

**VOTING RULES AND ELECTION RULES
AT THE 2022 ANNUAL GENERAL MEETING OF SHAREHOLDERS
VIETNAM NATIONAL REINSURANCE CORPORATION**

- Pursuant to the Enterprise Law passed by the Fourteenth National Assembly of the Socialist Republic of Vietnam on 17 June 2020;
- Pursuant to the current Charter of Organisation and Operation and Corporate Governance Regulation of Vietnam National Reinsurance Corporation

I/ Article 9 - Corporate Governance Regulation: Voting, Counting Votes and Notifying Vote-Counting Results at the General Shareholders' Meeting

1. The condition and sequence of carrying out the General Shareholders' Meeting are stipulated in Article 20 and Article 21 of the Charter. When registering for the Meeting, each shareholder or the representative of a Shareholder's group participating in voting and electing will be provided with a voting card and election card reflecting the number of shares that they own.

2. Voting card and voting procedures at the General Shareholders' Meeting:

a. The voting card contains the issues to be voted at the Meeting. The number of voting rights is equivalent to the number of shares of each shareholder or representative of a shareholder group (one share = one voting right).

b. Shareholder or representative of a shareholder group exercise his voting right by ticking in one of the three squares: "Agree", "Disagree", or "No opinion" in the voting card. Each shareholder or representative of a shareholder group is entitled to select one among the three squares and have to sign in the voting card before handing over to the Counting Committee.

c. Valid voting cards are ready-printed voting cards provided by the Corporation with the hanging seal and without being erased, scratched, amended or added new contents. Invalid voting cards are voting cards which fail to meet the requirements of valid voting cards mentioned above.

d. The voting cards of shareholders who "Agree" shall be collected first, the voting cards of shareholders who "Disagree" shall be collected thereafter and the voting cards of shareholders who have "No opinion" shall be collected last. The Counting Committee shall then proceed to count the number of voting cards of each category.

e. Subordinate cards may be used (in case of necessity) to vote for other matters which may arise during the course of the Meeting.

3. Election card and election procedures at the General Shareholders' Meeting:

a. The voting card contains the list of candidates to be elected to the BOM and the BOC. The list of candidates and the number of members to be elected to the BOM or the BOC will be proposed and approved by the General Shareholders' Meeting as provided for in Articles 26, 27 and 35 of the Charter.

b. The election of members of the BOM and the BOC shall be carried out following the principal of cumulative voting. Accordingly, each shareholder has the total number of rights corresponding to his/her number of shares multiplied with the number of members of the BOM or the BOC to be elected and each shareholder shall have the rights to gather all his/her voting rights for one or several candidates.

- c. Shareholder or representative of a shareholder group participating in the election shall indicate the number of voting rights for each candidate in his/her election card.
 - d. Valid voting cards are ready-printed voting cards provided by the Corporation without being erased, scratched, amended, electing more than the number of members prescribed for the BOM or the BOC, or added with new names of persons who are not the approved candidates. The total number of voting rights for each candidate shall not exceed the total number of voting rights of each shareholder or his/her representative. Invalid election cards are those which do not satisfy requirements for the valid election cards as mentioned above.
4. The Chairman of the Meeting will nominate members of the Counting Committee to be approved by the Meeting. Members of the Counting Committee shall not exceed 3 and at least one (1) member must be the BOC member.
 5. Vote counting results shall be announced by the Chairman immediately before closing the meeting.

II/Approval of the General Shareholders' Meeting's Resolutions

Pursuant to Article 144 of the Enterprise Law 2014 and Article 22 of the current Charter of the Corporation:

1. Resolutions of the General Meeting of Shareholders on the following issues shall be passed if approved by attending shareholders or their proxies who represent at least 75% of the total voting rights:
 - a. Amendments and supplements to the Charter;
 - b. Class of shares and total number of shares of each class;
 - c. Change of business lines, or business fields;
 - d. Change of structure of organization and governance of the Corporation;
 - e. Investment project or sale of assets valued at least 35% of total assets recorded in the most recent financial statements of the Corporation;
 - f. Reorganization, dissolution of the Corporation.
2. Other resolutions of the General Meeting of Shareholders shall be passed if approved by attending shareholders or their proxies who represent at least 65% of the total voting rights, except for cases specified in clause 1 and clause 3 of this Article.
3. Elected members of the Board of Directors or the Board of Control are determined according to the number of votes counted from high to low, starting from candidate with the highest votes until reaching sufficient number of members specified in this Charter. In case there are two or more candidates having the same number of votes for the last member of the Board of Directors or the Board of Control, re-election would be conducted among the candidates with equal votes or the winner shall be selected according to criteria of the election regulations or as mentioned in this Charter.

Ha Noi, 30 March 2022
GSM ORGANISING COMMITTEE
Committee Head

Nguyen Anh Tuan