

No . 88 /2019/CV-VPB
On seeking AGM’s opinion regarding
international bond issuance and listing

Hanoi, June 12, 2019

Attention to: Valued VPBank’s shareholders

VPBank’s Board of Directors would like to request for AGM’s written opinion on following contents:

In order to improve the funding volume and diversify mid-long term funding for proactive fund preparation to facilitate lending activities, strengthen financial capability and comply with prudential ratios set by regulatory agencies and partners, etc. VPBank’s Board of Director, Board of Management developed a funding plan, i.e international bond issuance and private placement for foreign investors. Accordingly, it is proposed that the AGM review and voice opinion on the plan for international bond issuance and listing at foreign stock exchange as follows:

I. Plan for issuing international bonds (in line with Euro Medium Term Note) in several installments and listing bonds at foreign stock exchange as follows:

A. Plan for selling bonds

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.

B. 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.

II. Plan for private placement of green bond

No	Criteria	Contents
1	Type	Non-convertible, non-guaranteed and no warrant
2	Volume	120.000.000 dollars tentatively
3	Issuance currency and currency for principal and interest payment	US Dollar (USD)
4	Tenor	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 utilizing the capital from bond issuance	To finance green portfolio/ loan satisfying green criteria.
8	Issuance method	Private placement, no bidding
9	Funding plan for principal and interest payment	From operating income of the bank and other legitimate sources
10	Tentative timing	In 2019 and 2020 – The specific issuance time shall be decided by the Board of Directors
11	Other conditions and terms of the bond and other contents of issuance plan	Delegate and authorize the BOD to make decision in line with applicable laws and actual situation of the issuance.

III. Conclusion and recommendation

It is proposed that the AGM approve the plan for bond issuance as follows:

1. Passing of the plan for selling international bonds in several instalments (in line with Euro Medium Term Note) as stated in part A under Section I
2. Passing of the plan for bond listing at foreign stock exchange as presented in part B, section I.
3. Passing of the plan for private placement of Green Corporate Bond (Green Bond) as in section II
4. To ensure successful and effective international bond issuance (referring to the plans for bond issuance in sentence 1 and 3 under section III above) in line with actual market landscape and legal provision and VPBank's Charter, the AGM delegate and authorize the BOD to decide and perform necessary tasks to execute bond issuance and listing in sentence 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.
 - (vi) The AGM agrees and approves all the aforementioned decisions and tasks performed by the BOD within the above-mentioned scope of authority

Recipients:

- *As above*
- *BOD's office*

**P.P. BOARD OF DIRECTORS
CHAIRMAN**

Ngo Chi Dung