

**89 Lang Ha - Dong Da – Hanoi**  
**Corporate Registration number: 0100233583**  
 Issued for the first time on September 8, 1993  
 Amended for the 41st time on November 27, 2018

Hanoi, June 22<sup>nd</sup> , 2019

**VPBANK’S ANNUAL GENERAL MEETING RESOLUTION**  
**No. 03/2019NQ-DHDCĐ**

- Pursuant to Law on Credit Institutions in 2010
- Pursuant to Law on Enterprises in 2015
- Pursuant to VPBank 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 **plan for selling international bonds (in line with Euro Medium Term Note) in several instalments and listing bonds at foreign stock exchange, detail as below:**

**1. Passing Plan for selling bonds 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 (“ <b>Issuance program</b> ”)
3	Issuance currency and currency for principal and interest payment	USD
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 years and/or 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"> <li>Principal payment at maturity or according to plan agreed with investors, depending on each issuance</li> <li>Periodic interest payment, unless otherwise required by the investors and market factors.</li> </ul>
11	Market and place of issuance	The bonds will be issued to international market
12	Listing	At Stock Exchange of Singapore
13	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 selling international bonds in several instalments (in line with Euro Medium Term Note) shall be listed at Stock Exchange of Singapore as stated above.
3. The AGM delegate and authorize the BOD to decide and perform necessary tasks to execute bond issuance and listing in sentence 1 and 2 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 the aforementioned decisions and tasks performed by the BOD within the above-mentioned scope of authority.
5. This resolution takes effect from the date of signing. VPBank's Board of Directors is responsible for implementing this Resolution.

*Recipients:*

- *VPBank's shareholders*
- *BOD, Board of supervisory*
- *BOD's office*

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

*(signed)*

**Ngo Chi Dung**

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

*Hanoi, June 22<sup>nd</sup> , 2019*

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

- Pursuant to Law on Credit Institutions in 2010
- Pursuant to Law on Enterprises in 2015
- Pursuant to VPBank 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)*

**P.P. ANNUAL GENERAL MEETING  
CHAIRMAN**

*(signed)*

**NGO CHI DUNG**