



(Draft)

**ELECTION REGULATION OF ADDITIONAL MEMBER
OF THE BOARD OF DIRECTORS**

*(applied to elect additional member of the Board of Directors by
the way of solicitation of shareholders' written opinions)*

Pursuant to:

- Law on Enterprises dated 26 November 2014 and its guiding documents;
- The Law on Securities dated 29 June 2006 and the Law on Amendment of and Addition to a Number of Articles of the Law on Securities dated 24 November 2010 and its guiding documents;
- Decree No. 71/2017/ND-CP dated 06 June 2017 of the Government providing guidance on corporate governance applicable to public companies;
- Charter of Vincom Retail Joint Stock Company (the "**Company**").

The General Meeting of Shareholders of the Company ("GMS") shall elect an additional member of the Board of Directors ("BOD") by collecting the shareholders' written opinions in accordance with the following regulations:

Article 1: Principles and subjects of election:

1. Principles for election:
 - a. To vote in accordance with law, the Company's Charter and in accordance with this Regulation to ensure the democracy and legitimate interests of all shareholders.
 - b. Voting by accumulating votes by solicitation of shareholders' written opinions.
2. Eligible to vote are shareholders according to the list of shareholders on 14 December 2020 provided by the Vietnam Securities Depository (VSD).

Article 2: Quantity and criteria of member of the BOD to be elected:

1. Number of additional members of the BOD: 01 member.
2. Criteria and requirements for additional members of the BOD:

Candidates must meet the criteria and requirement of a member of the BOD in accordance with Clause 1, Article 151 of the Law on Enterprises and the Charter of the Company, specifically:

 - a) Having full civil act capacity and not being prohibited from managing enterprises according to the provisions of the Law on Enterprises;
 - b) Having professional qualifications and experience in business administration;
 - c) Not necessarily being a shareholder of the Company.

Article 3: Method of election:

1. The election of the members of the BOD shall be conducted by the method of cumulative voting whereby each shareholder has the total number of votes corresponding to the total number of shares owned / represented.

2. Shareholders may cumulate wholly or partly their votes to the candidate provided that their votes do not exceed the total number of votes cast.

For examples:

A shareholder owning 100 ordinary shares equivalent to 100 votes;

This shareholder may cumulate 100 votes or a number of votes but not exceeding 100 shares for the candidate.

Article 4: Form of conducting the election:

1. Election ballot:

Each shareholder receives a ballot from the Company to vote for the additional member of the BOD ("**Election Ballot**"). Each Election Ballot states the full name of the shareholder, address, contact number (if any), shareholder code, number of votes corresponding to number of shares owned, and candidate's name nominated to the BOD.

2. Regulations on the Election Ballot:

2.1. A valid Election Ballot:

- a) Issued by the Company;
- b) With Company's round seal;
- c) With the signature of the shareholder;
- d) Not torn, erased, corrected.

2.2. Invalid Election Ballot:

- a) Not issued by the Company;
- b) Without Company's round seal;
- c) Tearing, brushing, erasing, correcting or adding the names of candidates who are not on the list of nominees;
- d) Without the signature of the shareholder;
- e) Adding more information or symbols;
- f) Having the total number of votes for candidate in excess of the total number of votes the shareholder is entitled to vote;
- g) Ballots sent to the Company after the deadline stated in the ballot form.

Invalid ballots are not included in the vote counting results.

2.3. Election method of the Election Ballot

The Election Ballot stated "**Number of eligible votes**" of the shareholders.

- Shareholders may cumulate wholly or partly their votes by inserting to column "**Number of votes**" so that number of votes is not more than total number of eligible votes.
- In the case of an individual shareholder, he or she signs and states his or her full name.
- In the case of an institutional shareholder, the legal representative signs, states his or her full name and stamps company's seal.

3. Principles of sending the Election Ballot:

- a) Shareholders send the Election Ballots fully filled in by facsimile, email or by post in sealed envelope or by any other forms to the registered address of the Company on time in accordance with the deadline stated on the Election Ballot.
- b) Shareholders who do not send the Election Ballots to the Company shall be considered as forfeiting their rights to vote for the election of additional members of the BOD.

4. Regulations on the vote counting:

- a) The BOD organizes the Election Ballot counting. The vote counting committee consists of the BOD's Chairperson (on behalf of the BOD), the Chief Executive Officer, 01 member of the Supervisory Board and 01 secretary jointly to inspect the vote counting according to the following regulations:
- To check the validity of the Election Ballots;
 - To check each Election Ballot and to record the election results of the candidates;
 - To seal the entire Election Ballot after completing the vote count.
- b) Minutes of the vote counting:
- The secretary is responsible to prepare the minutes of the vote counting;
 - The minutes of the vote counting shall include the following contents:
 - + Time and venue for conducting the vote counting.
 - + The total number of Election Ballots sent to shareholders.
 - + The number of Election Ballots returned to the Company.
 - + The number of Election Ballots not returned to the Company.
 - + The number and percentage of valid Election Ballots.
 - + The number and percentage of invalid Election Ballots.
 - + The number and percentage of votes for the candidates.
 - + The signatures of members of vote counting committee.

Article 5. The principles of selecting a member of the BOD

Successful candidates must have valid votes of at least 51% of the total eligible votes of the Company.

Article 6. Announcement of the results of election of additional BOD's member

The result of the election of additional BOD's members shall be stipulated in the Resolution of the GMS and disclosed in accordance with the regulations and posted on the Company's website together with the minutes of vote counting.

Article 7. Validity of the Regulation

This Regulation consists of 3 (three) pages, 7 (seven) articles and is valid after being approved by the GMS and is the legal basis for the election of additional members of the BOD.

**CHAIRPERSON
OF THE BOARD OF DIRECTORS**

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