

**HANOI REINSURANCE
JOINT STOCK CORPORATION**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hanoi,

2025

PROPOSAL

On the amendment and issuance of the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Directors of Hanoi Reinsurance Joint Stock Corporation

To: GENERAL MEETING OF SHAREHOLDERS

Pursuant to the Law on Enterprises No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

Pursuant to the Law on Securities No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of certain provisions of the Law on Securities;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, guiding certain corporate governance regulations applicable to public companies under Decree No. 155/2020/NĐ-CP dated December 31, 2020, issued by the Government detailing the implementation of certain provisions of the Law on Securities;

Pursuant to the draft amendments to the Charter of Hanoi Reinsurance Joint Stock Corporation, in order to align with regulatory updates, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval the draft amendments to the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Directors of Hanoi Reinsurance Corporation, as attached.

Respectfully./.

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN**

AMENDMENT TO THE INTERNAL REGULATIONS ON CORPORATE GOVERNANCE OF HANOI RE

(Attached to the Proposal on the amendment and issuance of the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Directors of Hanoi Reinsurance Joint Stock Corporation)

Article	Current Charter provisions	Proposed amendments and supplements	Reasons
Article 2. General Meeting of shareholders	2.1.2. The General Meeting of Shareholders has the following rights and obligations: j. Decide the budget or total remuneration, bonus and other benefits for the Board of Directors;	2.1.2. The General Meeting of Shareholders has the following rights and obligations: j. Decide the budget or total remuneration, <u>salary</u> , bonus and other benefits for the Board of Directors;	Supplement regulations on salaries
	2.1.3. The General Meeting of Shareholders discusses and approves the following issues: h) Decide the budget or total remuneration, bonus and other benefits for the Board of Directors;	2.1.3. The General Meeting of Shareholders discusses and approves the following issues: h) Decide the budget or total remuneration, <u>salary</u> , bonus and other benefits for the Board of Directors;	Supplement regulations on salaries
Article 3. Board of Directors	3.3. Remuneration and Other Benefits of Board of Directors members – Hanoi Re has the right to pay remuneration and bonuses to members of the Board of Directors according to business results and efficiency. – Members of the Board of Directors are entitled to work remuneration and bonuses. Remuneration for work is calculated according to the number of	3.3. Remuneration and Other Benefits of Board of Directors members – Hanoi Re has the right to pay remuneration, <u>salaries</u> and bonuses to members of the Board of Directors according to business results and efficiency. – Members of the Board of Directors are entitled to work remuneration, <u>salaries</u> and bonuses. Remuneration for work is calculated according to the number of	Supplement regulations on salaries

Article	Current Charter provisions	Proposed amendments and supplements	Reasons
	<p>working days necessary to complete the duties of the members of the Board of Directors and the daily remuneration rate. The Board of Directors estimates the remuneration for each member on the principle of consensus. The total remuneration and bonus of the Board of Directors is decided by the General Meeting of Shareholders at the annual meeting.</p> <p>...</p> <ul style="list-style-type: none"> – Members of the Board of Directors holding executive positions or members of the Board of Directors working at the committees of the Board of Directors or performing other work outside the normal scope of duties of a member. The Board of Directors may be paid additional remuneration in the form of a one-time lump-sum remuneration, salary, commission, percentage of profit or in another form as decided by the Board of Directors. <p>...</p>	<p>working days necessary to complete the duties of the members of the Board of Directors and the daily remuneration rate. The Board of Directors estimates the remuneration, <u>salary</u> for each member on the principle of consensus. The total remuneration, <u>salary</u> and bonus of the Board of Directors is decided by the General Meeting of Shareholders at the annual meeting.</p> <p>...</p> <ul style="list-style-type: none"> – Members of the Board of Directors holding executive positions or members of the Board of Directors working at the committees of the Board of Directors or performing other work outside the normal scope of duties of a member. The Board of Directors may be paid additional <u>salary</u> and remuneration in the form of a one-time lump-sum remuneration, salary, commission, percentage of profit or in another form as decided by the Board of Directors. <p>...</p>	
	<p>3.5.3. Activities of the Audit Committee</p> <ul style="list-style-type: none"> – The independent Board member in the Audit Committee is responsible for 	<p>3.5.3. Activities of the Audit Committee</p> <ul style="list-style-type: none"> – The independent Board member in the Audit Committee is responsible for 	Supplement regulations on salaries

