

**JSC BANK FOR FOREIGN
TRADE OF VIETNAM**

Address: 198 Tran Quang Khai, Hanoi

Business Registration No. 0100112437

(13th revision dated 16/01/2019)**SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness***Hanoi, June 26th 2020***AGM PROPOSAL****ON THE CHARTER CAPITAL INCREASE PLAN FOR PERIOD 2020-2021**

To realize the strategic development direction of Vietcombank to 2025 with the vision up to 2030; to improve the financial capability to meet the business development requirement and risk management, the BOD would like to present the charter capital increase plan for period 2020 – 2021 as follows:

1. The expected charter capital increase:***1.1. Component 1: Issuance of share to increase charter capital from 2018 stock dividend payment***

- Charter capital pre-issuance: VND 37,088,774,480,000.
- Expected charter capital increase post-issuance: VND 6,675,979,410,000.
- Expected charter capital post issuance: VND 43,764,753,890,000.

(detailed component 1 as in Article 2)

1.2. Component 2: Private placement with the proportion of 6.5% of the VCB Charter Capital at the time offering (Specific Charter Capital will be adjusted according to the Charter Capital at the time offering)

- Charter capital pre-issuance: VND 37,088,774,480,000.
- Expected charter capital increase post-issuance: VND maximum 2,410,770,340,000.
- Expected charter capital post-issuance: VND 39,499,544,820, 000.

(detailed component 2 as in Article 3)

2. Detailed plan of share issuance to increase charter capital from 2018 stock dividend payment

2.1. Type of share: common share;

2.2. Par value: VND 10,000 per share (ten thousand dong per share);

2.3. Number of outstanding shares: 3,708,877,448 shares;

2.4. Treasury shares: 0 share.

2.5. Expected number of shares to be issued: 667,597,941 shares

2.6. Expected total issuance value under by par value: VND 6,675,979,410,000.

2.7. Expected charter capital post-issuance: maximum VND 43,764,753,890,000

2.8. Issuance subjects: Vietcombank's existing shareholders at the time of finalizing the right of receiving bonus shares determined by the notice of VCB about ex-right date regarding the share issuance to increase charter capital from 2018 stock dividend payment. These shareholders will have rights in accordance with laws and regulations as well as capital increase plan that was approved in the Annual General Meeting of Shareholders.

2.9. Issuance proportion: The shareholder that possesses 100 shares at the time of issuance will receive at maximum 18 shares as bonus shares.

2.10. Source: From the accumulated retained earnings until December 31st 2018 of VCB;

2.11. Implementation time: in quarter III-IV/2020, specific time will be decided by the BOD upon obtaining approval of local state authorities;

2.12. Handling of odd shares: Number of bonus shares issued to shareholders will be rounded down and figures after the point (.) will be ignored. For example, the shareholder holding 368 shares at the time of subject shareholder list finalization will receive 66 shares as bonus shares.

3. Component 2: Private placement with the proportion of 6.5% of the VCB Charter Capital at the time offering:

3.1. Issuance method	Private placement
3.2. Offering entities	Institutional investors who have financial potential, which may include one or several existing shareholders

	of VCB
3.3. Number of investors	99 investors at maximum
3.4. Types of shares	Common shares
3.5. Par value	VND 10,000/share (ten thousand dong per share)
3.6. Number of outstanding shares	3,708,877,448 shares, of which: <ul style="list-style-type: none"> - Ordinary shares: 3,708,877,448 shares; - Preferred shares: 0 shares; - Treasury shares: 0 shares.
3.7. Issuance volume	<p>Maximum at 6.5% of the total number of outstanding shares at the time of issuance.</p> <p>Expected number of shares to be issued: 241,077,034 shares</p> <p><i>(equivalent to 6.5% of the total number of existing outstanding shares, the specific volume will be adjusted according to the actual number outstanding shares at the time of issuance), in which:</i></p> <ul style="list-style-type: none"> - Issuing to strategic partners (Mizuho Bank) to keep the minimum ownership rate of 15% (expected to be 36,161,771 shares, equivalent to 0.92% of total shares after issuance) based on the investment decision of Mizuho Bank; - Issuing to investors (other investors and including Mizuho Bank in case Mizuho has intention to increase its ownership ratio over 15%): expected to be 204,915,263 shares (equivalent to 5.19% of total shares after issuance).
3.8. Total estimated issuance value under by par value	Expected to be VND 2,410,770,340,000 <i>(equivalent to 6.5% of the existing Charter Capital, the specific value will be adjusted according to the actual Charter Capital at the time of issuance)</i>
3.9. Expected increase in the charter capital	<ul style="list-style-type: none"> - Charter capital before issuance: VND 37,088,774,480,000. - Chartered capital expected to increase: VND 2,410,770,340,000 <i>(equivalent to 6.5% of the existing charter capital, the specific increase will be adjusted according to the actual charter capital at the time of</i>

