

No.: 85/2020/CV-VPB
On AGM's ballot

Hanoi, April 23, 2020

To: VPBank's Valued Shareholders,

Due to the impacts of the pandemic, VPBank has been unable to determine the timing for the Annual General Meeting. Hence, VPBank's Board of Directors (BOD) would like to propose the following for inclusion in the AGM's opinion ballot:

I. Passing of the plan for reacquisition of bonds issued under Euro Medium Term Note program which were listed on foreign stock exchange as follows:

In June 2019, VPBank's AGM passed the plan for international bonds issuance under Euro Medium Term Note program. Accordingly, VPBank successfully issued the first batch, raising USD 300 million (three hundred million US dollars.) Due to the global crisis resulting from Covid-19 epidemic and the mass sale off in Eurobond market, VPBank's international bonds issued under EMTN program at Singapore Stock Exchange are now transacted at a much higher price (and with equivalent yield) as compared to that at the issued time. This can be a disadvantage for VPBank in acquiring other domestic and international sources of fund, especially loans from international banks with much lower interest rates. The reacquisition of VPBank's issued shares will boost VPB's prestige in Eurobond market, prove its stable liquidity, raise VPBank's domestic and international reputation, and enable the bank to issue international bonds when necessary and as the world market go back to normal.

Therefore, in order to actively implement an appropriate plan in line with market conditions and the bank's resources, the BOD/Board of Management kindly propose the international bond reacquisition for the AGM's approval as follows:

1. Method: in accordance with the regulations of the stock exchange and related markets;
2. Volume: equivalent to the maximum volume of issued bonds and within statutory limits;
3. Condition and provision: compliant with international regulations on issuance and the Vietnam's law;
4. Tentative timing: in 2020 or 2021 depending on market conditions;
5. Procedure and process: in accordance with the Vietnam's and Singapore Exchange's regulations;
6. Assign and authorize the BOD to make decision on details including but not limited to detailed method, prices, volume, timing, conditions and provisions relating to VPBank's rights and obligations on the basis of VPBank's interest optimization and market practice compliance, transaction documents and necessary procedures to conduct the reacquisition.

II. Passing of the plan for reacquisition of issued shares as treasury stock:

According to Item I, Clause 2, Article 59 in Law on credit institutions, the AGM is entitled to "pass the reacquisition of issued shares". Hence, the Board of Directors kindly proposes the

reacquisition of VPBank's shares as treasury stock for the AGM's approval. The Board of Directors's active decision-making shall subject to market conditions and the bank's resources. Below are the details of the reacquisition:

1. Maximum volume of issued shares registered for reacquisition: 5% of outstanding shares;
2. Purpose: to reduce the volume of outstanding shares, promote transactions, increase shareholders' value, etc.;
3. Funding source: tentatively VPBank's undistributed profit after tax as per the latest audited/reviewed financial statements;
4. Tentative timing: after the approval of the State Securities Commission for reacquisition application and the bank's disclosures of information as required but no later than 30 days since the trading date. Tentatively in 2020;
5. Transaction method: order matching or/and agreement;
6. Pricing principle: in accordance with Circular 203/2015/TT-BTC dated December 21, 2015 of the Ministry of Finance and other relevant legislative documents and applicable regulations on stock exchange of Ho Chi Minh Stock Exchange;
7. Daily order: pursuant to Circular 203/2015/TT-BTC dated December 21, 2015 of the Ministry of Finance and other relevant legislative documents and the applicable regulations on stock exchange of Ho Chi Minh Stock Exchange.
8. Price (range): pursuant to Circular 203/2015/TT-BTC dated December 21, 2015 of the Ministry of Finance and other relevant legislative documents, and the applicable regulations on stock exchange of Ho Chi Minh Stock Exchange
9. Authorization to the BOD to execute the reacquisition plan as follows:
 - Make decision on the timing, maximum volume, price (range), and transaction method of treasury stock;
 - Amend and supplement the plan upon the requirements of competent authorities on the bank's reporting;
 - Decide and execute all the steps and procedures related to reacquisition of issued shares.

III. Passing of virtual AGM, online ballot, invitation/document/ballot/etc. being sent via electronic mail.

Amid the complicated developments of the pandemic, social distancing requested by the Government and the bank was and has been implemented while further developments of the pandemic are unpredictable. Given such huge number of shareholders, mail delivery to residential address of each shareholder is not an optimal option due to time-consuming process, high cost of printing, packages and delivery (multiple deliveries for absentees), collection/reconciliation of undelivered mails, etc.

