



Hanoi, 11 May 2021

(Draft)

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

**Pursuant to:**

- *The Law on Enterprises 2020 and its guiding documents;*
- *The Law on Securities 2019 and its guiding documents;*
- *Decree No. 155/2020/ND – CP dated 31 December 2020 by the Government detailing the implementation of a number of articles in the Law on Securities;*
- *Charter of Vincom Retail Joint Stock Company (the “Company”).*

The Annual General Meeting of Shareholders (the “AGM”) of the Company shall elect an additional member of the Board of Directors (“BOD”) in accordance with the following regulations:

**Article 1: Principles of election and eligibility to vote**

1.1. Principles of election:

- a) Voting in compliance with the Laws, the Company’s Charter, and in accordance with this Regulation to ensure the democracy and the legitimate interests of all shareholders;
- b) Voting by accumulating votes.

1.2. Eligibility to vote: Shareholders with voting rights as listed on the Shareholder Register as of 04 May 2021 provided by Vietnam Securities Depository (VSD) or proxies attending the General Meeting of Shareholders.

**Article 2: Quantity, criteria and requisites of additional member of the BOD to be elected**

1. Number of additional member of the BOD to be elected: 01 member.
2. Criteria and requirements for additional member of the BOD

Candidates must meet the criteria and requirements of the BOD member in accordance with Clause 1, Article 155 of the Law on Enterprises and the Charter of the Company, specifically:

- a) Not being persons specified in Clause 2 Article 17 of the Law on Enterprises;
- b) Possessing professional expertise and experience in business management or in the Company’s business lines;
- c) Not necessarily being a shareholder of the Company;
- d) May hold the position of member of the BOD of other company.

**Article 3: Election procedures:**

1. The election of members of the BOD shall be conducted by the cumulative voting method whereby each shareholder has the total number of votes equivalent 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 owns 100 ordinary shares, which are 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: Election methodology**

**1. Voting ballot:**

Each shareholder or the proxy attending the Meeting shall be given a voting ballot (“**Voting Ballot**”). Each Voting ballot states the full name of the shareholder, address, contact number (if any), shareholder code of the shareholder, number of votes equivalent to number of shares owned, and the name of nominated candidate.

**2. Regulations on filling out ballot and the validity of the vote:**

a) A Valid Voting Ballot:

- (i) Issued by the Company;
- (ii) With the Company's round seal;
- (iii) With the signature of the shareholder or the proxy;
- (iv) Not torn, erased, corrected.

b) An Invalid Voting Ballot:

- (i) Not issued by the Company;
- (ii) Without the Company's round seal;
- (iii) Torn, striked through, erased, corrected or with the names of candidates who are not on the list of nominee inserted;
- (iv) Without signature of the shareholder or the proxy;
- (v) With unauthorized additional information and symbols;
- (vi) Having the total number of votes casted exceeding the total number of votes entitled;
- (vii) Submitted to the Vote Counting Committee after the vote casting is completed and the ballot box is sealed.

Invalid Voting Ballots are not included in the voting results.

c) Filling the Voting Ballot:

Each Voting Ballot is designed with two options for shareholder/proxy to vote for the member of the Board of Directors:

- Option 1: The shareholder/proxy may cummulate the votes for the candidate by marking (x) or (v) in the box that shows the name of the candidate.
- Option 2: The shareholder/proxy may write the specific number of votes for the candidate provided that the number of votes casted for the candidate shall not exceed the total number of votes entitled.

Should the shareholder/proxy make mistakes while filling out the Voting Ballot, provided that it has not been casted into the voting box, he/she may contact the

Head of the Vote Counting Committee directly to replace the erroneous voting ballot uphold the shareholder's right.

**3. General principles of vote casting for the BOD members:**

- a) Before the vote casting, the Vote Counting Committee shall inspect the voting box as witnessed by the shareholders/proxies.
- b) The vote casting is commenced upon the order of the Head of the Vote Counting Committee and completed when the last shareholder puts his/her voting card into the ballot box or 15 minutes after vote casting commences, whichever comes first. Shareholders/ proxies attending the AGM are requested to cast their voting ballot into the ballot box. After the vote casting is completed, the ballot box shall be sealed by the Vote Counting Committee.
- c) The vote counting shall be conducted immediately after the vote casting is completed and the voting box is sealed.

**4. Regulations on vote counting:**

- a) The Vote Counting Committee:
  - Shall conduct the vote counting in a separate room;
  - May use electronic devices and technical experts to assist with the vote counting process;
  - Shall check the validity of Voting Ballots;
  - Shall check each Voting Ballot and record the voting result;
  - Shall seal all Voting Ballots, and hand them over to the Head of Vote Counting Committee.
- b) Preparing and disclosing the Vote Counting minutes:
  - Once vote counting has been completed, the Vote Counting Committee shall prepare the results and the Vote Counting minutes;
  - Contents of the Minutes must include:
    - Time and location of the vote counting;
    - Members of the Vote Counting Committee;
    - Total number of shareholders attending the AGM;
    - Total number of shareholders casting votes;
    - Number and ratio of valid and invalid voting ballots;
    - Number and ratio of votes for each candidate;
    - The Vote Counting Minutes must include signatures of all members of the Vote Counting Committee.

**Article 5. Selection criteria**

Successful candidates shall be selected are the ones that have the highest votes from top down, starting with the candidate with the highest votes, until the required number of members of the BOD is satisfied. In case 02 or more candidates receive the same number of votes for the last position in the BOD, these candidates will undergo an additional election or be selected in accordance with the criteria specified in the Company's Charter and/or regulations of laws.

**Article 6. Announcement of the election result of additional BOD's members**

Result of the election of additional BOD members shall be stipulated in the Resolution of the

AGM and disclosed in accordance with the regulations.

**Article 7. Effectiveness**

This Regulation consists of 7 (seven) articles and will take effect after being approved by the AGM.

**ON BEHALF OF  
THE GENERAL MEETING OF  
SHAREHOLDERS  
CHAIRPERSON**

***Note:***

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