

Hanoi, April 26, 2019

**RULES FOR ELECTION
OF ADDITIONAL MEMBERS OF VPBANK'S SUPERVISORY BOARD
2015-2020 TERM**

(Presented at Annual General Meeting on April 26, 2019)

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- Pursuant to the Law on Credit Institutions No. 47/2010/QH12 dated June 16, 2010 and Law No. 117/2017/QH14 amending Law No. 47/2010/QH12;
 - Pursuant to the Law on Securities of the Socialist Republic of Vietnam and implementation guidance.
 - Pursuant to VPBank's Charter;

The election of 02 additional members of VPBank's Supervisory Board for 2015-2020 term at AGM 2019 on April 26th 2019 is conducted as follows:

I. Eligible voters

1. All VPBank's shareholders attending AGM 2019, including duly authorized representative (hereby known as Delegate) are entitled to elect members of VPBank's Supervisory Board for 2015-2020 term.
2. Absent and non-represented shareholders are not entitled to elect.

II. Standards, conditions and rights to elect members of Supervisory Board

1. Standards and conditions of VPBank's Supervisory Board membership are applied in line with the provisions in Law on Credit Institutions No. 47/2010/QH12 and Law No. 117/2017/QH14 amending Law No. 47/2010/QH12, VPBank's Charter and other related regulations.
2. The aforementioned standards and conditions were announced in the Notice No 25/2019/CV-HĐQT dated February 27, 2019.

III. Ballot form

1. The form and content of Supervisory Board Member election ballot (hereby known as Ballot):
 - Voting cards and ballots are printed and stamped by VPBank and provided directly to the delegates at the AGM;

- On each Ballot, Delegate's code, full name, number of represented voting shares and total number of ballot (calculated by cumulative voting principle) are clearly stated.
 - The lists of nominees and cumulative voting options are clearly printed on the Ballot.
 - Instructions on ballot writing and signature are well presented on the Ballot.
2. At the registration desk, each shareholder shall be given 01 Supervisory Board Ballot by Eligibility Checking Board. The shareholder shall check the information written on the Ballot and promptly inform Eligibility Checking Board of any errors to receive another correct one.

IV. Method of voting and determining total number of ballot.

The election of Supervisory Board members is conducted in the principle of cumulative voting, in which “**Total number of ballots**” owned by each Delegate is calculated by multiplying their represented shares at AGM by the number of nominees. “**Total number of ballots**” of each Delegate is printed in the ballot.

Delegates are entitled to cast all their “**Total number of ballot**” for a single nominee or divide among different nominees at their discretion. However, total number of ballots for nominees must not exceed total number of ballots owned by each Delegate.

- 02 additional members shall be elected to the Supervisory Board for the 2015-2020 term, accordingly, total number of ballots owned by each Delegate is calculated by multiplying their total owned shares by 2.

Example: Delegate A represents 1000 shares, therefore, A will have $1.000 \times 2 = 2.000$ ballots to elect the members of Supervisory Board.

Delegate A can cast 2000 ballots for a single nominee and no ballot for the rest or divide this number among nominees at their own discretion, however, total of ballots for nominees must not exceed 2000.

V. Regulations on voting

1. Guidance on filling in Ballot

- a) Delegate put down “**number of ballots**” for selected candidate(s) on the Ballot. Total “**numbers of ballots**” for selected candidate(s) do not exceed “**total number of ballots**” corresponding to each position. “**Number of ballots**” shall be written in positive integer including numbers from 0 to 9, separating groups of 3 digits with dots (.) and ending with semicolon (;) only the whole number counted, not the decimals. Numbers after the comma (.) shall be interpreted as the decimal part which is not counted as the number of ballots. Delegates do not write their votes in % (percentage).
- b) If a delegate does not vote for a candidate, he/she would fill number 0 in “**number of ballots**” box corresponding to that candidate. For a delegate, it is valid if all the “**number of ballots**” box are 0 or the total “**number of ballots**” are less than “**total number of ballots**” of a delegate. If a delegate accumulates all his votes for only one candidate, he/she just need to fill all his/her corresponding number of ballots in “**number of ballots**” box of that

candidate, and the other candidates' "**number of ballots**" boxes could be left blank (no need to fill in number 0).