Article	Current Charter provisions	Proposed amendments and supplements	Reasons
	<p>reporting on its activities at the Annual General Meeting of Shareholders. The activity report of the independent Board member in the Audit Committee at the Annual General Meeting of Shareholders must include the following contents:</p> <p>a. Remuneration, operating expenses, and other benefits of the Audit Committee and each of its members as stipulated in the Law on Enterprises;</p>	<p>reporting on its activities at the Annual General Meeting of Shareholders. The activity report of the independent Board member in the Audit Committee at the Annual General Meeting of Shareholders must include the following contents:</p> <p>a. Remuneration, <u>salary</u>, operating expenses, and other benefits of the Audit Committee and each of its members as stipulated in the Law on Enterprises;</p>	
Article 5. Other activities	<p>5.1.5. Review of the Implementation of Resolutions and other <u>authorized</u> matters of the Board of Directors for the Chief Executive Officer:</p> <p>At the quarterly regular meetings of the Board of Directors, the Chief Executive Officer reports to the Board on the review of the implementation of the resolutions issued by the Board of Directors</p>	<p>5.1.5. Review of the Implementation of Resolutions and other <u>delegated</u> matters of the Board of Directors for the Chief Executive Office:</p> <p>At the quarterly regular meetings of the Board of Directors, the Chief Executive Officer reports to the Board on the review of the implementation of the resolutions issued by the Board of Directors</p>	Revised to align with the functions of the BOD

AMENDMENT TO THE OPERATING REGULATIONS OF THE BOARD OF DIRECTORS OF HANOI RE

*(Attached to the Proposal on the amendment and issuance of the Internal Regulations on Corporate Governance
and the Operating Regulations of the Board of Directors of Hanoi Reinsurance Joint Stock Corporation)*

Article	Current provisions	Proposed amendments	Reasons
Article 19: Remuneration, <u>salary</u>, bonus and other benefits of members of the Board of Directors	<p>19.1. The company has the right to pay remuneration and bonuses to members of the Board of Directors according to business results and efficiency.</p> <p>19.2. Members of the Board of Directors are entitled to work remuneration and bonuses. Remuneration for work is calculated according to the number of working days necessary to complete the duties of the members of the Board of Directors and the daily remuneration rate. The Board of Directors estimates the remuneration for each member on the principle of consensus. The total remuneration and bonus of the Board of Directors is decided by the General Meeting of Shareholders at the annual meeting.</p> <p>...</p> <p>19.4. Members of the Board of Directors holding executive positions or members of the Board of Directors working at the committees of the Board of Directors or</p>	<p>19.1. The company has the right to pay remuneration, <u>salaries</u> and bonuses to members of the Board of Directors according to business results and efficiency.</p> <p>19.2. Members of the Board of Directors are entitled to work remuneration, <u>salaries</u> and bonuses. Remuneration for work is calculated according to the number of working days necessary to complete the duties of the members of the Board of Directors and the daily remuneration rate. The Board of Directors estimates the remuneration, <u>salary</u> for each member on the principle of consensus. The total remuneration, <u>salary</u> and bonus of the Board of Directors is decided by the General Meeting of Shareholders at the annual meeting.</p> <p>...</p> <p>19.4. Members of the Board of Directors holding executive positions or members of the Board of Directors working at the committees of the Board of Directors or</p>	Supplement regulations on salaries

Article	Current provisions	Proposed amendments	Reasons
	performing other work outside the normal scope of duties of a member. The Board of Directors may be paid additional remuneration in the form of a one-time lump-sum remuneration, salary, commission, percentage of profit or in another form as decided by the Board of Directors.	performing other work outside the normal scope of duties of a member. The Board of Directors may be paid additional <u>salary</u> and remuneration in the form of a one-time lump-sum remuneration, salary , commission, percentage of profit or in another form as decided by the Board of Directors.	