**MTB: Annual Corporate Governance Report 2023**

On January 15, 2024, Thai Binh Environment And Urban Projects Joint Stock Company announced Report No. 07/BC-MTB on the Corporate Governance in 2023 as follows:

* Name of Company: Thai Binh Environment And Urban Projects Joint Stock Company
* Head office address: No. 109E Ly Bon Street, Phu Xuan Commune, Thai Binh City, Thai Binh Province
* Tel: (0227).3646 257 Fax: (0227).3647 370
* Charter capital: VND 62,782,590,000
* Securities code: MTB
* Exchange: UPCOM.
* Corporate governance model: The General Meeting, Board of Directors, Supervisory Board and Executive Board
* Internal audit: Unimplemented.
1. Activities of the General Meeting:

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| No. | General Mandate No. | Date | Content |
| 1 | Annual General Mandate 2023 No. 01/2023/ NQ-DHDCD-MTB | April 18, 2023 | 1. Approve the Report on activities of the Board of Directors in 2022 and the orientation for 2023;
2. Approve the Report on production and business results in 2022 and the implementation of the orientation in 2023;
3. Approve the Report on activities of the Supervisory Board on the financial status in 2022;
4. Approve the Financial Statement 2022;
5. Approve the profit distribution plan in 2022 and the plan for 2023;
6. Approve the remuneration settlement for the Board of Directors and the Supervisory Board in 2022 and the remuneration settlement plan for 2023;
7. Approve the authorization for the Board of Directors to select an audit company for the Financial Statements 2023;
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1. Activities of the Board of Directors:
2. Information about members of the Board of Directors:

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| No. | Member of the Board of Directors | Position | Date of appointment as member of the Board of Directors | Qualification | Note |
| 1 | Hoang Anh Duong | Chair of the Board of Directors | May 2022 | Environmental Engineer | Appointed as Chair of the Board of Directors according to Decision No. 16/QD-HDQT dated June 01, 2023. |
| 2  | Trinh Duy Hien | Member of the Board of Directors-cum-Managing Director | February 2015 | Bachelor in Economics | Appointed as Manager according to Decision No. 18/QD-HDQT dated June 01, 2023. |
| 3 | Tran Xuan Huyen | Member of Board of Directors-cum- Deputy Managing Director | February 2015 | Construction Engineer |  |
| 4 | Pham Minh Tuan | Member of Board of Directors-cum-Chief Accountant | February 2015 | Bachelor in Economics |  |
| 5 | Nguyen Thi Lan  | Independent member of the Board of Directors | May 2017 | Bachelor in Economics | Dismissed from Chair of the Board of Directors according to Decision No. 08/QD-HDQT dated May 31, 2023  |
| 6 | Vu Dinh Hanh | Independent member of the Board of Directors | February 2015 | Bachelor in Economics | Dismissed from Manager according to Decision No. 09/QD-HDQT dated May 31, 2023. |

