

Ha Noi, June 12, 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 several proposals in Correspondence No. 88/2019/CV-HĐQT dated June 12, 2019.

II. Shareholder’s information

Name: ----- No. in shareholder register: -----
Address: ----- Phone number: -----
ID/passport/business licence: ----- 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 selling international bonds (under Euro Medium Term Note program) in several instalments and listing bonds at foreign stock exchange, as presented in “Draft Resolutions No. 03/2019/NQ-ĐHĐCĐ” attached with this Ballot.

Agree

Disagree

Abstain

2. Passing of plan for private placement of green corporate bond for foreign investors, as presented in “Draft Resolutions No. 03/2019/NQ –ĐCĐCĐ” attached with this Ballot.

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, June 22, 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**

NGO CHI DUNG

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

Ha Noi, June ... 2019

**DRAFT RESOLUTIONS OF VPBANK’S ANNUAL GENERAL MEETING
No. 03/2019NQ-ĐHĐCĐ**

- Pursuant to Law No 47/2010/QH12 dated June 16, 2010 on Credit Institutions and Law No 17/2017/QH14 dated November 20, 2017 on amendment and supplement to the Law on Credit Institutions
- Pursuant to Law No 68/2014/QH13 dated November 26, 2014 on Enterprises
- Pursuant to VPBank’s Charter

Considering the result in the Minutes of Ballot Counting in accordance with Correspondence No. 88/2019/VPB dated June 12, 2019, VPBank’s AGM passed the following Resolution:

1. **Passing of the plan for selling international bonds (under Euro Medium Term Note program) in several instalments and listing bonds at foreign stock exchange with details as follows:**

No	Items	Content
1	Issuer	Vietnam Prosperity Joint-stock Commercial Bank (“VPBank”)
2	Name of bond	International bond under Euro Medium Term Note program (“ Issuance program ”)
3	Issuance currency and currency for principal and interest payment	USD (US Dollar)
4	Face value	1,000 USD or multiples of 1,000 USD, or other face value deemed in line with international bond market practices and the principles and regulation of the tentative foreign stock exchange
5	Issuance volume (Total face value of all issuances)	Maximum 1,000,000,000 USD (One billion US dollars)
6	Tenor	03 to 05 years
7	Tentative timing	In 2019 and 2020 – Specific timing of each issuance shall be decided by the Board of Directors
8	Issuance purpose and plan for utilizing the fund from bond issuance	Improve VPBank’s capital base.
9	Nominal interest rate	Possibly fixed or floating interest rate or combination of fixed and floating rate, or other structured interest rate (determined by book building method based on market situation at time of selling)

No	Items	Content
10	Principal and interest payment method	<ul style="list-style-type: none"> Principal payment at maturity or according to plan agreed with investors, depending on each issuance Periodic interest payment, unless otherwise required by the investors and market factors.
11	Market and place of issuance	The bonds will be issued to international market, i.e investors outside of the US territory
12	Other conditions and terms for the bond and other contents of selling plan	Delegate and authorize the BOD to make decision in line with applicable laws and actual situation of the issuance.

2. Passing of the plan for bond listing at foreign stock exchange: The issuance program and international bonds issued under the Issuance program shall be listed at Stock Exchange of Singapore.
3. The AGM delegate and authorize the BOD to decide and perform necessary tasks to execute international bond issuance listing as in paragraph 1,2 and 3 above, including but not limited to the following:
 - i. Decide on the detailed plan for international bond sale, issuance program, fund utilization and other contents related to international bond issuance and listing (including but not limited to time of issuance, interest rate, relevant fee, bond volume in each issuance, etc.)
 - ii. Decide and implement required procedures with both Vietnamese and foreign agencies, organizations and individuals to formulate the issuance program, and execute the aforementioned international bond issuance and listing (including but not limit to placing notice, obtaining consents, approvals, exemptions, etc. from the SBV, SSC and/or other relevant competent authorities, Stock Exchange of Singapore, etc.)
 - iii. Decide on the formulation, supplement, amendment and finalization of the plan for selling international bonds, issuance program and international bonds, and listing of the issuance program and international bonds as well as the issues arising during the implementation of required procedures with relevant agencies, organizations and individuals.
 - iv. Pass on the contents and decide to sign the necessary contracts and documents related to the issuance program and/or to issue and list international bonds.
 - v. The BOD can authorize the Chairman or CEO or other persons to execute the aforementioned rights and tasks. The authorized persons can delegate authorities to others.
4. The AGM agrees and approves all aforementioned decisions and tasks performed by the BOD within the above-mentioned scope of authority
5. This resolution shall take effect since the date of signing. VPBank's BOD shall be responsible for implementing this Resolution.

