

Hanoi, ..., 2024

**REGULATION ON NOMINATION, ELECTION OF
MEMBER OF BOARD OF DIRECTORS TERM 2024-2029 AT GENERAL
MEETING OF SHAREHOLDERS 2024 OF BIDV INSURANCE
CORPORATION**

- Pursuant to Law on Enterprises 2020 and other legal documents;
- Pursuant to Law on *Insurance Business* and other legal documents.
- Pursuant to the Charter of BIDV Insurance Corporation issued under the Decision No. 038/ QD-HDQT dated April 15th, 2022 of the Board of Directors of BIDV Insurance Corporation;
- Pursuant to the opinions of shareholders at the Annual Meeting of Shareholders 2024 of BIDV Insurance Corporation;

**GENERAL MEETING OF SHAREHOLDERS DATED ..., 2024 OF BIDV
INSURANCE CORPORATION**

DECIDE TO

Approve the Regulation on nomination and election at the General Meeting of Shareholders dated ..., 2024 (hereinafter referred to as the General Meeting) of BIDV Insurance Corporation (hereinafter referred to as BIC) as follows:

I. NOMINATION, ELECTION OF INDEPENDENT MEMBER OF BOARD OF DIRECTORS (BOD)

1. Conditions and criteria of independent member of BOARD OF DIRECTORS

To be a independent member of the Board of Directors, a person shall satisfy the following requirements

- a) Reserve the corporate governance rights prescribed in the Corporate Law;
- b) Not be subject to any penalty for administrative violations arising in the insurance industry; not be disciplined in the form of dismissal for any of their violations against internal regulatory procedures for handling work within 03 consecutive years before the appointment date; not be the object of the decisions on initiation of legal proceedings under the regulatory provisions of law at the election or appointment time
- c) Hold at least an undergraduate degree;

d) At least 03 years' experience of directly working in the insurance, finance or banking sector or at least 03 years' experience of holding the post as a manager, operations executive or controller at an enterprise in the insurance, finance or banking industry

dd) He/she is not working for the company or its parent company or subsidiary company; did not worked for the company or its parent company or subsidiary company within the last 03 years or longer;

e) He/she is not receiving a salary from the company, except the allowances to which members of the Board of Directors are entitled as per regulations;

f) His/her spouse, biological parents, adoptive parents, biological children, adopted children and siblings are not major shareholders of the company, executives of the company or its subsidiary companies;

g) He/she is not directly or indirectly holding 1% of the company's voting shares or more;

h) He/she did not hold the position of member of the Board of Directors or the Board of Controllers of the company within the last 05 years or longer unless he/she was designated in 02 consecutive terms

2. Number of elected members

Election of 02 independent member of the Board of Directors for the term of 2024-2029.

3. Procedure of nomination, election of member of BOD

Shareholders who have enough votes in accordance with the BIC Charter to nominate personnel for being elected to the Board of Directors / Board of Supervisors must send to *Financial Investment Department - BIDV Insurance Corporation, Address: 11th Floor, No. 263 Cầu Giấy Street, Hanoi*, and no later than ... 2024, to complete the procedures before the General Meeting of Shareholders elects members of the BOD at the General Meeting.

Applications for nomination and recommendation:

- Letter of nomination / recommendation of candidates to the BOD (using form);
- Curriculum vitae which is completed by the candidate (using form);
- Valid copies of: ID card, permanent residence, degrees, certificates of educational level and professional level.

Right to nominate and run for election as a member of the Board of Directors:

Article 25 of the BIC Charter stipulates the candidacy and nomination of members of the Board of Directors as follows

A shareholder or a group of shareholders holding from five percent (5%) to less than ten percent (10%) of the total number of Voting Shares shall be entitled to nominate one (1) candidate; from ten percent (10%) to less than thirty percent (30%) to nominate two (2) candidates; from thirty percent (30%) to less than forty percent (40%) to nominate up to three (3) candidates; from forty percent (40%) to less than fifty percent (50%) to nominate up to four (4) candidates; from fifty percent (50%)

to less than sixty percent (60%) to nominate up to five (5) candidates; from sixty percent (60%) to less than seventy percent (70%) to nominate up to six (6) candidates; from seventy percent (70%) to eighty percent (80%) to nominate up to seven (7) candidates; and from eighty percent (80%) to less than ninety percent (90%) to nominate up to eight (8) candidates.

II. ELECTION OF MEMBER OF BOD

The additional election of members of BOD of BIC will be conducted in the form of direct, secret voting at the General Meeting;

The voting of members of BOD must be conducted by the method of cumulative voting according to regulations of Clause 3, Article 148 of the Law on Enterprises 2020, whereby each shareholder's total number of votes is calculated by multiplying the total number of voting shares owned by such shareholder and the number of members to be elected to the BOD (02 members). Each shareholder has the right to apportion their votes to one or more candidates.