	<p><i>issuance and placement result).</i></p> <ul style="list-style-type: none"> - Expected charter capital post issuance: VND 39,499,544,820,000 (<i>specific charter capital will be adjusted according to the charter capital level at the time offering</i>)
3.10. Issuing price	Issuing price is determined on the principle that: not lower than (i) the valuation price of an organization that provides valuation services, and (ii) the arithmetic average of the closing price of 10 trading sessions (on HOSE) on days which are immediately preceding the date of purchase notice from investors.
3.11. Implementation time	In 2020-2021. If corporate valuation certificate ceases to be valid within that period of time, the valuation of VCB shares must be repeated ensuring the above price determination.
3.12. Offering duration	Within 90 days from the date on which SSC issues a notice of receipt of a complete private placement application document (in accordance with Vietnam's current regulations).
3.13. Transfer restriction	The transfer of private placement share is restricted for 1 year (in accordance with current provisions of Vietnamese law) from the date of placement completion.
3.14. Existing shareholders reject pre-emptive rights	Existing shareholders reject their pre-emptive rights for the additional shares issued by VCB under private placement plan; except for existing shareholders with intention to participate in the private placement shall comply with the Law
3.15. Specific transaction conditions	In case the strategic partner (Mizuho Bank) purchases shares to increase its ownership ratio in VCB up to 20%, Mizuho is entitled to nominate 1 more candidate to VCB BOD (based on SBV approval); and VCB may negotiate with Mizuho on some other business cooperation and technical support in accordance with the provisions of Vietnamese law.
3.16. Additional depository and listing	The additional shares issued as a result of the private placement will be centrally registered at VSD and additionally listed at HOSE in accordance with the law.
3.17. Principles of selecting a valuation organization	A valuation organization is an enterprise which is established and operating under the provisions of the Enterprise Law and granted a certificate of eligibility for valuation service by the Ministry of Finance under the

	law. The selection of valuation organization is made through bidding, in accordance with current provisions of the law.
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4. Plan to use additional capital

The additional equity will be used in the business of VCB on the principle of ensuring safety, efficiency and bringing the highest benefits to shareholders. The intended use for some areas is as follows:

- Investment in facility and technological infrastructure: construction of working offices, expansion of operation networks, investment in technologies and fixed assets (about VND 500 billion);
- Increasing credit operations, treasury trading and other business activities of VCB (all the remaining proceeds from the private placement);

5. Rights and obligations of investor(s) receiving/purchasing Vietcombank's additionally issued shares

- Organizations/ individuals receiving/ purchasing Vietcombank's additionally issued shares have the obligations to comply with the laws, regulations set by the State Bank of Vietnam, Vietcombank's Charter as well as all the regulations mentioned in the "Charter Capital Increase Plan" attached herewith.

- Organizations/ individuals receiving/ purchasing Vietcombank's additionally issued shares are treated equally and are entitled to all the benefits of Vietcombank's shareholders once the new Business Certificate is issued by the Hanoi Department of Planning and Investment (with new contents relating to the amended charter capital).

BOD would like to propose the AGM to

1. Approve the capital increase plan for 2020-2021 period with main contents as mentioned in this Proposal and the detailed Plan attached herewith;

2. Approve the amendment of Vietcombank's Charter relating capital after share issuances in accordance with the approved issuance plan and actual issuance results.

3. Approve that the bank's existing shareholders refuse their pre-emptive rights (if any) to the additional shares issued by Vietcombank under Component 2 of the plan via private placement, except for existing shareholders with the intention to participate in Component 2 (private placement), the process will then comply with laws.

4. Authorize the BOD to:

- Decide on the time to conduct share issuance to increase charter capital from 2018 stock dividend and decide on the last registration date to finalize shareholder list to have bonus share receiving rights, base on State authority approval;

- Based on the actual situation, develop detailed issuance plans, implement reporting procedures, get approval of relevant local state authorities and review and modify the Plan as required by the local state authorities in accordance with the provisions of Law;

- Decide on the specific number (maximum at no bigger than 6.5% of VCB Charter Capital at the time of issuance) and the list of investors to be offered; the volume of private placement shares to be issued to each investor; timing of the issuance; share price (based upon price determining mechanism approved by local state authorities); negotiate and decide the terms and conditions of relating contracts;

- Decide on details of the charter capital increase based on the approval of the local state authorities in accordance with the relevant laws and regulations and actual placement result;

- Proceed with all the necessary procedures to successfully conduct share issuance and offering, register Vietcombank's new charter capital (to reflect the actual successfully increased amount) with the relevant state authorities, amend Vietcombank's Charter (relating to the new charter capital), complete all the procedures after the capital increase, to list the additionally issued shares on the Hochiminh Stock Exchange after the issuance is completed;

- Flexibly adjust and allocate the raised capital from the share issuance for the usage plan mentioned in the share issuance plan;

- Actively handle unallocated shares (if any) in accordance with the current provision of the Law; and
- Decide all the other issues relating or incurring from the capital increase.

Respectfully to the AGM's perusal and approval.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**

Nghiem Xuan Thanh