



VOTING PROCEDURES FOR EUROCHAM ANNUAL GENERAL MEETING (AGM) 2012

Wednesday, 7th March 2012

I. General Procedures:

The **EuroCham Annual General Meeting 2012 (AGM)** will be held simultaneously in Ho Chi Minh City and Hanoi via video-conference. All Ordinary Members will cast votes for all nominees regardless of the city in which nominees are based.

All presented nominees will be entitled to speak for a maximum of two minutes at the AGM. The statements of nominees who attend the AGM in Ho Chi Minh City will be read out to the AGM in Hanoi and vice-versa.

As per the Executive Committee's decision of 19th January 2006, one member participating in a voting procedure can hold a maximum of ten proxies, not including his/her own vote. Voting forms showing all nominees will be given to Ordinary Members at the AGM.

Each Voter will be allowed to vote not more nominated Committee members than the maximum permitted Committee members as per the Statutes.

Votes collected in Ho Chi Minh City and Hanoi will be counted together on the following basis:

1. The election of the nominees will follow the vote defined in the Statutes, which says the number of Executive Committee Members to be elected will be up to a maximum of 16¹, including the Members nominated by the affiliated Business Associations. The nominees with the most votes will be elected to the Executive Committee subject to (2) and (3).
2. If there are more than four nominees from the same EU Member State, then the four nominees from that same EU Member State with the highest numbers of votes will be elected and the other nominees from that same EU Member State will not be elected. In the event of a tie between the nominees who can be elected, then all Ordinary Members will vote again for the tying nominees only and the nominee with the highest numbers of re-votes will be elected and the other nominee(s) will not be elected.
3. If, after the procedures set out at (1) and (2), there are less than two nominees based in Hanoi who are elected, then the nominee(s) based in Hanoi who has/have the next highest number of votes will be elected in place of the nominee(s) from Ho Chi Minh City who has/have the lowest number of votes. This procedure will be applied mutatis mutandis in the event that there are less than two nominees based in HCMC who are elected.

¹ The EuroCham Executive Committee according to the existing Statutes consists of sixteen (16) Committee Members, of which five (5) nominations by Business Associations (CCIFV, Beluxcham, DBAV, GBA and ICham) and eleven (11) elected Members.

II. Procedures for election of Executive Committee Members according to the current EuroCham's Statutes as per Wednesday, 22nd February 2012:

1. Persons who are eligible for election as Executive Committee Members must be proposed and seconded by Ordinary Members and must consent in writing to such nomination. Election of Executive Committee Members shall take place in accordance with the voting procedures set out in the EUROPEAN CHAMBER OF COMMERCE Rules provided that no more than four (4) nationals from any one country may be elected or nominated to the Executive Committee at any one time and provided that at least seven (7) Executive Committee Members are nationals from EU Member States.
2. EU business associations ("EU Bas") with more than 30 members that have entered into an affiliation agreement with the EUROPEAN CHAMBER OF COMMERCE shall be entitled to nominate one of their members to be an Executive Committee Member. Such EU BAs shall notify the Executive Committee of the identity of the individual they have nominated to be an Executive Committee Member at least 30 days prior to the Annual EUROPEAN CHAMBER OF COMMERCE Meeting. The Executive Committee shall have a right of veto over the person nominated. In the event that the right of veto is exercised, then the EU BA shall notify the Executive Committee of an alternative nominee within 14 days of having been advised that the previous nominee has been rejected.
3. Executive Committee Members shall be elected once (1) each calendar year at the Annual EUROPEAN CHAMBER OF COMMERCE for a term of office commencing on the date of his/her election and, subject to Article 9.7, terminating on the date of the next Annual EUROPEAN CHAMBER OF COMMERCE Meeting at which new elections take place, and may be re-elected for subsequent terms.

The above procedures have been set by the Executive Committee so that the voting complies with the EuroCham Statutes and for the 2012 AGM election only.