

*Hanoi, 11 May 2021***PROPOSAL OF THE BOARD OF DIRECTORS**

Re: Approve the Appropriation plan for 2020 cumulative undistributed earnings, Remuneration for members of the Board of Directors and the Supervisory Board in 2021 and list of independent audit companies for the fiscal year 2021

Respectfully submitted to: THE GENERAL MEETING OF SHAREHOLDERS

The Board of Directors (the “**BOD**”) of Vincom Retail Joint Stock Company (the “**Company**”) would like to submit to the General Meeting of Shareholders (the “**GMS**”) for approval of the appropriation plan for 2020 cumulative undistributed earnings, remuneration for members of the BOD and the Supervisory Board in 2021 and list of independent audit companies for the fiscal year 2021 as follows:

1. Approve the appropriation plan for 2020 cumulative undistributed earnings

Based on the Company’s consolidated financial statements audited by KPMG Limited, the cumulative undistributed earnings as of 31 December 2020 were **VND 7.974 trillion**.

The BOD submits to the GMS for approval of the appropriation plan for 2020 cumulative undistributed earnings as follows: **The cumulative undistributed earnings will be retained for use of the Company’s business activities.**

2. Approve the remuneration for members of the BOD and the Supervisory Board in 2021

The BOD and the Supervisory Board hereby report to the GMS the actual remuneration for the members of the BOD and the Supervisory Board in 2020 and remuneration plan for 2021 as follows:

(i) Actual remuneration for 2020:

- Remuneration for the BOD was VND 1.4 billion – equivalent to 0.06% of the 2020 profit after tax;
- Remuneration for the Supervisory Board was VND 0.9 billion – equivalent to 0.04% of the 2020 profit after tax.

The total remuneration for the BOD and the Supervisory Board complied with the Resolution of the 2020 Annual GMS.

(ii) Remuneration plan for 2021:

Based on the 2021 business plan, the BOD and the Supervisory Board submit to the GMS to approve the 2021 remuneration plan for the BOD and the Supervisory Board as follows (consistent with the proposed remuneration plan in 2020):

- Remuneration for the BOD is limited to a maximum of 0.3% of 2021 profit after tax;

- Remuneration for the Supervisory Board is limited to a maximum of 0.05% of 2021 profit after tax.

The BOD and the Supervisory Board request the GMS's authorization for the Chairperson of the BOD and the Head of the Supervisory Board to set specific remuneration for the members of the BOD and the Supervisory Board within the limits above.

3. Approve the list of independent audit companies for the fiscal year 2021

Based on the assessment of quality and reputation of the leading audit companies in Vietnam, the BOD submits to the GMS for approval the list of independent audit companies and authorization for the Chief Executive Officer to select one of the following companies as the audit company for the Company's 2021 fiscal year:

- Ernst & Young Vietnam Limited;
- Deloitte Vietnam Limited;
- PwC (Vietnam) Limited;
- KPMG Limited.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

Thank you./.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRPERSON**

(signed)

THAI THI THANH HAI

Note:

Further amendments and supplements to this document may be proposed for approval at the AGM.