

Regulations on
Organizing 2018 Annual General Meeting of Shareholders of BaoViet Holdings
(Attached with the Submission No.737 /TTr-HDQT
of the Board of Directors of BaoViet Holdings dated 16th May 2018)

CHAPTER I
GENERAL REGULATIONS

Article 1. Scope of application

This Regulation on organizing the General Meeting of Shareholders (“AGM”) is applied to the organization of 2018 Annual General Meeting of Shareholders of Baoviet Holdings (“AGM”).

Article 2. This regulation specifies roles and responsibilities of participants, conditions and a way to organize the AGM.

Article 3. Shareholders and participants are responsible for implementing this Regulation.

CHAPTER II
ROLES AND RESPONSIBILITIES OF PARTICIPANTS

Article 4. Roles and responsibilities of AGM participants

1. Conditions to participate in the AGM

All shareholders who own BVH shares as per the shareholders list finalized on 15th May 2018 or legally authorized people.

2. Roles and responsibilities of shareholders who are entitled to participate the AGM

a. Shareholders or authorized people attending the AGM should bring the following documents:

- Invitation.
- ID card or passport.
- Authorization letter (*in case they are authorized to attend the meeting**).

*(*If the shareholders are individuals, the written authorization must be signed by the shareholders and attached with the legal notarization of the Identity Card or Passport of the authorized shareholders, if the shareholder is an organization, the authorization document must be stamped and signed by the legal representative of the organization.)*

After presenting the above documents to the Shareholders' eligibility inspecting division, Shareholders or the authorized people attending the AGM will receive a voting card (note shareholder's code and number of votable shares). The value of the voting card is equivalent to the ratio of the number of shares the Shareholders own or represent as registered to attend the AGM per total votable shares of the attending shareholders.

b. Shareholders are able to authorize in writing to the authorized people to attend the meeting and on behalf of them vote at the AGM. The authorized people are not allowed to reauthorize to other people to attend the AGM.

c. Shareholders, representatives attending the AGM after listening to the reports on contents to be approved will discuss and approve by voting.

d. If Shareholders would like to contribute ideas, they need to note discussed issues on the question tags and give them to the Secretary Board. The discussed issues which have been mentioned should be short, concentrated on contents of AGM. The issues which have been discussed previously should not be reiterated to avoid overlaps.

e. Shareholders or the authorized people attending the AGM are eligible to vote on all issues under authorization of the AGM in accordance with the BVH Charter.

f. During the AGM, shareholders are to obey the Chairing Board, display polite behavior and not disrupt proceedings in a disorderly manner.

g. Shareholders or the authorized people attend the meeting after the opening section, after completing the registration procedures, they can attend and participate in voting on the rest of votable issues as per the approved meeting agenda. In this case, the effect of the completed voting is not affected.

Article 5. Roles and responsibilities of the Chairman and Chairing Board.

1. BOD's Chairman is the Chairman of the Chairing Board.

2. Responsibilities of the Chairing Board:

a. Manage all the actives of AGM according to the agenda approved by the AGM. Undertake the necessary actions to make AGM happened in order, reflexing the expectations of the majority of attending shareholders.

b. Lead the shareholders and the meeting in discussion.

c. Present the draft and necessary contents for shareholders' approval.

d. Answer questions from shareholders.

Article 6. Roles and responsibilities of Shareholders' eligibility Inspecting

Division.

The Shareholders' eligibility Inspecting Division is decided by BOD. The Shareholders' eligibility Inspecting Division checks the validity against the shareholder list finalized on May 15th 2018; delivers the documents and voting cards; reports to the AGM on the result of the inspection of the shareholder's eligibility before the AGM is officially conducted.

Article 7. Roles and responsibilities of the Secretary Board of the AGM

1. The Chairman introduces the Secretary Board of the AGM and organizes to collect the opinions on approval at the AGM.

2. The Secretary Board implements supporting jobs as delegated by the Chairman, including:

a. Note fully and honestly the contents of the AGM.

b. Declares the draft minutes and Resolution of the AGM and announcement of the Chairing Board to the shareholders when requested.

c. Receive the question tags from the shareholders.