Recipients:

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

Hanoi, ,2019
**P.P. ANNUAL GENERAL MEETING
CHAIRMAN**

NGO CHI DUNG



SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

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89 Lang Ha st, Dong Da dist, Hanoi
Business license No. 0100233583
Original license dated Sept. 8, 1993
41st revision dated Nov. 27, 2018

Hanoi, June , 2019

DRAFT

**VPBANK'S ANNUAL GENERAL MEETING RESOLUTION
No. 04/2019NQ-DHDCD**

- Pursuant to Law No 47/2010/QH12 dated June 16, 2010 on Credit Institutions and Law No 17/2017/QH14 dated November 20, 2017 on amendment and supplement to the Law on Credit Institutions
- Pursuant to Law No 68/2014/QH13 dated November 26, 2014 on Enterprises
- Pursuant to VPBank's Charter

Considering the result in the Minutes of Ballot Counting in accordance with Correspondence No. 88/2019/VPB dated June 12, 2019, VPBank's AGM passed the following Resolution:

1. Passing of the Plan for green bond issuance with details as follows:

No.	Items	Details
1	Type	Non-convertible and no-guarantee bond with no warrant
2	Volume	120,000,000 USD tentatively
3	Currency for issuance and principal and interest payment	USD
4	Term	3 years
5	Interest rate	Negotiable
6	Principal and interest payment method	Principal payment at maturity Periodic interest payment
7	Issuance purpose and plan for using the capital from bond issuance	To finance green portfolios/loans meeting green criteria.
8	Issuance method	Private placement, direct sales for investors, no bidding
9	Funding plan for principal and interest payment	The bank's operating income and other legitimate sources.

10	Tentative timing	In 2019 and 2020 – The specific issuance time shall be decided by the BOD
11	Other conditions and terms of bonds and other contents of the issuance plan	Delegate and authorize the BOD to make decisions as per applicable laws and the actual situation of the issuance

2. The AGM delegates and authorizes the BOD to make decisions and implement the necessary tasks for green bond issuance stated above, including but not limited to the following tasks:
 - i. Decide on the detailed plan for green bond issuance, fund utilization and other contents related to the issuance (including but not limited to issuance time, interest rate, relevant fees, bond volume in each issuance, etc.)
 - ii. Decide and implement the required procedures at both Vietnamese and foreign agencies, organizations to execute the issuance (including but not limit to placing notice, obtaining consents, approvals, exemptions, etc. from the SBV, SSC and/or other relevant competent authorities, etc.)
 - iii. Decide on the formulation, supplement, amendment, and finalization of the plan and program for green bond issuance as well as the issues during the implementation of required procedures with relevant agencies, organizations, and individuals.
 - iv. Pass on the contents and decide to sign the necessary contracts and documents related to the plan for green bond issuance;
 - v. The BOD can authorize the Chairman, or CEO, or other persons to execute the aforementioned rights and tasks. The authorized persons can delegate authority to others.
3. The AGM agrees and approves all the aforementioned decisions and tasks implemented by the BOD within the above-mentioned scope of authority.
4. This resolution shall take effect since the date of signing. VPBank’s BOD shall be responsible for implementing this resolution.

Recipients:

- *VPBank’s shareholders*
- *Board of Directors,*
- *Supervisory Board*
- *BOD Office (for filling)*

Hanoi, , 2019
**P.P. ANNUAL GENERAL MEETING
CHAIRMAN**

NGO CHI DUNG