Hence, virtual meetings, online ballot, notice/invitation/document/etc. being sent via email are more suitable to maintain business continuity, protect the health of shareholders, the bank's staff and partners in case of outbreak, and ensure the efficiency and timeliness of sending/receiving documents/ballots to/from the shareholders.

Propose the following actions for the AGM's approval, which provide basis for the BOD's execution in line with the status quo:

1. Implementation of online AGM: In case of necessity, the BOD may decide to conduct the AGM via online channel or other electronic ones. The online AGM will be equipped with cutting-edge technology to facilitate shareholders' participation, opinion raising, and voting via electronic ballot system or others. The BOD will issue the Statute on online AGM participation and voting via electronic ballot system or other ones.
2. Supplement in case of electronic voting by ballots: the BOD reserves the rights to conduct voting by ballots via electronic channel or others. In such case, voting by ballots via electronic channel will be implemented in accordance with the resolutions issued by the BOD under regulations of the law and/or guidance of the service provider (if any).
3. Introduction of an additional method for sending official AGM invitation, documents and electronic shareholders' ballot: VPBank will send the AGM invitation or written ballot by express to shareholders' addresses or via VPBank's email at ir@vpbank.com.vn to shareholders' emails as registered with Vietnam Securities Depository.
4. Methods for shareholders to send their ballots to the bank: shareholders can send their ballots by mail or via email to the addresses as per VPBank's guidance in documents on opinion collection.
5. Delegation to the BOD to update and supplement the above-mentioned points to the VPBank's internal documents for implementation. The BOD reserves the rights to make supplement to, clarification, and adjustment in accordance with regulations of the law and actual situation.

IV. Finalizing the foreign shareholder ownership ratio at VPBank

VPBank's current foreign ownership as registered to the State Securities Commission is 22.77%. Due to the impacts of the financial crisis resulting from the epidemic, foreign funds (especially in America and Europe) tend to move away from Asian securities markets. Hence, a certain amount of VPBank's shares owned by foreign shareholders have been sold. The ratio of foreign ownership to charter capital at VPBank has decreased by 0.34% as compared with the abovementioned one. Given the global epidemic situation, such trend may not come to halt. The Board of Directors has found that it is also a chance for VPBank to maintain its foreign ownership stake, aiming at offering other overseas shareholders wishing to invest in the bank, creating the opportunities for the bank's direct profit when the financial market go back to normal.

Accordingly, the Board of Directors would like to propose the Annual General Meeting to reduce the foreign ownership stake to 15%. In case of any changes in the actual situation and in light of facilitating the Board of Director's proactive decision-making, it is proposed that the Annual General Meeting authorize the Board of the Directors to consider increasing/decreasing this ratio as per the actual situation of the market and the bank and compliance with legal regulations.

P.P. BOARD OF DIRECTORS

CHAIRMAN

(signed)

NGO CHI DZUNG



Address: 89 Lang Ha, Dong Da district, Hanoi
Tel: (84-28) 39288869 Fax: (84-28) 39288867
Business license No. 0100233583 issued by Ha Noi Department of Planning and Investment on Sept. 8, 2019 and 41st revision issued on Nov. 27, 2018
Operating license No. 94/GP-NHNN dated Sept. 28, 2018 issued by the State Bank of Vietnam
Website: www.vpbank.com.vn Email: customercare@vpbank.com.vn

Hanoi, April 23, 2020

BALLOT

I. Purpose

Pursuant to legal regulations and VPBank's Charter, the Board of Directors of VPBank shall hereby seek the shareholders' opinion on some items presented in Correspondence No. 85/2020/CV-HĐQT dated April 23, 2020.

