries,
- 7.5 Authorize and delegate the BOD to decide on organizational structure and managerial and executive apparatus of the Bank, managing and using name and brand of the Bank.
- 7.6 Authorize and delegate the BOD to decide on solutions to tackle major financial volatilities of the Bank,
- 7.7 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,
- 7.8 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,

8. Passing of supplementing the following businesses (ANNEX 08):

No	BUSINESSES
1	Electronic wallet;
2	Investment in Government Bond Futures;
3	Commodity derivatives;
4	Wealth management services;
5	Rediscount of negotiable instruments and other valuable papers;
6	Structured deposits;
7	Entrustment in payment services;
8	Provision of banking services on the basis of cooperation between VPBank and Viettel or other enterprises

1. Contents of application for replacing and integrating current licence into one according to the Commercial Bank's licence form issued together with Circular 17/2017/ TT-NHNN,

No	Provided by current business licence	Proposal for amendment
1	Take short-term, medium-term and long-term deposits from every organization in various economic sectors and residents in form of demand deposits, term deposits in VND;	Take demand deposits, term deposits, savings deposits and deposits of other types
2	Provide short-term, medium-term and long-term loans to organizations and individuals subject to the nature and availability of capital	Make loans
	Discount notes, bonds and valuable papers.	Discount, re-discount negotiable instruments and other valuable papers
	Provide bank guarantees	Provide bank guarantees
	- Issue and make payment on domestic and international MasterCard cards - Issue, act as issuing agent for international credit cards	Issue credit cards
	Provide domestic factoring	Provide domestic factoring
3	Open current accounts for customers	Open current accounts for customers
4	Provide payment services between customers.	Provide the domestic payment services: a) Provide means of payment b) Provide payment service for check, payment order, authorized payment,

No	Provided by current business licence	Proposal for amendment
		collection, authorized collection, L/C, bank card, and collection and payment services;
5	Open accounts at the SBV, credit institutions, branches of other foreign banks;	Open accounts: - Open account at the SBV; - Open accounts at credit institutions, branches of other foreign banks;
6	Organise internal payment, participate in the national interbank payment system	Organise internal payment, participate in the national interbank payment system
7	<ul style="list-style-type: none"> - Provide banking and financial consultancy, consultancy on corporate finance, business acquisition, sale, consolidation and merger and investment - Keep and lease security safe 	Provide cash management service, banking and financial consultancy, services related to assets management and protection, lease security safe
8	Provide banking and financial consultancy, consultancy on corporate finance, business acquisition, sale, consolidation and merger and investment	Provide consultancy on corporate finance, business acquisition, sale, consolidation and merger and investment
9	Bid, buy and sell treasury bills, transferable instruments, Government bonds, the SBV bills and other valuable papers in monetary market.	Bid, buy and sell treasury bills, transferable instruments, Government bonds, the SBV bills and other valuable papers in monetary market.
10	Buy and sell Government bonds	Buy and sell Government bonds
	Buy and sell corporate bonds in accordance with provisions of laws	Buy and sell corporate bonds
11	Provide monetary brokerage service	Provide monetary brokerage service
12	Issue certificates of deposit, bills, bonds to acquire funds in accordance with law on credit institution, law on securities, government regulations and the SBV's guidance.	Issue certificates of deposit, bills, bonds to acquire funds in accordance with law on credit institution, law on securities, government regulations and the SBV's guidance.
13	Borrow from the SBV and other credit institutions	Borrow from the SBV in re-financing form in accordance with law on the SBV and the SBV's guidance
14	Borrow from the SBV and other credit institutions	Borrow, lend, make deposits, take deposits from credit institutions, branches of foreign banks, domestic and foreign financial

No	Provided by current business licence	Proposal for amendment
		institutions in accordance with applicable laws and the SBV's guidance
15	Contribute capital in joint ventures or purchase shares according to applicable laws	Contribute capital in joint ventures or purchase shares according to applicable laws and the SBV's guidance
16	<ul style="list-style-type: none"> - Take capital entrusted by domestic organizations for investment and development - Entrust, take entrustment in lending - Insurance agent 	Entrust, take entrustment or act as agents in sectors relating to banking, insurance and asset management according to the SBV's regulations
17	Trade and provide foreign exchange services in domestic and foreign markets within scope regulated by the SBV	Trade and provide foreign exchange services in domestic and foreign markets within scope regulated by the SBV
18	Trade, provide interest derivatives products in accordance with applicable laws and the SBV's guidance	Trade, provide derivatives products concerning FX, interest, currency and other financial asset in domestic and foreign markets
19	Securities depository	Securities depository
20	Trade, buy and sell gold bar	Trade gold bars
21		Electronic wallet
22		Provide commodities derivatives products
23		Invest in Government Bond Futures
24	Buy and sell debts	Buy and sell debts

