

89 Lang Ha st, Dong Da dist, Hanoi
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Hanoi, January 21, 2020

NOTICE

On Election and Nomination of Members of Board of Directors and Supervisory Board for 2020-2025 Term

To: Valued Shareholders of Vietnam Prosperity Bank

The Board of Directors (BOD) in the period of 2015-2020 fulfilled their tasks with excellence, helping Vietnam Prosperity Joint-stock Commercial Bank (“**VPBank**”) achieve robust growth in terms of equity, total assets, profit and network. Besides, operations were under good control, NPL ratio was reduced significantly, and Basel 2 compliance was delivered with sustainable, prudential and efficient operations. Given that this is the final year of 2015-2020 term and according to regulations of the Laws and VPBank’s Charter, the General Shareholder Meeting will elect the new Board of Directors and Supervisory Board for 2020-2025 term. To enhance the bank’s supervision and governance capabilities and sustain the alignment with regulations of the law and the bank’s Charter, the Board of Directors has planned to propose to General Shareholder Meeting to the Board of Directors membership of five (05) in 2020-2025 term, including one (01) independent member; and the membership of the Supervisory Board of four (04) in 2020-2025 term, including two (02) full-time members.

Pursuant to the Law on Credit Institutions, Law on Enterprises, guiding documents and VPBank’s Charter, the Board of Directors hereby would like to cordially inform all shareholders of the number of members of Board of Directors and Supervisory Board to be elected for the new term and election standards/conditions for your nomination and election as follows:

1. Number of BOD and SB Members to Be Elected:

- 05 BOD members
- 04 SB members

2. Election and Nomination Conditions

- Shareholders shall be entitled to self-nominate and nominate others for BOD and SB membership under the conditions stipulated in bullet 1, Article 33, Article 34, and Article 50, Law No. 47/2010/QH12 on Credit Institutions amended and supplemented by Law No. 17/2017/QH14 on amendments and supplements to Law on Credit Institutions, and Article 164, Law No. 68/2014/QH13 on Enterprises (*for further details, please refer to the attached files.*)
- Shareholders shall be entitled to form groups for nomination in accordance with paragraphs i and j, bullet 1, Article 11, VPBank’s Charter and paragraph a, bullet 2, Article 114, Law No. 68/2014/QH13 on Enterprises (*for further details, please refer to the attached files.*)

3. Instructions on Submission of Self-nomination and Nomination Documents:

Eligible candidates for BOD and SB membership for 2020-2025 term shall send the election and nomination documents to:

BOD Office, VPBank

Address: level 28, VPBank Tower at No. 89, Lang Ha street, Lang Ha ward, Dong Da district, Hanoi.

Tel: (84-24) 39288869 Fax: (84-24) 39288867.

Deadline: **5:00 PM, February 03, 2020.** Documents received after the deadline shall be considered invalid.

4. Document Checklist:

A nomination/self-nomination dossier shall include:

- Letter of self-nomination or nomination for the Boar of Directors and Supervisory Board membership: 3 originals;
- Candidate's CV: 03 originals (*for details, see attached form*);
- Candidate's criminal records: (Form No.2): 03 originals;

“a) In case of Vietnamese national: the criminal record shall be issued by criminal record database management agency and include adequate information on conviction status (including spent and unspent convictions) and the prohibition of holding positions at, establishing, and/or managing enterprises and co-operatives.

b) In case of foreigner: the criminal record or an equivalent document (with adequate information on conviction status, including spent and unspent convictions, and the prohibition of holding positions at, establishing, managing enterprises and/or co-operatives) issued by a competent Vietnamese or foreign authority in accordance with corresponding regulations.

The criminal record or equivalent document must be issued by competent authority no more than 6 months before the candidate's submission of nomination or self-nomination dossier.

- Declaration of affiliated persons: 03 originals (*for details, see attached form.*)
- Copies of the candidate's certificates and degrees as required, those of which belongin to a Vietnamese candidate issued by a foreign education institution must be recognized by the Ministry of Education and Training in accordance with relevant law: 03 authenticated copies.
- Documents as proof of satisfaction with the standard/condition of “ at least 3 years of employment in banking, finance, accounting or audit professions” as stipulated in paragraph c, bullet 3, Article 50, Law No. 17/2017/QH14 on Credit Institutions: confirmation documents by authorized representative of previous and current employers regarding a candidate's employment in banking, finance, accounting or audit professions, along with candidate's working periods or copies of documents proving the candidate's professions and corresponding working periods.

Note to valued shareholders:

- The persons nominated and self-nominated as member of the Board of Directors and Supervisory Board shall be held responsible before the law and General Shareholders Meeting (“**GSM**”) for the accuracy and truthfulness of the documents.
- The list of candidates shall be submitted to the State Bank of Vietnam for consideration, examination and approval prior to General Shareholder Meeting.
- Documents must be made in Vietnamese. Documents made or issued overseas must go through consular legalization and translation into Vietnamese. Vietnamese copies and

the documents translated into Vietnamese must be notarized and authenticated by competent authority(ies) in accordance with the law.

Recipients:

- Valued Shareholders of Vietnam Prosperity Bank
- BOD office (filing).

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**

(signed)

Ngo Chi Dzung