Article 8. Roles and responsibilities of the Vote Counting Council

1. The Chairman introduces the Vote Counting Council and organizes to collect the opinions on approval at the AGM

2. The Vote Counting Council is responsible for:

a. Supervise the voting of the shareholders or the authorized people attend AGM

b. Calculate the number of shares voted for each content and informing the result to the Chairman and Secretary Board

CHAPTER III

CONDUCTING THE MEETING

Article 9. Conditions to conduct the meeting

The General shareholders' meeting shall be commenced if the number of attending shareholders representing at least 65% of the total voting shares as listed in the Shareholder List of Baoviet Holdings finalized on May 15th 2018.

Article 10. Discipline of the Meeting

1. All the shareholders attending the meeting must be formally dressed.

2. All the shareholders must sit in the correct seat or area assigned by the

Meeting Organizer in the meeting room and must strictly obey the arrangement of the Meeting Organizer.

3. Smoking is not permitted in the meeting room.

4. Shareholders are not permitted to have private conversations or use mobile phones during the meeting. Mobile phones must be switched off or set to silent mode.

Article 11. Voting methods to approve discussed matters in the AGM

1. All contents of the meeting must be approved by seeking opinions of attending shareholders through the use of a **VOTING CARD** with the representative number of shares. Each attending shareholder shall be provided with one **VOTING CARD**, with **Shareholder code, number of voting shares** (owned and/or authorized), and stamp of Baoviet Holdings.

2. Shareholders vote to approve one matter by raising the **VOTING CARD** up for Agreement, Disagreement, or No Idea. When raising up, the front of **VOTING CARD** with the **number of shares** owned and/or authorized must be raised towards the Chairman of the Meeting

Article 12. Approval of AGM Resolution

1. Decisions of the AGM relating to the amendment, supplement of the Charter, the increase or decrease to the charter capital, type and the number of shares offered, merger, reorganization and dissolution of the company, decisions on investing or selling of assets of BVH or its subsidiaries valued from 35% of total assets of BVH and its subsidiaries under the most recent audited financial statements will only be approved when there is at least 85% of voting rights of shareholders attending the meeting approved.

Regarding the approval of the Resolutions of the AGM on the solutions to issue the shares according to the Employees Stock Ownership Program (“ESOP”), according to Paragraph 2 Article 36 of Circular No. 162/2015/TT-BTC dated 26/10/2015 of the Minister of Finance regarding the guidance on the offering for sale of shares to the public, sale offer for the purpose of transferring, issuing extra shares, purchasing and selling fund shares and offering for sale publicly of shares stipulate that: “All individuals with the rights related to the issuance of shares according to the Employees Stock Ownership Program of the Company shall not participate in the voting for the approval of the Resolutions of the AGM regarding the issuance of the Employees Stock Ownership Program (“ESOP”)”. Consequently, the individuals with potential rights related to the issuance of the ESOP, including shareholders as the employees of the Group and its Subsidiaries with 100% charter capital owned by Baoviet Holdings, once participating in the AGM directly or via authorization shall be eliminated from voting upon the

confirmation of the number of shares with voting rights for the approval of the Resolutions of the AGM on the Solutions to the ESOP program.

Regarding the approval of the Resolutions of the AGM on the purchase D&O contracts for the managerial staff of Baoviet Holdings, shareholders as the managerial staff eligible for the Directors & Officers Liability Insurance shall be eliminated from voting upon the confirmation of the number of shares with voting rights for the approval of the Resolutions of the AGM on such matter.

2. The AGM's decisions on other issues in the contents of the AGM shall be approved when there is at least 65% of voting shares of shareholders attending the meeting approved.

CHAPTER IV CLOSING MEETING

Article 13. Meeting Minutes and Resolution of the AGM

1. The Meeting Minutes and Resolution of AGM must be finished and approved before the end of the Meeting.

2. The Meeting Minutes and Resolution of AGM must be filed at Baoviet Holdings.

Article 14. Effect of Execution

This Regulation includes 04 Chapters, 14 Articles, to be read aloud to the AGM, and shall take effect right after the approval of the AGM by voting.

**ON BEHALF OF THE AGM
CHAIRMAN**

(Signed and sealed)

Dao Dinh Thi