

Hanoi, dated 8<sup>th</sup> June 2022

No.: 63/2022/TB-HĐQT

**ANNOUNCEMENT**

Regarding: The Appointment, Nomination for the supplementary voting, replacement of the members of the Board of Directors of Baoviet Holdings for the term of 2022 - 2023

**Respectfully submitted to: The honored Shareholders of Baoviet Holdings**

At the 2022 Annual General Shareholders' Meeting (AGM), the Board of Directors (BOD) of Baoviet Holdings shall submit to the AGM regarding the supplementary voting and replacement of the members of the Board of Directors of Baoviet Holdings for the term of 2022-2023. BOD would like to announce to all of the shareholders regarding the nomination, appointment of candidates for the supplementary voting, replacement of the BOD's members of Baoviet Holdings as follows:

**I. CONDITIONS ON THE APPOINTMENT AND NOMINATION OF THE BOD'S MEMBERS**

1. As stipulated by the Charter of Baoviet Holdings and the Law on Enterprise (2020) as well as the guidelines on the implementation, the BOD's members must meet the standards and requirements as follows:

**1.1. BOD members.**

- *Hold sufficient civil capability, are not subject to the corporate governance as stipulated at Paragraph 2 Article 17 of the Law on Enterprise no. 59/2020/QH14;*

- *At high level of profession, experience in corporate governance of Baoviet Holdings and not necessarily being the shareholders of Baoviet Holdings;*

- *The BOD's members of Baoviet Holdings can simultaneously be the BOD's members of other companies;*

- *Must not be spouses, parents, adopted parents, children, adopted children, in-law sisters, in-law brothers of the CEO and other managers of Baoviet Holdings.*

**1.2. Independent BOD's members.**

- *Must not be employees of either Baoviet Holdings or its subsidiaries; must not use to work for Baoviet Holdings or its subsidiaries for at least three consecutive years;* ucll



- *Not receive salaries or remunerations from Baoviet Holdings, except for allowances received by the Board members as prescribed;*
- *Must not be spouses, parents, adopted parents, children, adopted children, in-law sisters, in-law brothers of big shareholders of Baoviet, managers of Baoviet Holdings and its subsidiaries;*
- *Not a direct or indirect ownership of at least 1% of the voting shares of Bao Viet Holdings;*
- *Not a person who has worked as a member of BOD, Supervisory Board of Bao Viet Holdings for at least 5 previous years, except for the case of being appointed for 2 consecutive terms.*

2. As stipulated at Paragraph 5 Article 115 of the Law on Enterprise and Paragraph 3 Article 12 and Paragraph 2 Article 25 of the Charter of Baoviet Holdings, the conditions for nomination and appointment shall be as follows:

*A shareholder holding the ordinary shares shall have the rights to accumulate the voting rights in order to appoint the candidates as BOD's members.*

*Shareholders or a group of shareholders holding:*

- *10% of the total shares with voting rights shall have the rights to nominate one (01) candidate as a BOD's member.*
- *From 10% to below 30% of the total voting shares shall have the rights to nominate maximum two (02) candidates as BOD's members.*
- *From 30% to below 40% of the total voting shares shall have the rights to nominate maximum three (03) candidates as BOD's members;*
- *From 40% to below 50% of the total voting shares shall have the rights to nominate maximum four (04) candidates as BOD's members;*
- *From 50% to below 60% of the total voting shares shall have the rights to nominate maximum five (05) candidates as BOD's members;*
- *From 60% to below 70% of the total voting shares shall have the rights to nominate maximum six (06) candidates as BOD's members;*
- *From 70% to below 80% of the total voting shares shall have the rights to nominate maximum seven (07) candidates as BOD's members;*
- *And from 80% to below 90% of the total voting shares shall have the rights to nominate maximum eight (08) candidates as BOD's members.*

## **II. GUIDELINE ON THE SUBMISSION OF THE APPLICATION FOR APPOINTMENT AND NOMINATION**

The application for the supplementary voting, replacement of BOD's members for the term of 2022-2023 includes: *null*