



**VIETNAM PROSPERITY JOINT-STOCK COMMERCIAL
BANK (VPBANK)**

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Business Registration Certificate No. 0100233583 issued by the
Department of Planning and Investment dated September 8, 1993,
41st revision dated November 27, 2018

Operating License No. 94/NH-GP dated September 28, 2018 by
the State Bank of Vietnam

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Hanoi, September 8th, 2021

RESOLUTIONS OF THE BOARD OF DIRECTORS

No. 184 /2021/NQ-HĐQT

*(Ref: Implementation of the plan on share issuance to pay dividend and increase capital
from equity)*

- Pursuant to Law No. 59/2020/QH14 on Enterprises dated June 17, 2020 and guiding documents;
- Pursuant to Law No. 47/2010/QH12 on Credit Institutions dated June 10, 2010 and amendments, supplements and guiding documents;;
- Pursuant to Law No. 54/2019/QH14 on Securities on November 26, 2019 and guiding documents;
- Pursuant to the Charter of Vietnam Prosperity Joint stock Commercial Bank (VPBank);
- Pursuant to Resolution of the Annual General Meeting No. 02/2021/NQ-ĐHĐCĐ-VPBank dated July 28, 2021 of Vietnam Prosperity Joint-stock Commercial Bank (VPBank);
- Based on the proposal of the Chairman of VPBank's BOD and the consents of BOD members.

**THE BOARD OF DIRECTORS OF VIETNAM PROSPERITY JOINT STOCK
COMMERCIAL BANK RESOLVES:**

Article 1. To implement the plan for issuing dividend shares and increasing capital using owner's equity:

1. Stock name: Vietnam Prosperity Joint-stock Commercial Bank;
2. Share type: Common shares;
3. Face value: VND 10,000;

4. Total number of issued shares: 2,529,967,966, including 2,469,748,366 common shares and 60,219,600 treasury shares;
5. Number of outstanding shares: 2,469,748,366;
6. Number of treasury shares: 60,219,600 (Most recent reacquisition of issued shares as treasury stock: October 2019);
7. Number of shares to be issued: 1,975,798,692
 - + Number of shares to be issued to pay dividends : 1,534,948,609
 - + Number of shares to be issued using equity: 440,850,083
8. Total par value of issuance: 19,757,986,920,000
 - + Value of issued shares for dividend pay-out: 15,349,486,090,000
 - + Value of issued shares from equity: 4,408,500,830,000
9. Issuance ratio (number of shares to be issued/total number of shares in circulation): 80%, of which:
 - + Share issuance for dividend pay-out: 62.15%
 - + Share issuance from equity: 17.85%
10. Ratio to exercise shareholders' rights:
 - + For dividend pay-out: 62.15%. In particular, the eligible shareholder who owns 10,000 common shares is entitled to receive an addition of 6,215.
 - + For issuance from equity: 17.85%. In particular, the eligible shareholder who owns 10,000 common shares is entitled to receive an addition of 1,785.
11. Sources:

Total capital from undistributed profit, investment and development fund and reserve to supplement charter capital in audited Financial Statements 2020 and the one ended July 31, 2021 is VND 19,757,986,920,000, with tentative details as follows:

 - + Undistributed profit: 15,349,819,554,880;
 - + Investment and development fund: 3,600,000,000,000;
 - + Capital supplementary reserve: 808,167,365,120.
12. Eligible buyers: existing shareholders in the final list of shareholders to exercise shareholders' rights
13. Transfer restriction: not applicable.
14. Issuance time: in 2021, after State Securities Commission's (SSC) approval and in line with legal regulations
15. Plan for fractional shares:

The amount of shares issued as per the right distributing ratio (in the case of dividend payment and/or share issuance to increase capital using equity) for each shareholders will be presented in integral numbers with the decimal part not being rounded to represent one share. The remaining fractional decimal shares (if any) shall be terminated and shall not be issued.

For example: On the final date for finalizing the list of shareholders to exercise shareholders' rights in 2020, one shareholder named Nguyen Van A owned 1,000 shares which means that his right number is 1000, equivalent to (1) $1,000 \times 62.15\% = 621.5$ shares to be received and (2) $1,000 \times 17.85\% = 178.5$ shares to be received from share issuance using equity. Given the abovementioned rule, after being rounded (1) the number of share issued for dividend payout that Nguyen Van A can receive is 621, the remaining fractional share of 0.5 is terminated and (2) the number of shares from share issuance using equity is 178 and the remaining fractional share of 0.5 is terminated.

Article 2. To pass all the relevant documentation of the share issuance for dividend payment and capital increase from equity.

Article 3. To pass the total number of shares from the issuance for dividend payment and capital increase from equity registered at Vietnam Securities Depository and additionally listed at HoChiMinh Stock Exchange in line with the regulations.

Article 4: To assign and delegate to the BOD's Chairman and/or the CEO to:

1. Decide on specific issuance time;
2. Report on issues related to the issuance to the SSC according to the plan approved by the Annual General Meeting 2021; make report and disclose information as per regulations of the Law
3. Decide on the details of Article 1, Article 2 and Article 3 of this Resolution, sign and issue all relevant documents.
4. Decide on the contents and submission of the report on the issuance to the SSC; decide on the amendment, supplement and adjustment to the details in the documents; decide on the distribution of undistributed shares and report on the issuance result to the SSC as per regulations of the Law and requirements of the SSC.
5. To amend the items related to charter capital, stock and shares in the bank's Charter after completing the share issuance for dividend payment and capital increase from equity in line with actual implementation; at the same time, carry out procedures to change the bank's business registration related to the capital change as per the result of the abovementioned issuance at competent agencies.
6. Decide on all tasks related to Vietnam Securities Depository and HoChiMinh Stock Exchange.

7. Sign all required documents as per regulations; decide on all issues and necessary procedures to implement and adjust (if necessary) the plan for issuing shares for dividend payment and for capital increase from equity as per regulations of the Law.

Article 5: This Resolution takes effect on the signing date. Relevant organizations and individuals are responsible for implementing this Resolution.

CHAIRMAN OF THE BOARD OF DIRECTORS

Recipients:

- Relevant organizations and individuals (for implementation);

(signed)

- BOD, Supervisory Board (for report);

NGO CHI DZUNG

- BOD Office (for filling).