1. Vote:

a. Form of vote:

- Each shareholder / authorized representative attending the General Meeting will be given a "Vote for electing the member of the BOD".
- Voting card shall state the nominees to the BOD, the name of each shareholder or authorized representative and the total number of votes apportioned to each nominee. When the shareholders/authorized representatives issue their voting card, they have to check the code and the number of shares on the vote. If there is any mistake, it must be notified at the time of receiving the vote.

b. Method of writing in vote

- If you agree to vote for a candidate, the shareholder writes the number of votes in the "Number of votes" column.
- If you do not vote for the candidate, the shareholder will leave blank or make cross in the "Number of votes" column.
- The total number of votes of a shareholder for a candidate must not exceed the total number of votes which are owned by each shareholder (= the number of shares x number of members to the BOD).

c. Vote is considered to be valid if:

- + The vote is issued by the Organizing Board of the General Meeting and sealed by BIC;
- + The total number of members of the Board of Directors are elected and approved by the General Meeting, and the members are all listed in the list of nominations and recommendations as approved by the General Meeting.
- + The number of votes is less than the number of members of the BOD, which is approved or abstained.
- + The Name on the voting card has been erased or traced the voter must sign the erased part or report to the Vote board to change the vote.

d. Vote is considered to be invalid if:

- + The voting card is not ratified by the Organizing Board of General Meeting;
- + The vote is erased or amended (in case of incorrect writing, the new voting card must be changed and the old one has to be canceled);
- + Vote over the number of members of the Board of Directors, Board of Supervisors in comparison with the regulations.+ The number of votes exceeds that which has been validly apportioned to all voting shareholders;
- + Votes bears the names of people not included in the list of nomination and recommendation approved by the General Meeting.

Invalid votes will not be counted as valid votes.

2. Vote counting Board, principle of voting and counting vote

a. Vote counting board:

- The vote counting board is nominated by the Chairman and approved by the General Meeting of Shareholders. A member of the vote counting board may not be a shareholder or a nominee to the BOD.
- Vote counting board has the following main responsibilities:
 - + Providing a brief guide on regulations of voting;
 - + Distributing votes to shareholders / shareholders' representatives;
 - + Checking and supervising the voting of shareholders, representatives of shareholders;
 - + Organizing the counting of votes;
 - + Making minutes of vote counting and announcing to the General Meeting of Shareholders;
 - + Handing over the minutes and all the votes to the Chairman of the General Meeting;
- The vote counting board must ensure the truthfulness of the election and counting of votes must be secret; the vote counting board is responsible for any mistake. After counting the votes, the vote counting board shall have to make the minutes of the vote counting results, announce them in front of the General Meeting, then seal the votes, delete the election-related data on the computer and only open the votes upon the decision of the General Meeting of Shareholders

b. Principles of voting and counting vote:

- Vote counting board shall examine the vote box in the presence of shareholders;
- The voting starts when the voting cards are fully delivered and voting will end when the last shareholder places their voting card in the vote box;
- The vote counting must be conducted right after the voting ends; the vote counting board will invite a shareholder to supervise the vote counting.
- The vote counting result shall be made in writing and announced by the Chairman of the BOD in front of the General Meeting.

3. Principle of being elected to the BOD

- Those nominees who receive the highest number of votes shall be elected to the BOD. The nominee having the highest number of votes shall be elected first, but a nominee must obtain at least 65% of total votes that are voting shares of all shareholders attending the meeting. Formula: Percentage of total attending votes = Total number of votes for the candidate / total number of shareholders attending the meeting x 100%
- If after the first round of voting there remain vacancies to the BOD, the General Meeting will proceed with the second election of the remaining nominees. After the second election and the number of members of the Board of Directors is not enough, the next election will be decided by the General Meeting and Chairman.
- Where the number of votes of some people is equal, Chairman of the General Meeting shall decide to vote for or re-elect those people.

4. Making and announcing Minute of counting vote

- After counting votes, the vote counting board must make a vote counting report. The contents of the minutes of counting vote shall include: Total number of shareholders attending the meeting, total number of shareholders participating in the vote, percentage of votes of shareholders participating in the vote compared with the total number of votes of shareholders participating in the meeting. (by the method of cumulative voting), the number and rate of valid votes, invalid votes, abstained votes; number and percentage of voting rights for each candidate in the BOD;
- The full minutes of counting votes must be fully announced in front of General Meeting

5. Dealing with complaints on election

All complaints on the voting results shall be considered at the General Meeting only. Shareholders may not object to this validity at any time. In case of disagreement on the election procedures or the result of the election, vote counting board will check and ask the General Meeting of Shareholders to decide.

CHAIRMAN