



Hanoi, 20 November 2020

No.: 01/2020/TTr-HĐQT-VCR

PROPOSAL OF THE BOARD OF DIRECTORS

Re: On the discharge of an independent member and election of a new independent member of the Board of Directors for the term 2018 – 2023

Respectfully to: THE GENERAL MEETING OF SHAREHOLDERS

The Board of Directors (the “**BOD**”) of Vincom Retail Joint Stock Company (“**Vincom Retail**” or the “**Company**”) is hereby submitting to the General Meeting of Shareholders (the “**GMS**”) to approve the discharge of a member of the BOD and election of a new member of the BOD of the Company with the following main information:

1. To discharge Mr. Brett Harold Krause from the position of independent member of the BOD according to his resignation letter sent to the Company.
2. To elect Mr. Sanjay Vinayak to be an independent member of the BOD.

In order to satisfy the condition on the number of independent members of the BOD as prescribed by law, the BOD respectfully submit to the GMS for consideration and election of additional independent member to the BOD of the Company.

- (i) Number of member of the BOD to be elected: 01 member.
- (ii) Requirements on criteria and conditions for independent member of the BOD to be elected: Candidates for independent member of the Board of Directors to be elected must meet the standards and conditions specified in Article 151 of the Law on Enterprises and the Charter of the Company.
- (iii) The term of the additionally elected member of the BOD is according to the remaining term of the BOD.

Information about the candidate for the position of independent member of the BOD to be elected, the Draft of the Election Regulations are attached to this Proposal and posted on the Company's website at the link: <http://vincom.com.vn>, under Investor Relations/Information Disclosure/General Meeting of Shareholders section.

Respectfully submit to the GMS for consideration and approval of the discharging of independent member of the BOD and the election of additional independent member of the BOD for the term of 2018 - 2023 of the Company in accordance with regulations.

Thank you./.

Recipients:

- As above;
- Company’s archives

**ON BEHALF OF THE BOD
CHAIRPERSON**

(signed)

THAI THI THANH HAI