II. Shareholders' information

Name: ----- Registration number: -----
Address: ----- Phone number:-----
ID/Passport/Business license: ----- on:----- at/in:-----
Number of shares held at the time of polling: ----- (shares)

III. Issues to be opined and voted.

1. **The passing of issued international bond reacquisition which was listed on Singapore Exchange under Euro Medium Term Note program. Details are presented in “the draft of resolution No. 01/2020 –ĐCĐCĐ” attached with this ballot.**

Agree Disagree Abstain

2. **The passing of issued share reacquisition as treasury stock. Details are presented in “the draft of resolution No. 02/2020/NQ-ĐHĐCĐ” attached with this ballot.**

Agree Disagree Abstain

3. **The passing of virtual AGMs, online ballot, email communication, etc. Details are presented in “the draft of resolution No. 03/2020/NQ-ĐHĐCĐ” attached with this ballot.**

Agree Disagree Abstain

4. **The passing of the ratio of foreign ownership to charter capital at VPBank. Details are presented in “the draft of resolution No. 04/2020/NQ-ĐHĐCĐ” 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 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 on level 28 of VPBank Tower at No. 89 Lang Ha street, Lang Ha ward, Dong Da district, Ha Noi or email to: vanphonghdqt@vpbank.com.vn by the deadline of 5:00 PM, May 7, 2020. The postmark date shall be considered the date of sending the ballot.

SHAREHOLDERS' SIGNATURE
(signed with full name)

CHAIRMAN OF THE BOARD OF
DIRECTORS

(signed)
NGO CHI DZUNG

DRAFT

**RESOLUTION OF VPBANK'S ANNUAL GENERAL MEETING
No. 01/2020NQ-ĐHĐCĐ**

- Pursuant to Law No. 47/2010/QH12 on Credit Institutions dated June 16, 2010 and Law No. 17/2017/QH14 dated November 20, 2017 on amendment of 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. 85/2020/VPB dated April 23, 2020, VPBank's AGM passed the following Resolution:

- 1. The passing of issued international bond reacquisition with details as follows:**
 - i. Method: in accordance with the regulations of the stock exchange and related markets;
 - ii. Volume: equivalent to the maximum volume of issued bonds and within statutory limits;
 - iii. Condition and provision: compliant with international regulations on issuance and the Vietnam's law;
 - iv. Tentative timing: in 2020 or 2021 depending on market conditions;
 - v. Procedure and process: in accordance with the Vietnam's and Singapore Exchange's regulations;
2. Assign and authorize the Board of Directors to make decision on details including but not limited to detailed method, prices, volume, timing, conditions and provisions relating to VPBank's rights and obligations on the basis of VPBank's interest optimization and market practice compliance, transaction documents and necessary procedures to conduct the reacquisition.
3. The AGM agrees and approves all the aforementioned decisions and tasks performed 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
- BOD, Supervisory
Board
- BOD office (filing)

Hanoi, 2020
**P.P. ANNUAL GENERAL MEETING
CHAIRMAN OF THE BOARD OF
DIRECTORS**

NGO CHI DZUNG

DRAFT

**RESOLUTION OF VPBANK'S ANNUAL GENERAL MEETING
No. 02/2020/NQ-ĐHĐCĐ**

- Pursuant to Law on Credit Institutions No. 47/2010/QH12 passed on June 16, 2010 and Law on amendments and supplements to some articles of Law on Credit Institutions No. 17/2017/QH14 dated November 20, 2017;
- Pursuant to Law on Enterprises No. 68/2014/QH13 passed on November 26, 2014;
- Pursuant to VPBank's Charter

Considering the result in the Minutes of Ballot Counting in accordance with Correspondence No. 85/2020/VPB dated April 23, 2020, VPBank's AGM passed the following Resolution:

1. Passing of the plan for reacquisition of issued shares as treasury stock
 - ✓ Maximum volume of issued shares registered for reacquisition: 5% of outstanding shares;
 - ✓ Purpose: to reduce the volume of outstanding shares, promote transactions, increase shareholders' value, etc.;
 - ✓ Funding source: tentatively VPBank's undistributed profit after tax as per the latest audited/reviewed financial statements;
 - ✓ Tentative timing: after the approval of the State Securities Commission for reacquisition application and the bank's disclosures of information as required but no later than 30 days since the trading date. Tentatively in 2020;
 - ✓ Transaction method: order matching or/and agreement;
 - ✓ Pricing principle: in accordance with Circular 203/2015/TT-BTC dated December 21, 2015 of the Ministry of Finance and other relevant legislative documents and applicable regulations on stock exchange of Ho Chi Minh Stock Exchange;
 - ✓ Daily order: pursuant to Circular 203/2015/TT-BTC dated December 21, 2015 of the Ministry of Finance and other relevant legislative documents and the applicable regulations on stock exchange of Ho Chi Minh Stock Exchange.
 - ✓ Price (range): pursuant to Circular 203/2015/TT-BTC dated December 21, 2015 of the Ministry of Finance and other relevant legislative documents, and the applicable regulations on stock exchange of Ho Chi Minh Stock Exchange.
2. Authorization to the BOD to execute the reacquisition plan as follows:
 - Make decision on the timing, maximum volume, price (range), and transaction method of treasury stock;
 - Amend and supplement the plan upon the requirements of competent authorities on the bank's reporting;
 - Decide and execute all the steps and procedures related to reacquisition of issued shares.

