

Hanoi, August 23, 2019

PROPOSAL

On passing of plan for reacquisition of issued shares as treasury stock

- Pursuant to Law No. 47/2010/QH12 on Credit Institutions; Law No. 17/2017/QH14 amending and supplementing several articles of Law on Credit Institutions and documents providing guidelines for implementation of the law;
- Pursuant to Law No. 68/2014/QH13 on Enterprises and amendment, supplement/guidance documents on implementation of the law;
- Pursuant to Law No. 70/2006/QH11 on Securities; Law No. 62/2010/QH12 amending and supplementing several articles of Law on Securities and documents providing guidelines for implementation of the law;
- Pursuant to Decree No. 58/2012/NĐ-CP dated July 20, 2012 of the Government stipulating in detail and guiding the implementation of several articles of Law on Securities and Law amending and supplementing several articles of Law on Securities;
- Pursuant to Circular No. 162/2015/TT-BTC dated October 26, 2015 of Ministry of Finance providing guidelines on initial public offering, stock swap, issuance of additional stock, reacquisition of stock, and sales of treasury stock;
- Pursuant to the Charter of Vietnam Prosperity Joint-stock Commercial Bank.

Attention: VPBank's Annual General Meeting

I. Purpose of the Reacquisition of Issued Shares as Treasury Stock:

The bank has operated in a prudent manner, been on track, and had ample growth potentials and opportunities. However, investors have been lukewarm about the bank's stock as a result of broader market situation and the banking industry. Coupled with other external factors, the price of VPBank's stock has decreased significantly.

According to the evaluation of the bank and consultancies/securities analysts, Current price of VPBank shares on the market reflects neither its real value nor growth potentials.

Hence VPBank's Board of Directors plan for reacquiring a number of shares as treasury stock with the aim of stabilizing the bank's stock price and reducing the number of outstanding shares to improve the earnings per share ratio for VPBank's investors. In addition, such reacquisition is considered an investment in valuable and potentially profitable assets.

II. Detailed Plan:

According to Paragraph i, Clause 2, Article 59, Law on Credit Institutions, the AGM has authority over the "passing of reacquisition of issued shares". Therefore, VPBank's BOD would like to propose the plan for reacquiring shares as treasury stock to the AGM for consideration as follows:

1. Maximum number of shares registered for reacquisition as treasury stock: 10% of total outstanding shares.

2. Purpose: to reduce the number of shares in circulation, support the transactions and improve shareholder value.
3. Funding: tentatively VPBank's undistributed profit after tax according to the most recent audited/reviewed financial statements.
4. Tentative timing: upon SSC's approval of VPBank's application for the reacquisition of shares as treasury stock and VPBank's information disclosure in line with regulations, but no later than thirty (30) days of initiating the transaction. In Q4/2019 tentatively.
5. Trading method: order matching or/and negotiation.
6. Pricing principle: in line with Circular No 203/2015/TT-BTC dated December 21, 2015 of Ministry of Finance, other relevant legal documents and the applicable rules on securities trading of Ho Chi Minh Stock Exchange.
7. Daily bid volume: in line with Circular No 203/2015/TT-BTC dated December 21, 2015 of Ministry of Finance, other relevant legal documents and the applicable rules on securities trading of Ho Chi Minh Stock Exchange.
8. Price (price range): In line with Circular No 203/2015/TT-BTC dated December 21, 2015 of Ministry of Finance, other relevant legal documents and the applicable rules on securities trading of Ho Chi Minh Stock Exchange.

III. Authorization for the BOD to Execute the Plan:

Upon the AGM's approval of the plan, VPBank's BOD shall decide on and execute relevant actions in view of the bank's resources and market situation, including but not limited to the following:

- Selecting securities company as an agent to reacquire issued shares as treasury stock;
- Deciding on the timing, maximum number of share reacquired, price (price range) and trading method;
- Making amendments and supplements to the bank's plan for reacquiring shares at the request of competent authority with regards to the reporting of the bank's reacquisition of issued shares; and
- Deciding on and performing necessary procedures related to the bank's reacquisition of issued shares.

Best regards,

CHAIRMAN OF THE BOARD OF DIRECTORS

(signed)

NGO CHI DZUNG



89 Lang Ha – Dong Da – Ha Noi
Business licence No. 0100233583
1st registration issued on Sep. 8, 1993
41st revision issued on Nov. 27, 2018

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness
-----***-----

Ha Noi, August 23, 2019

BALLOT

I. Purpose

Pursuant to legal regulations and VPBank’s Charter, the Board of Directors of VPBank shall hereby seek the shareholders’ opinion on the reacquisition of shares as treasury stock according to Proposal No. 116/2019/CB-VPB dated August 23, 2019.

