



## SAIGON BEER - ALCOHOL - BEVERAGE CORPORATION

### REGULATION ON NOMINATION, SELF-NOMINATION, AND ELECTION OF NEW BOARD MEMBERS FOR THE 2023 – 2028 TERM

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;

Pursuant to the Charter of Saigon Beer – Alcohol – Beverage Corporation (SABECO);

The 2018 – 2023 term of the Board of Directors (“**BOD**”) of SABECO is coming to an end. SABECO Annual General Meeting of Shareholders (“**AGM**”) 2023 shall conduct the election of new members of the Board of Directors for the 2023 – 2028 term.

The Regulation of nomination, self-nomination, and election of new Board members for the 2023 – 2028 term is as follows:

#### I. OBJECTIVES

This Regulation stipulates the conditions and procedures for nominating, self-nominating, and electing new Board members for the 2023 – 2028 term.

Shareholders/authorized persons, nominated and self-nominated candidates for Board members for the 2023 – 2028 term shall comply with this Regulation.

#### II. PRINCIPLES OF NOMINATION, SELF-NOMINATION FOR BOARD MEMBERS

The shareholders have the right to accumulate the number of voting rights of each shareholder to nominate candidates to the Board. A shareholder or a group of shareholders holding ten percent (10%) of the total number of voting shares shall have the right to nominate one (01) candidate; from more than ten percent (10%) to less than thirty percent (30%) to nominate up to two (02) candidates; from thirty percent (30%) to less than forty percent (40%) to nominate up to three (03) candidates; from forty percent (40%) to less than fifty percent (50%) to nominate up to four (04) candidates, from fifty percent (50%) to less than sixty percent (60%) to nominate up to five (05) candidates, from sixty percent (60%) to less than seventy percent (70%) to nominate up to six (06) candidates, from seventy percent (70%) to less than eighty percent (80%) to nominate up to seven (07) candidates; and from eighty percent (80%) and less than ninety percent (90%) to nominate up to eight (08) candidates.

Where the number of candidates for the BOD by way of standing for nomination or self-nomination is insufficient, the incumbent Board of Directors may nominate additional candidates or hold a nomination according to a procedure regulated by SABECO’s Internal Governance Regulations. The nomination procedure or the way the incumbent Board of Directors nominates candidates for the Board of Directors must be clearly announced and approved by the General Meeting of Shareholders before commencing the nomination.

#### III. NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS FOR THE 2023 – 2028 TERM, CRITERIA AND CONDITIONS OF BOARD MEMBERS

##### 1. Number of members of the Board of Directors for the 2023 – 2028 term

The number of members of the Board of Directors for the 2023 – 2028 term shall be seven (07), including at least two (02) Independent Directors and at least one third (1/3) of the total number of Board members are non-executive Directors.

##### 2. Criteria and conditions of Board members

- Board members must satisfy the Law on Enterprises No.59/2020/QH14, Article 155, Clause 1, SABECO Charter, Article 27, Clause 1, and SABECO Internal Regulation on Corporate Governance, Article 12.
- Independent Directors must satisfy the Law on Enterprises No.59/2020/QH14, Article 155, Clause 2, SABECO Charter, Article 27, Clause 1, and SABECO Internal Regulation on Corporate Governance, Article 12.



#### IV. DOCUMENTS OF NOMINATION, SELF-NOMINATION

- Official Letter on nomination, self-nomination for Board members (please refer to the form);
- Curriculum vitae (please refer to the form);
- 01 certified true copy of ID card/Passport/ERC (latest) of the nominating shareholder;
- 01 certified true copy of ID card/Passport of the nominated candidate;
- 01 certified true copy of academic qualifications and professional qualifications (if any);
- Confirmation of shares ownership of the shareholder/group of shareholders who meet the conditions for nomination.

The nominee shall be legally responsible for the accuracy and honesty of their nomination documents at AGM.

#### V. DEADLINE AND ADDRESS TO RECEIVE DOCUMENTS

The shareholder or the group of shareholders who meet the above criteria of nomination, self-nomination for members of the Board of Directors should send nomination and self-nomination documents by **April 12, 2023** to the following address:

##### **DOCUMENTS OF NOMINATION, SELF-NOMINATION FOR BOARD MEMBERS**

**Recipient: The Board Of Directors Office**

**Saigon Beer - Alcohol - Beverage Corporation**

5<sup>th</sup> Floor, Vincom Center, 72 Le Thanh Ton St, Ben Nghe Ward, District 1, HCMC

Tel.: (028) 3829 4081

#### VI. PRINCIPLES, METHOD OF ELECTION

##### **1. Principles of election**

- Comply with the law, SABECO Charter.
- Secret ballot method.
- The right to vote is calculated based on the number of shares owned or authorized. The election result is calculated based on the number of voting shares of attending shareholders.
- The Vote Counting Committee is nominated by the Chairpersons and approved by the General Meeting of Shareholders. Members of the Vote Counting Committee shall not be on the list of nominees and candidates for members of the Board of Directors.

##### **2. Method of election**

- The list of candidates is sorted alphabetically by name with their full names listed on the Electing Ballot.
- Method of election:
  - ✓ Cumulative voting method: each shareholder/authorized person has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and shareholders/authorized persons are entitled to give his/her total votes to one or a number of candidates.
  - ✓ Each shareholder/authorized person attending the AGM shall be given one Electing Ballot. The shareholder shall fill in the number of votes for each candidate they wish to elect so that the total number of votes cast shall be equal to or less than the total number of votes held by that shareholder/authorized person. In case of voting error, shareholder/authorized person may contact the AGM Organization Committee to receive the new Electing Ballot and return the old one.
- Electing Ballot will be placed in the ballot box which was sealed prior to vote counting.

##### **3. Validity of Electing Ballot**

- Valid Electing Ballot:
  - ✓ Follows the template issued by the AGM Organization Committee and stamped by the Company;
  - ✓ Printed contents are not erased nor changed except for the contents required by the AGM Organization Committee;



- ✓ Candidates' names are not crossed nor erased;
- ✓ The total number of votes cast is not greater than the total number of votes of each shareholder/authorized person;
- ✓ Signature and full name of the shareholder/authorized person shall be provided.
- Invalid Electing Ballot:
  - ✓ Does not meet one of the above criteria of a valid Electing Ballot.

**4. Record the electing results**

- Vote counting: Conducted under the supervision of at least one shareholder.
- The Vote Counting Committee shall prepare minutes of vote counting, announce the results, and together with the Chairpersons address questions and complaints of shareholders (if any).
- The counted votes will be archived in accordance with regulations and opened upon request of the General Meeting of Shareholders of SABECO.

**5. Principles for elected Board members**

- Elected Board members are determined by the number of votes received in the descending order, starting from the candidate who receives the most votes until the number of Board members is met according to SABECO Charter and ensure to meet the minimum number of independent Board member as prescribed. Independent candidates will be selected first (based on the number of votes for independent candidates from the highest to the lowest). As long as the minimum number of independent members as prescribed (i.e. 2 members) has been met, the selection of the remaining members of the Board of Directors will be based on the number of votes received from the highest to the lowest (including remaining candidates to the position of non-independent member and independent member of the Board of Directors);
- If two (02) or more candidates receive an equal number of votes for the last position of Board members, the General Meeting of Shareholders shall re-elect among these candidates in order to select the candidate with the highest number of votes.

**VII. IMPLEMENTATION**

The Regulation of nomination, self-nomination, and election of new Board members for the 2023 – 2028 term will take effect immediately after being approved by the Annual General Meeting of Shareholders 2023.



Ho Chi Minh City, April , 2023

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