3. The AGM agrees and approves all the aforementioned decisions and tasks performed by the BOD within the above-mentioned scope of authority.
4. This Resolution takes effect from the date of signing. VPBank's BOD shall be responsible for implementing this Resolution.

Recipients:

- *VPBank's shareholders;*
- *BOD, Supervisory Board;*
- *BOD's Office (for filing)*

Hanoi, , 2020

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

NGO CHI DZUNG

DRAFT

**RESOLUTION OF VPBANK'S ANNUAL GENERAL MEETING
No. 03/2020NQ-ĐHĐCĐ**

- Pursuant to Law on Credit Institutions No. 47/2010/QH12 passed on June 16, 2010 and Law on amendments and supplements to some articles of Law on Credit Institutions No. 17/2017/QH14 dated November 20, 2017;
- Pursuant to Law on Enterprises No. 68/2014/QH13 passed on November 26, 2014;
- Pursuant to VPBank's Charter.

Considering the result in the Minutes of Ballot Counting in accordance with Correspondence No. 85/2020/VPB dated April 23, 2020, VPBank's AGM passed the following Resolution:

1. Implementation of online AGM: In case of necessity, the BOD may decide to conduct the AGM via online channel or other electronic ones. The online AGM will be equipped with cutting-edge technology to facilitate shareholders' participation, opinion raising, and voting via electronic ballot system or others. The BOD will issue the Statute on online AGM participation and voting via electronic ballot system or other ones.
2. Supplement in case of electronic voting by ballots: the BOD reserves the rights to conduct voting by ballots via electronic channel or others. In such case, voting by ballots via electronic channel will be implemented in accordance with the resolutions issued by the BOD under regulations of the law and/or guidance of the service provider (if any).
3. Introduction of an additional method for sending official AGM invitation, documents and electronic shareholders' ballot: VPBank will send the AGM invitation or written opinion ballot by express to shareholders' addresses or via VPBank's email at ir@vpbank.com.vn to shareholders' emails as registered with Vietnam Securities Depository.
4. Methods for shareholders to send their ballots to the bank: shareholders can send their ballots by mail or via email to the addresses as per VPBank's guidance in documents on opinion collection.
5. Delegation to the BOD to update and supplement the abovementioned points to the VPBank's internal documents for implementation. The BOD reserves the rights to make supplement to, clarification, and adjustment in accordance with regulations of the law and actual situation.

Recipients:

- VPBank's shareholders;
- BOD, Supervisory Board;
- BOD's office (for filing).

Hanoi, 2020
**P.P. ANNUAL GENERAL MEETING
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DRAFT

**RESOLUTIONS OF VPBANK'S ANNUAL GENERAL MEETING
No. 04/2020NQ-DHĐCĐ**

- Pursuant to Law No. 47/2010/QH12 on Credit Institutions dated June 16, 2010 and Law No. 17/2017/QH14 dated November 20, 2017 on amendments of the Law on Credit institutions
- Pursuant to Law on enterprises No. 68/2014/QH13 dated November 26, 2014.
- Pursuant to VPBank's Charter.

Considering the result in the Minutes of Ballot Counting in accordance with Correspondence No. 85/2020/VPB dated April 23, 2020, VPBank's AGM passed the following Resolution:

1. Agree on the adjustment of the foreign ownership stake to 15% of VPBank's charter capital.
2. After registering such adjustment, authorize the Board of Directors to increase/decrease the foreign ownership stake in accordance with legal regulations and actual conditions of the market and the bank.
3. Assign the Board of Directors to register with competent authorities to finalize the foreign ownership stake in the abovementioned cases.

Recipients:

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

Hanoi, 2020

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

NGO CHI DZUNG