



REGULATION
ON ADDITIONAL ELECTION OF MEMBERS OF THE COMPANY'S BOARD
OF DIRECTORS
AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
VIETNAM BANK FOR INDUSTRY AND TRADE SECURITIES JOINT
STOCK COMPANY

Pursuant to

- *The Law on Enterprises No. 59/2020/QH14 was approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its amendments, supplements and guiding documents on implementation*
- *The Law on Securities No. 54/2019/QH14 was approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and its amendments, supplements and guiding documents on implementation*
- *The Charter on Organization and Operation, the Internal Regulation on Corporate Governance, the Regulation on Operation of the Board of Directors of Vietnam Bank for Industry and Trade Securities Joint Stock Company ("**The Company**")*;

1. ADDITIONAL ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

The Board of Directors of Vietnam Bank for Industry and Trade Securities Joint Stock Company has been supplemented by the election of two (02) additional members, including at least one (01) independent member.

2. TERM OF ADDITIONALLY ELECTED MEMBERS OF THE BOARD OF DIRECTORS

The term of additionally elected members and independent members of the Board of Directors starts from April 24, 2025 to the end of April 9, 2029.

3. CONDITIONS FOR BECOMING A MEMBER OF THE BOARD OF DIRECTORS

Members of the Board of Directors must fully meet the following conditions and criteria:

- a. Not fall into the category of persons prescribed in the provisions of Clause 2, Article 17 of the Law on Enterprises;

- b. Have professional qualifications and experience in business administration or in the Company's business field, industry or profession and do not necessarily have to be a shareholder of the Company;
- c. The Board of Directors' member may only concurrently be a member of the Board of Directors at a maximum of five (05) other companies and may not be a member of the Board of Directors, member of the Board of Members, or General Director (Director) of another securities company;
- d. A member of the Board of Directors must not be a family member of the General Director and other managers of the Company; of the manager or person with the authority to appoint the manager of the parent company;
- e. Other criteria and conditions as prescribed by the Law on Securities, the Law on Enterprises, and relevant laws.

4. CONDITIONS FOR BECOMING AN INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS

Independent members of the Board of Directors must fully meet the following conditions and criteria:

- a. Meet the conditions and criteria for being a member of the Company's Board of Directors as stated in Section 3 of these Regulations.
- b. Not being a person currently working for the Company, its the parent company or a subsidiary of the Company; not being a person who has worked for the Company, its the parent company or a subsidiary of the Company for at least three (03) consecutive years prior to the date of being elected by the General Meeting of Shareholders as an Independent Member of the Board of Directors;
- c. Not being a person receiving salary or remuneration from the Company, except for allowances that Board of Directors members are entitled to according to regulations;
- d. Not being a person whose wife or husband, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling is a major shareholder of the Company; or is a manager of the Company or a subsidiary of the Company;
- e. Not being a person who directly or indirectly owns at least one percent (01%) of the total number of voting shares of the Company;

- f. Not a person who has been a member of the Board of Directors or the Board of Supervisors of the Company for at least five (05) consecutive years prior to the date of being elected by the General Meeting of Shareholders as an independent member of the Board of Directors, except in the case of being appointed for two (02) consecutive terms.

5. THE RIGHT TO NOMINATE AND CANDIDATE FOR THE MEMBERS OF THE BOARD OF DIRECTORS

According to the Company's Charter Organization and Operation, the right to nominate and candidate for election as a member of the Board of Directors is stipulated as follows:

- Shareholders or groups of shareholders owning ten percent (10%) or more of the total number of common shares have the right to nominate candidates for the Board of Directors.
- In case the number of candidates nominated by a shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders and this must be clearly announced before the General Meeting of Shareholders votes to elect additional members of the Board of Directors in accordance with the provisions of law.

6. APPLICATION FOR CANDIDACY, NOMINATIONS FOR THE BOARD OF DIRECTORS

Shareholders or groups of shareholders eligible to apply for candidacy/nomination and wish to apply for candidacy/nomination for a member of the Board of Directors must submit to VietinBank Securities the following documents:

- Candidacy or nomination application for Board of Directors membership (*according to the Company's form*);
- Curriculum vitae of candidate (*Original copy, with photo taken within last 6 months*);
- Candidate's ID card/Passport (*notarized or certified copy*);

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- Candidate's diplomas and certificates (*notarized copy*);
- Documents proving that the shareholder is an organization's authorized representative (*if any*) and other relevant documents.

7. PRINCIPLES FOR ADDITIONAL ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

- The election shall be conducted by cumulative voting, where each shareholder has a total number of votes equal to the total number of shares owned multiplied by the number of elected members of the Board of Directors. Shareholders have the right to allocate all or part of their total votes for one or several candidates.
- The elected members of the Board of Directors are determined by the number of votes from high to low, starting with the candidate who receives the highest number of votes until the required number of members to be elected is sufficient, including at least one (01) independent member of the Board of Directors. In case there are two (02) or more candidates receiving the same number of votes for the final member of the Board of Directors, a re-election will be held among the candidates with the same number of votes until the elected person is determined.
- Shareholders who vote for any candidate fill in the number of votes they wish to allocate to that candidate in the "Number of votes" column.
- If a shareholder does not vote for one or several candidates, they should leave the "Number of votes" column blank.
- The total number of votes for candidates of a shareholder shall not exceed the total number of votes allowed by that shareholder (equal to the number of shares multiplied (x) by the number of Board of Directors members elected).

8. REGULATIONS ON BALLOT PAPER

8.1. *Valid ballot paper:*

- Ballot Paper issued by the Organizing Committee of the AGM in the standardized format, with the seal of VietinBank Securities, must not be scraped, edited, erased, or deleted;

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- The ballot paper must be used to vote for candidates listed for the additional election of members to the Company's Board of Directors, as approved by the AGM;
- The total number of votes by shareholders for all candidates must be equal to or less than the total number of votes allocated to that shareholder.

8.2. Invalid Ballot Paper:

- Ballot Papers are not issued by the Organizing Committee of the General Meeting;
- Ballot Papers are scratched, edited, erased, or deleted;
- Ballot Papers are torn, no longer intact, or do not have enough information to serve for the vote counting;
- Ballot papers have more votes than the number of members of the Board of Directors elected, in addition to those approved by the General Meeting.
- The total number of votes by shareholders for all candidates is greater than the total number of votes for that shareholder.
- Shareholders cross out the candidate's name or add another person's name to the list;
- The number of votes is written in %.


8.3. Blank ballot:

A Ballot Paper that is not voted for any candidate. A blank ballot is still considered a valid ballot and will be counted in the vote counting result.

9. ANNOUNCEMENT OF ELECTION RESULT

- Based on the Minutes of the vote counting, the results of the additional election of members to the Company's Board of Directors will be announced by the Vote Counting Committee right at the AGM.
- This result will be recorded in the Resolution of the AGM.

10. EFFECTIVENESS

This Regulation takes effect immediately after being approved by the 2025 Annual General Meeting of Shareholders of Vietnam Bank for Industry and Trade Securities Joint Stock Company and only prevails over the additional election of members of the Company's Board of Directors at the 2025 Annual General Meeting of Shareholders held on April 24, 2025. 

**ON BEHALF OF GENERAL
MEETING OF SHAREHOLDERS
PRESIDING COMMITTEE**

