

***PROPOSAL***  
***ANNUAL SHAREHOLDERS MEETING 2016***

***Ref.: Issuance of stock options program for internal personnel and employees***  
***To: Shareholders – Vietjet Aviation Joint stock company***

- Pursuant to Enterprise Laws no. 68/2014/QH13 date 26/11/2014
- Pursuant to Securities Laws no. 70/2006/QH11 adopted by National Assembly dated 26/11/2014
- Pursuant to the Law Amending and Supplementing of Articles of the Securities Laws No. 62/2010 / QH12 approved by the National Assembly on 24/11/2010;
- Pursuant to the Government's Decree No. 58/2012 / ND-CP dated 20/07/2012 detailing and guiding the implementation of articles of the Securities Laws and the Law amending and supplementing a articles of the Securities Laws
- Pursuant to the Government's Decree No. 60/2015 / ND-CP of June 26, 2015, amending and supplementing a number of articles of the Government's Decree No. 58/2012 / ND-CP of July 20, Detailing and guiding the implementation of articles of the Securities Laws and the Law amending and supplementing articles of the Securities Laws;
- Pursuant to the Circular No. 162/2015 / TT-BTC of Ministry of Finance dated October 26, 2015 guiding the offering of securities to the public, offering shares for swap, issuance of additional shares, redemption Stocks, fund shares and public offerings; and
- Based on the Charter of Vietjet Aviation Joint stock company dated November 03, 2015.

**I. THE ISSUANCE OF SHARES**

Issuance of preferential shares under the stock option plan to internal persons and employees of the Company, affiliated companies, associates and advisors of the Company (ESOP) in the period 2017 - 2019:

- Number of issued shares: Not more than 3% (three percent) of the charter capital at the time of issuance for each year. The issued shares will be deposited and listed additionally after completion of each issuance.
- Form of issue: Issuance of new shares or bonus shares.
- Price of shares issued
  - o For new issuance of shares: The issuing price is not lower than the book value of the Company's shares according to the latest consolidated financial statements audited / reviewed at the time of issuance.
  - o For bonus shares: The source for allocation of bonus share is used from the Bonus and welfare fund or the undistributed net income according to the latest audited financial statement of the parent company at the time of issue, details and source of the issuances will be decided by the Board of Directors (BOD).

- The beneficiaries: AGM authorizes the BOD to prepare criteria for selecting and deciding the list beneficiaries comprised of internal persons and employees of the Company, affiliated companies, associates and advisors of the Company who have contributed to the development of the Company.
- Use of the proceeds from the issuance: To supplement working capital of the Company.
- Restricted transferable conditions: AGM authorizes the BOD to decide the conditions for transfer restriction in each period, in accordance with current regulations and market practices.
- Handling unsubordinated shares: AGM authorizes the BOD to distribute to other persons who are internal personnels and employees of the Company at the above mentioned price.
- Expected time of issuance: Annually over 03 (three) years in 2017, 2018 and 2019. Specific details will be decided by the BOD.

## **II. INCREASE CHARTER CAPITAL AND AMENDMENT OF CHARTER CAPITAL**

The Board of Directors request AGM's approval to increase the charter capital and to amend the charter capital in the company charter based on the actual issuance results.

## **III. UTHORISING THE BOARD OF DIRECTORS**

AGM authorizes the BOD to conduct following activities:

- Select the appropriate timing in 2017, 2018 and 2019 to issue shares / bonus shares under the stock option plan as mentioned in Article I.
- Prepare and issue the plan to conduct this program
- Decide the list of beneficiaries for the issuances and the number of shares issued to each person, the plan to handle shares not distributed in the issuance (if any).
- Amend the business registration and charter capital in the company charter based on the actual issuance results.
- Register, deposit and list the new issued shares.
- Carry out all necessary procedures to implement and complete the issuance of shares under the stock option program to internal persons and employees of the Company, affiliated companies, associates and advisors of the Company in accordance with the provisions of the Company's Charter and applicable laws.

***ON BEHALF OF THE BOD***  
***Chairwoman***

**NGUYỄN THANH HÀ**