II. Shareholder’s information

Name: ----- No. in shareholder register: -----
Address:----- Phone number: -----
ID/passport/business licence/trading code: ----- on: -----at/in: -----
Number of shares held at time of polling: -----(shares)

III. Issues to be opined and voted:

1. Passing of the plan for reacquiring shares as treasury stock specified at Section II of Proposal No. 116/2019/CB-VPB dated August 23, 2019

Agree

Disagree

Abstain

2. Passing of the authorization for the BOD to execute the plan for reacquiring shares as treasury stock specified in Section III of Proposal No. 116/2019/CB-VPB dated August 23, 2019

Agree

Disagree

Abstain

IV. Voting method and deadline:

1. Please tick “x” or “” on the checkboxes under each item.
2. Please provide signature (please provide a signature (of a representative with legal authorization or legal representative and seal in case of institutional shareholder) at the signature space below. The shareholder’s ballot shall be put into an envelope and sent to Board of Directors Office of VPBank at No. 89 Lang Ha street, Lang Ha ward, Dong Da district, Ha Noi by the deadline of 5:00 PM, September 3, 2019. The postmark date shall be considered the date of sending the ballot.

SHAREHOLDER’S SIGNATURE
(Sign, full name)

CHAIRMAN OF THE BOARD OF DIRECTORS

(signed)

NGO CHI DZUNG



89 Lang Ha – Dong Da – Ha Noi
Business licence No. 0100233583
1st registration issued on Sep. 8, 1993
41st revision issued on Nov. 27, 2018

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness
-----***-----

Ha Noi, August, 2019

**DRAFT RESOLUTION OF THE ANNUAL GENERAL MEETING OF VPBANK
No 05/2019NQ-DHĐCĐ**

- *Pursuant to Law No. 47/2010/QH12 on Credit Institutions; Law No. 17/2017/QH14 amending and supplementing several articles of Law on Credit Institution*
- *Pursuant to Law No. 68/2014/QH13 on Enterprises approved on November 26, 2014.*
- *Pursuant to VPBank's Charter.*
- *Consider the result in the Minutes of Ballot Counting in accordance with Correspondence No. 116/2019/VPB dated August 23, 2019.*

RESOLVES

Article 1. Passing of the plan for reacquiring shares as treasury stock, with details as follows:

- Maximum number of shares registered for reacquisition as treasury stock: 10% of total outstanding shares.
- Purpose: to reduce the number of shares in circulation, support the transactions and improve shareholder value.
- Funding: tentatively VPBank's undistributed profit after tax according to the most recent audited/reviewed financial statements.
- Tentative timing: upon SSC's approval of VPBank's application for the reacquisition of shares as treasury stock and VPBank's information disclosure in line with regulations, but no later than thirty (30) days of initiating the transaction. In Q4/2019 tentatively.
- Trading method: order matching or/and negotiation.
- Pricing principle: in line with Circular No 203/2015/TT-BTC dated December 21, 2015 of Ministry of Finance, other relevant legal documents and the applicable rules on securities trading of Ho Chi Minh Stock Exchange.
- Daily bid volume: in line with Circular No 203/2015/TT-BTC dated December 21, 2015 of Ministry of Finance, other relevant legal documents and the applicable rules on securities trading of Ho Chi Minh Stock Exchange.

- Price (price range): In line with Circular No 203/2015/TT-BTC dated December 21, 2015 of Ministry of Finance, other relevant legal documents and the applicable rules on securities trading of Ho Chi Minh Stock Exchange.

Article 2. Authorization for the BOD to Execute the Plan

Upon the AGM's approval of the plan, VPBank's BOD shall decide on and execute relevant actions in view of the bank's resources and market situation, including but not limited to the following:

- Selecting securities company as an agent to reacquire issued shares as treasury stock;
- Deciding on the timing, maximum number of share reacquired, price (price range) and trading method;
- Making amendments and supplements to the bank's plan for reacquiring shares at the request of competent authority with regards to the reporting of the bank's reacquisition of issued shares; and
- Deciding on and performing necessary procedures related to the bank's reacquisition of issued shares.

Article 3. This resolution takes effect on the signing date. VPBank's BOD is responsible for implementing this resolution.

Recipients:

- *VPBank shareholders,*
- *BOD, Supervisory Board*
- *BOD office (filing)*

**P.P. ANNUAL GENERAL MEETING
CHAIRMAN OF THE BOARD OF DIRECTORS**

NGO CHI DZUNG