- c) Delegates are not allowed to cross their unselected candidates.
- d) Delegate could mark ("x" or "√") to the "equally cumulative voting" box to equally distribute their ballots to candidates. If delegate marks "equally cumulative voting" box and fills in the number of ballots at the same time, the result shall be taken from the "number of ballots" box.
- e) In case delegate fill the wrong number of ballots or want to change the number of ballots for candidates, he/she must strike the wrong number by a horizontal line, sign beside the stroke number and refill a new number of ballots and it is invalid to erase and refill on the wrong number.
- f) After finishing filling in the number of ballots for candidates on the Ballot as per regulations, **delegate signs** and puts the ballots into the ballot box. The voting session finishes only when all the existing delegates put their ballots into the ballot box and Organizers hand over the ballots box for Vote counting committee.
- g) In case delegate/authorized individual arrives after the voting session has finished, he/she could still register as delegate and vote for rising issues after registering without being given permission to giving number of ballots to candidates. In this case, the effect of votes/ballots shall not be affected.
- h) In case delegate votes with ballot not complying stipulated form, that ballot is invalid and could not be counted in the issued ballots and in the final result.

2. **Invalid ballots:** Cases of invalid ballots:

- a) The ballots are not issued by delegate eligibility verification committee, not complying with stipulated form or not having above-mentioned content.
- b) If total "**number of ballots**" filled on the ballots for candidates exceed delegate's "total number of ballots".
- c) The "**number of ballots**" does not comply with regulations as in part IV, clause 1, point a and b, e.g. number filled in letters or percentage.
- d) The ballots are erased and edited in a way not complying with regulations in part IV, clause 1, point e of the rule.
- e) Name of the candidate is stroke or the new name is not in the list nominated and accepted by the AGM and the SBV as in regulations.
- f) Delegate does not sign on the signature part in the ballots.

VI. Methods of voting and ballot counting

1. Methods of voting:

- a) Prior to the election, the Delegate Verification Board shall read the delegate verification minutes to define the total outstanding shares owned by the delegates at the AGM to set the basis for ratio determination.

- b) After reading the delegate verification minutes, the Ballot Counting Committee shall check the ballot boxes under the witness of all delegates participating in the AGM.
- c) After fully and accurately filling in all information in the ballot, delegates shall put them into the sealed ballot boxes following the notice of ballot collection from the Ballot Counting Committee. The voting shall end as all delegates presenting at the AGM have put their ballots into the ballot boxes or under the announcement of the Chief of the Ballot Counting Committee.

2. Ballot counting principles and minutes

- a) Ballot counting procedure shall be implemented right after the end of the ballot.
- b) The voting results shall be put into ballot counting minutes with the signatures of all members of the Ballot Counting Committee and the Supervisory delegate (if any).
- c) Ballot counting minutes must be announced prior to the meeting closure.¹

VII. Requirements to be elected as members of the Supervisory Board

- 1. The elected members of the Supervisory Board shall be determined by the number of votes, starting with the one having the largest number of votes downwards until addressing enough members as per the regulation, yet the elected candidates must be casted with the number of votes equivalent to at least one voting right of participating shareholder.
In case the number of members of Supervisory Board cannot be selected as expectation as many candidates have the same votes, an election shall be held among them to select the one with more votes.
- 2. In case the number of elected candidates is in line with the number of members of Supervisory Board as per legal regulations, yet fails to meet the amount under the AGM's decision, the vacancies shall be additionally elected in next year's AGM, assuming the AGM's no objections.

VIII. Complaints on the election and ballot counting

- 1. The complaints and inquiries about the Voting Regulations shall be resolved by the Chairman or the Chief of Ballot Counting Committee and recorded into the AGM minutes.
- 3. This regulation has been read prior to VPBank's AGM held on April 26, 2019 and approved by the majority of participating delegates.

**P.P ANNUAL GENERAL MEETING
CHAIRMAN**

(signed)

NGO CHI DZUNG