



Ha Noi, 16th May, 2017

PROPOSAL
Participate Directors & Officers Liability Insurance (D&O)

To: 2017 Annual General Meeting of Baoviet Holdings Shareholders

Pursuant to the current Charter of Baoviet Holdings;

Pursuant to Holdings management attached on Decision No.109/2016/QĐ-HĐQT dated Jan.15, 2016 of the Board of Directors (BOD);

BOD respectfully submit to 2017 Annual General Meeting of Shareholders for approval of the purchase of Directors & Officers Liability Insurance (D&O) as follows:

1. The necessary of D&O

The participation of the annual Directors & Officers Liability Insurance (D&O) at Baoviet Holdings is a solution to manage, prevent and mitigate unnecessary risks in business operation, causing financial damage to the shareholders, managers and related persons, to ensure the safe and efficient operations of the Group, in accordance with the applicable laws and regulations as well as achieving transparent, professional, modern governance.

2. Main contents of D&O

D&O insurance offer liability cover for officers to protect them from claims which may arise from daily management activities including: (i) Duties insurance and (ii) Personal responsibility insurance from financial loss due to wrong action.

a. Insurance coverage: By participating in this type of insurance, losses arising from claims as well as payments for legal representation fees related to investigations arising under the applicable law may be covered by the insurance company.

b. Object insured: Chairman and members of the BOD, CEO, Deputy CEO and Chief Accountant of the Company.

c. Period of coverage: 1 year and renewed annually



3. Implementation.

Pursuant to Holdings management regulation attached on Decision No.109/2016/QĐ-HĐQT dated Jan.15th, 2016 of BOD, it's necessary to request an General Shareholders Meeting approval to participate the D&O.

The BOD respectfully submit to the Annual General Meeting of Shareholders to approve to participate D&O annually managers of Baoviet Holdings including: (1) Chairman of the BOD and members of the BOD, (ii) Chief Executive Officer and Deputy Chief Executive Officer or/and Head of Blocks of Baoviet Holdings, (iii) Chief Accountant of Baoviet Holdings.

BOD respectively submit to the Annual General Meeting of Shaeholders to approve and assign the BOD to command the D&O participation annually for managers of Baoviet Holdings and solve the problem during process following laws and Holding regulations.

Respectful submitted./.

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

(Signed and Sealed)

Dao Dinh Thi

