

*Hanoi, April 10<sup>th</sup>, 2018*

**REGULATION ON ADDITIONAL NOMINATION, ELECTION OF  
BOARD OF SUPERVISORS, TERM 2018-2023 AT GENERAL MEETING  
OF SHAREHOLDERS 2018 OF BIDV INSURANCE CORPORATION**

- Pursuant to Law on Enterprises 2014 and other legal documents;
- Pursuant to the Charter of BIDV Insurance Corporation issued under the Decision No. 018/ QD-HDQT dated February 29, 2016 of the Board of Directors of BIDV Insurance Corporation;
- Pursuant to the opinions of shareholders at the Annual Meeting of Shareholders 2018 of BIDV Insurance Corporation,

**GENERAL MEETING OF SHAREHOLDERS DATED APRIL 10<sup>th</sup>, 2018 OF  
BIDV INSURANCE CORPORATION**

**DECIDE TO**

Approve the Regulation on nomination and election at the General Meeting of Shareholders dated April 10<sup>th</sup>, 2018 (hereinafter referred to as the GSM) of BIDV Insurance Corporation (hereinafter referred to as BIC) as follows:

**I. NOMINATION, ELECTION OF MEMBER OF BOARD OF SUPERVISORS OF BIC (BOS)**

**1. Conditions and criteria of member Board of Supervisors**

Pursuant to regulations in Clause 2, Article 24 and Clause 4, Article 33 of Charter of BIC:

Conditions which are needed to become members of the BOS

- a. Not banned from managing enterprises pursuant to Clause 2, Article 18 of the Enterprise Law;
- b. Not a person who has been or is prosecuted for criminal liability, serving prison sentences or prohibited from assuming certain positions or performing work according to regulations of law; Have not been directly involved in any charges pressed by competent authorities as per the law upon their appointment.
- c. Having not been the legal representative of the bankrupt enterprise, except where bankruptcy was due to a force majeure; or having been a manager of an insurance enterprise or insurance brokerage which has had its operation licenses withdrawn due to violations of insurance laws and regulations;
- d. Possess full capacity for civil acts;

- e. For 3 consecutive years before the time of being elected or appointed:
  - Having not been imposed with the following sanctions for administrative violations in the field of insurance business: dismissal from management or executive roles, with such dismissals approved by the Ministry of Finance, or suspension of their titles previously designated an insurance enterprise, insurance broker enterprise or foreign branch;
  - Having not been dismissed (i) for violating internal procedures in the underwriting, assessment/appraisal, claim payment, internal control, financial management and investment, management of reinsurance programs of insurance / reinsurance companies, or (ii) for violating insurance brokerage operation procedures, ethics and codes of conduct of insurance brokerage companies.
- f. At the time of election or appointment, being not directly involved in any legal investigation or subject to charges by the competent authorities;
- g. Possess a bachelor degree or master degree;
- h. Having full capacity for civil acts and not being prohibited from establishing and managing enterprises in accordance with the regulations of law;
- i. Not being a spouse, birth father, foster father, birth mother, foster mother, birth children, adopted children, siblings of members of the Board of Directors, General Director and other managers;
- j. Not holding a managerial position of BIC;
- k. Not employed in the accounting or auditing departments of BIC;
- l. Having not been a member or employee of an independent auditing firm or company which has audited the financial statements of BIC in the 3 years prior to appointment; and
- m. Must be an auditor or accountant.

**2. Subjects having rights to nominate, recommend and number of elected members**

Election of an alternative member of the Board of Supervisors for the term of 2018-2023.

**3. Procedure of nomination, election of member of BOS**

Shareholders who have enough votes in accordance with the BIC Charter to nominate personnel for being elected to the Board of Supervisors must send to *Financial Investment Department - BIDV Insurance Corporation, Address: 16th Floor, Tower A, Vincom, No. 191 Ba Trieu Street, Hanoi*, and no later than March 30, 2015, to complete the procedures before the

General Meeting of Shareholders elects members of the BOS at the General Meeting of Shareholders.

Applications for nomination and recommendation:

- Letter of nomination / recommendation of candidates to the BOS (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.

Details:

- Clause 2, Article 33 of BIC Charter:

*2. Shareholders have the right to add up the number of voting rights of each person to nominate candidates for the Board of Supervisors. A shareholder or group of shareholders holding from 5% to less than 10% of the total number of voting shares may nominate one (01) candidate; who holds from 10% to less than 30% shall be entitled to nominate up to two (02) candidates; who holds from 30% to less than 40% may nominate up to three (03) candidates; who holds from 40% to less than 50% shall be entitled to nominate up to four (04) candidates; who holds from 50% to less than 60% shall be entitled to nominate up to five (05) candidates.*

## **II. ELECTION OF MEMBER OF BOS**

The additional election of members of BOS of BIC will be conducted in the form of direct, secret voting at the General Meeting of Shareholders.

The voting of members of BOS must be conducted by the method of cumulative voting according to regulations of Clause 3, Article 144 of the Law on Enterprises 2014, 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 BOS (01 member). 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 of Shareholders will be given a "Vote for electing the member of BOS".
- Each voting card shall state the nominees to the BOS, 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 BOS).
- c. Vote is considered to be valid if:
- The vote is issued by the Organizing Board of the General Meeting of Shareholders and sealed by BIC;
  - The total number of members of the BOS are elected and approved by the General Meeting of Shareholders, 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 BOS, 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 of Shareholders;
  - 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);
  - 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 of Shareholders.

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 BOS.
- 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 of Shareholders.
- 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 of Shareholders, 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 Head of the Vote counting Board in front of the General Meeting of Shareholders.

**3. Principle of being elected to the BOS**

- Those nominees who receive the highest number of votes shall be elected to the BOS. 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:  $\text{Percentage of total attending votes} = \frac{\text{Total number of votes for the candidate}}{\text{total number of shareholders attending the meeting}} \times 100\%$ .
- If after the first round of voting there remain vacancies to the BOS, the General Meeting of Shareholders will proceed with the second election of the remaining nominees. After the second election and the number of members of the BOS is not enough, the next election will be decided by the General Meeting of Shareholders and the Chairman.

- Where the number of votes of some people is equal, Chairman of the General Meeting of Shareholders 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 BOS;
- The full minutes of counting votes must be fully announced in front of General Meeting of Shareholders.

#### **5. Dealing with complaints on election**

All complaints on the voting results shall be considered at the General Meeting of Shareholders 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.

**ON BEHALF OF GSM  
CHAIRMAN**

**Tran Luc Lang**