2. Delegating the BOD to perform the following tasks:

- ✓ Decide on related issues when amending and supplementing contents of the Licence for establishment and operations of VPBank as stated in item 8,2, including the supplementation, clarification and review of contents in compliance with the provisions of laws, the SBV's requirements and on the basis of actual situations,
- ✓ Decide and register/file to the SBV on amending and supplementing the contents of the Licence of Establishment

and Operations of VPBank as stated in item 8,2,

- ✓ Decide and file to the competent agencies on supplementing and amending the contents of the Silence of Establishment and Operations of VPBank and information about shareholders, charter capital and other related information in case of changes to the License,
- ✓ Decide on registration of amendments and supplementation of business activities on the License of Establishment and Operations of VPBank besides the content stated in item 8,2 when mandatory amendments and supplementation must be made in accordance with the provisions of laws, requirements of competent state agencies and/or according to actual situations,

9. Agreeing on amendments to VPBank’s Charter (annex 09) as follows:

- 9.1 Passing of the amendments and supplementation of the Charter of Vietnam Prosperity Joint Stock Commercial Bank according to the enclosed annex (ANNEX 09),
- 9.2 Delegating the BOD to decide on related issues when making amendments and supplementation of VPBank’s Charter according to item 9,1, including supplementation, clarification, and revision of contents, reordering of articles, clauses, and points in compliance with the provisions of laws and on the basis of actual situations,
- 9.3 Delegating the BOD to decide on related issues when registering/filing to the SBV and related agencies on amendments, supplementation, and adjustments of the Bank’s Charter in line with item 9,1 and 9,2,

10. Passing of the draft “Corporate governance regulations” according to ANNEX 10:

- 10.1 Passing the amendments to corporate governance regulations according to Annex 10,
- 10.2 Delegating the BOD to decide on related issues when making amendments and supplementation of the corporate governance regulations in accordance with item 10,1, including the supplementation, clarification, and revision of contents, reordering of articles, clauses, and points in compliance with the provisions of laws and on the basis of actual situations,
- 10.3 Delegating the BOD to review and decide on amendments and supplementation of the corporate governance regulations if necessary on the basis of actual situations and to maintain the effectiveness of governance and management of VPBank’s activities in the period between AGMs,

11. Passing of the Draft Regulations on organization and operation of the Board of Directors (ANNEX 11),

- 11.1 Passing of the amendments to the Regulations on organization and operation of the BOD according to Annex 11,
- 11.2 Delegating the BOD to decide on related issues when making amendments and supplementation of the Regulations on organization and operations of the BOD according to item 11,1, including the supplementation, clarification, and revision of contents, reordering of articles, clauses, and points in compliance with the provisions of laws and on the basis of actual situations,
- 11.3 Delegating the BOD to review and decide on amendments and supplementation of the Regulations on organization and operations of the BOD if necessary on the basis of actual situations and to maintain the effectiveness of governance and management of VPBank’s activities in the period between AGMs,

12. Passing of the Draft Regulations on operation of the Supervisory Board (ANNEX 12),

- 12.1 Passing of the amendments to the Regulations on organization of the Supervisory Board according to the enclosed document,

- 12.2 Delegating the Supervisory Board to decide on related issues when making amendments and supplementation of the Regulations on organization and operations of the Supervisory Board according to item 12,1, including the supplementation, clarification, and revision of contents, reordering of articles, clauses, and points in compliance with the provisions of laws and on the basis of actual situations,
- 12.3 Delegating the Supervisory Board to review and decide on amendments and supplementation of the Regulations on organization and operations of the Supervisory Board if necessary on the basis of actual situations and to maintain the effectiveness of governance and management of VPBank's activities in the period between AGMs,

**P,P BOARD OF DIRECTORS
CHAIRMAN**

(Signed)

Ngo Chi Dzung