

Hanoi, on 02 of April, 2019

PROPOSAL STATEMENT

On amending Charter of BIC

To: BIC'S GENERAL MEETING OF SHAREHOLDERS

The Charter of BIDV Corporation issued accordance with Law on Enterprises No. 68/2014/QH13 dated November 26, 2014 and Circular No 121/2012/TT-BTC dated 26/7/2012 guiding the corporate governance of public companies.

Pursuant to the Law on enterprises dated November 26th, 2014, Government issued Decree No. 71/2017/ND-CP dated June 6, 2017 guiding the corporate governance of public companies (**Decree No. 71/2017/ND-CP**); Ministry of Finance issued Circular No. 95/2017/TT-BTC dated September 22, 2017 of Ministry of Finance guiding a number of Articles of Government's Decree No. 71/2017/ND-CP dated June 6, 2017 guiding the corporate governance of public companies (Circular No. 95/2017/TT-BTC) guiding the corporate governance, Template of Charter applicable to public company. And, Government issued Decree No. 73/2016/ND-CP dated July 1, 2016 detailing implementation of Law on Insurance Business and Law on amending and supplementing a number of articles of Law on Insurance Business (**Decree No. 73/2016/ND-CP**) regulation on Conditions and criteria of member of Board of Director, Board of Supervisors.

Complying with the provisions of law and adding the contents in accordance with the management and administration practices, the Board of Directors of BIC reviewed the current Charter on organization and operation of BIDV Insurance Corporation (**Charter**) submit to the General Meeting of Shareholders for approval the amendments and supplements to the current Charter of BIDV Insurance Corporation as follows:

I. PRINCIPLES ON AMENDING CHARTER AND

The amendment and supplementation of the Charter are carried out compliance with the following principles:

1. Applying the template of Charter in Appendix 01 Circular No. 95/2017/TT-BTC in combination with provisions of the current BIC's Charter and updated legal requirements;

2. The contents of the Charter which are contrary to the new provisions in Decree 71/2017 / ND-CP, Decree 73/2016 / ND-CP need to be amended or supplemented appropriately or removed;

3. Some contents need to be reviewed and modified to be consistent with the practical requirements of BIC's executive management.

II. CONTENTS OF AMENDMENT AND SUPPLEMENT CHARTER

According to the above principles, the amended and supplemented contents are as follows:

- Supplementing criteria for members of Board of Director, members of Board of Supervisors and General Director in accordance with those as stipulated in Decrees 71 and 73;
- Supplementing new provisions on nomination and separating provisions on nomination of members of Board of Directors, members of Board of Supervisors;
- Supplementing provisions on person in charge of corporate governance;
- Supplementing provisions on sub-committees of Board of Director;
- Supplementing some provisions on rights of shareholders, method of assigning shares via securities transactions;
- Other amendments and supplements as in the Detailed Adjustment Report and Draft attached.

III. SUGGESTIONS

In order to ensure the amendment of the current Charter in accordance with the provisions of law, as well as in accordance with the actual management and administration, the Board of Directors respectfully submit to the General Meeting of Shareholders:

1. Approve the proposed contents, amendments and supplements of the Charter: as the content of The summary of the amended and supplemented contents of the Charter and the draft Charter attached.

2. Authorize the Board of Directors to review, correct and promulgate the Charter according to the proposed contents and other contents (if any) in accordance with the proposed contents, on the basis of compliance with the law and ensure shareholders' rights

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval.

Respectfully submit. /.

Recipients:

- As mention in "attention";
- Board of Supervisors;
- Archived.

**ON BEHALF OF THE BOARD OF
DIRECTORS
VICE CHAIRMAN**

