

**RESOLUTION OF THE BOARD OF DIRECTORS
OF VIETNAM PROSPERITY JOINT-STOCK COMMERCIAL BANK**

No. 756/2019/NQ-HDQT

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

- Pursuant to Law No. 68/2014/QH13 dated November 26, 2014 on Enterprises
- Pursuant to Law No. 47/2010/QH12 dated June 10, 2010 on Credit Institutions
- Pursuant to the Charter of Vietnam Prosperity Joint-stock Commercial Bank (VPBank);
- Pursuant to Resolution No. 05/2019/NQ-ĐHĐCĐ-VPBank dated September 3, 2019 of the AGM of Vietnam Prosperity Joint-stock Commercial Bank (VPBank);
- Pursuant to Proposal dated September 4, 2019 of VPBank's Chairman of the BOD;
- Based on the BOD's meeting minutes dated September 4, 2019.

RESOLVES:

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

1. Total number of outstanding treasury stock prior to the reacquisition: 73,219,600 shares, equivalent to 2.894% of charter capital.
2. Total number of shares registered for reacquisition as treasury stock: maximum 50,000,000 shares equivalent to 1.976% of charter capital.
3. Purpose: to reduce the number of shares in circulation, support the transactions and improve shareholder value
4. Funding: tentatively VPBank's undistributed profit after tax (according to audited financial statements as of December 31, 2018).
5. 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.
6. Trading method: order matching or/and negotiation
7. 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.

8. Daily bid volume: in line with the applicable rules on securities trading of Ho Chi Minh Stock Exchange
9. 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. Tentative price range is from VND 20,000 to VND 24,000 per share.

Article 2: Passing of the selection of Viet Capital Securities Joint Stock Company as the agent for the reacquisition of issued shares as treasury stock and tender offer:

- Company name: Viet Capital Securities Joint Stock Company
- Head office: 15 floor, Bitexco Financial Tower, 2 Hai Trieu, District 1, Ho Chi Minh City
- Tel: +84 8 3914 3588
- Account number: **068C018968**

Article 3: Authorization for the BOD to:

- ✓ Approve the consultation and brokerage agreement with Viet Capital Securities Joint Stock Company in line with the applicable law and VPBank's internal regulations
- ✓ Develop, amend and supplement the bank's plan for reacquiring shares at the request of competent authority with regards to the bank's reacquisition of issued shares; and
- ✓ Deciding on and performing necessary procedures related to the bank's reacquisition of issued shares

Article 4: This resolution takes effect on the signing date. Relevant organizations and individuals are responsible for implementing this resolution.

Recipients:

- *BOD, Supervisory Board;*
- *BOM;*
- *BOD office (filing)*

Ha Noi, September 4, 2019

P.P. THE BOARD OF DIRECTORS

CHAIRMAN

(signed)

NGO CHI DZUNG