



Hanoi, 15 May 2020

No: 04/2020/TTr-HĐQT-VCR

**PROPOSAL OF THE BOARD OF DIRECTORS**

**Re: To elect additional member of the Board of Directors for the term 2018-2023**

**Respectfully submitted to: THE GENERAL MEETING OF SHAREHOLDERS**

Vincom Retail Joint Stock Company (hereinafter referred to as “**Vincom Retail**” or “**the Company**”) received a resignation letter dated 5 May 2020 from a member of the Board of Directors (“**BOD**”) for the term 2018-2023, Mr. Timothy Joseph Daly.

Vincom Retail has disclosed the information on the termination of the Board membership for Mr. Daly mentioned above.

To ensure the required number of independent Board members by the law, the BOD proposes to the General Meeting of Shareholders (the “**GMS**”) for considering and approving the additional member of the BOD with the following key content:

1. Number of additional BOD member: 01 independent member.
2. Criteria and requirement for additional independent member of the BOD:  
Candidate must meet the criteria and requirement to become a member of the BOD in accordance with Article 151 of the Law on Enterprises and the Charter of Vincom Retail.
3. Term of the additional member of the BOD is the remaining term of the current BOD term (2018 - 2023).
4. Information related to the BOD’s candidate and the draft election regulation are attached to this Proposal and disclosed on the website of the Company at <http://vincom.com.vn/en> , the Investor Relations/ General Meeting of Shareholders section.

Respectfully submit to the GMS to consider and carry out the election of additional member of the BOD for the term 2018-2023 in accordance with regulations.

Thank you./.

**To:**

- As above;
- Company archives.

**ON BEHALF OF BOARD OF DIRECTORS  
CHAIRWOMAN**

*(signed)*

**THAI THI THANH HAI**

***Note:** Further amendments and supplements to this document may be proposed for approval at the Annual General Meeting of Shareholders.*