1. Board Resolutions/Decisions:

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| No. | Board Resolution/Decision | Date | Contents |
| 1 | Board Resolution No. 01/2023/NQ-HDQT  | May 31, 2023 | * Approve dismissing Ms. Nguyen Thi Lan from the position of the Company’s Chair of the Board of Directors to retire according to regulations from June 01, 2023
* Approve dismissing the position of Manager of the Company and terminate the contract with Mr. Vu Dinh Hanh from June 01, 2023
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| 2  | Board Resolution No. 02/2023/NQ-HDQT  | June 06, 2023 | * Approve transferring Mr. Nguyen Ngoc Toan - Manager of the waste treatment plant to work at the Organization - Administration Department and appointing the position of Head of the Organization - Administration Department.
* Approve transferring Mr. Nguyen Van Tuan - Accountant of the waste treatment plant to work as a staff of the Organization - Administration Department.
* Approve assigning Mr. Tran Thanh Nam - Deputy Manager of the waste treatment plant to be temporarily in charge of the waste treatment plant until the completion of the personnel.
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| 3 | Board Resolution No. 03/2023/NQ-HDQT  | June 07, 2023 | Dismiss the title of Person in charge of corporate governance for the term of 2020 - 2025 for Mr. Trinh Duy Hien - Member of the Board of Directors-cum-Manager of the Company due to receiving new work assignments. |
|  |  |  | Appoint Mr. Nguyen Ngoc Toan - Head of Organization - Administration Department to hold the position of Person in charge of corporate governance-cum-Secretariat of Thai Binh Environment And Urban Projects Joint Stock Company for the term of 2020 - 2025.  |
| 4 | Board Resolution No. 04/2023/NQ-HDQT  | July 07, 2023 | 1. Approve developing a plan to embellish and design the landscape of the Company’s headquarters;
2. Approve a project to establish the Urban Greenery Enterprise;
3. Approve establishing a Mechanical - Service Team of the Company;
4. Approve transferring Mr. Tran Van Quyen - Deputy Manager of the waste treatment plant to work at the Mechanical - Service Team and appointing as the Team Leader of the Mechanical - Service Team;
5. Approve transferring Mr. Hoang Xuan Khanh - Staff of the Business - Service Department to work as the Staff of the Planning - Technical Department. Transfer Ms. Nguyen Huyen Trang - Staff of the Business - Service Department to work as the Staff of the Planning - Technical Department;
6. Approve organizing for the staff, workers and employees to visit and take summer vacation in 2023;
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| 5 | Board Resolution No. 05/NQ- HDQT  | October 06,2023 | 1. Approve and organize production tasks of Q4/2023;
2. Approve and organize sand improvement and grave construction service in 2023-2024;
3. Approve establishing a Mechanical - Service Team, transferring Mr. Tran Van Quyen - Deputy Manager of the waste treatment plant to work at the Mechanical - Service Team and appointing as the Team Leader of the Mechanical - Service Team;
4. Approve appointing the title of Deputy Head of Business - Service Department for Mr. Vu Manh Duy;
5. Approve transferring the surplus manpower of the Transport Mechanization Team;
6. Approve the policy of liquidating depreciated and expired assets;
7. Approve organizing for the Company’s staff the exchange and experiential learning in provinces: Nghe An, Phu Tho, Lao Cai and the Northern provinces.
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| 6 | Decision No. 01/2023/QD-HDQT | January 19, 2023 | On the rewards for members of the Board of Directors and the Supervisory Board |
| 7  | Decision No. 02/2023/QD-HDQT | January 19, 2023 | On the recognition of the results of salary level review results for employees in 2022 |
| 8  | Decision No. 03/2023/QD-HDQT | January 19, 2023 | On the establishment of the Organizing Committee for the Meeting |
| 9 | Decision No. 04/2023/QD-HDQT | January 19, 2023 | On the establishment of the Shareholder's Eligibility Verification Committee  |
| 10 | Decision No. 05/2023/QD-HDQT | April 12, 2023 | On the payment for shareholders attending the Annual General Meeting 2023 |
| 11 | Decision No. 06/2023/QD-HDQT | May 15, 2023 | On the dividend payment in 2022 |
| 12 | Decision No. 07/2023/QD-HDQT | May 10, 2023 | On the establishment of a delegation to investigate occupational accidents |
| 13 | Decision No. 08/2023/QD-HDQT | May 31, 2023 | On the dismissal of Chair of the Company Board of Directors  |
| 14 | Decision No. 09/2023/QD-HDQT | September 31, 2023 | On the dismissal of the Company’s Managing Director |
| 15 | Decision No. 10/2023/QD-HDQT | June 01, 2023 | On the change of the Company’s Legal Representative |
| 16 | Decision No. 16/2023/QD-HDQT | June 01, 2023 | On the appointment of the Company’s Chair of the Board of Directors |
| 17 | Decision No. 18/2023/QD-HDQT | June 01, 2023 | On the appointment of the Company’s Manager |
| 18 | Decision No. 19/2023/QD-HDQT | June 07, 2023 | On the dismissal of the Person in charge of corporate governance |
| 19 | Decision No. 20/2023/QD-HDQT | June 09, 2023 | On the appointment of the Person in charge of corporate governance |
| 20 | Decision No. 21/QD-HDQT | June 30, 2023 | On the establishment of a Steering Committee for Flood and Storm Prevention |
| 21 | Decision No. 22/2023/QD-HDQT | June 30, 2023 | On the establishment of a Emulation and Reward Council |
| 22 | Decision No. 23/2023/QD-HDQT | June 30, 2023 | On the establishment of a Company Wage Council |
| 23 | Decision No. 24/2023/QD-HDQT | July 07, 2026 | Promulgate the task assignment to members of the Board of Directors |
| 24 | Decision No. 25/2023/QD-HDQT | July 07, 2023 | Promulgate the organization of operations and the task assignment to members of the Board of Directors |
| 25 | Decision No. 26/2023/QD-HDQT | August 04, 2023 | On the promulgation of the Operational Regulation, task assignment for the Executive Board, and relations between the Board of Directors and Executive Board |
| 26 | Decision No. 27/2023/QD-HDQT | August 04, 2023 | Promulgate the Regulations on internal spending  |
| 27 | Decision No. 28/2023/QD-HDQT | August 04, 2023 | Promulgate the Regulations on financial management |
| 28 | Decision No. 29/2023/QD-HDQT | October 06, 2023 | On the sending of staff for the exchange and experiential learning at Nghe An Urban Environment Joint Stock Company |
| 29 | Decision No. 30/2023/QD-HDQT | October 23, 2023 | On the sending of staff for the exchange and experiential learning at Phu Tho Province and Lao Cai Urban Environment Joint Stock Company |
| 30 | Decision No. 31/2023/QD-HDQT | October 25, 2023 | On the establishment of a Mechanical - Service Team |
| 31 | Decision No. 31/2023/QD-HDQT | November 16, 2023 | On the sending of staff to attend the conference on urban environment and industrial zones in the Northern region |

1. Supervisory Board

1. Information about the members of the Supervisory Board:

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment as member of the Supervisory Board | Qualification |
| 1 | Do Thi Thuy | Chief of the Supervisory Board | February 2015 | Bachelor in Economics |
| 2  | Dinh Thi Duc Hanh | Controller | April 2017 | Bachelor in Economics |
| 4 | Nham Thi Hong Hanh | Controller | June 2020 | Bachelor in Economics |

1. Executive Board

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| --- | --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Position | Qualification | Date of appointment of members of the Executive Board | Note |
| 1 | Trinh Duy Hien | Managing Director | Bachelor in Economics | June 2023 | Appointed under Decision No. 18/QD-HDQT dated June 01, 2023 |
| 2  | Tran Xuan Huyen | Deputy Managing Director | Construction Engineer | June 2020 |  |

1. Chief Accountant

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| --- | --- | --- | --- |
| Full name | Position | Qualification | Appointment date |
| Pham Minh Tuan | Chief Accountant | Bachelor in Economics | June 2020 |

1. Training on corporate governance
2. List of related persons of the public company and transactions between related persons of the Company and the Company itself:
3. Transactions between the Company and related persons of the Company; or between the Company and major shareholders, PDMR, or related persons of PDMR: None.
4. Transactions between the Company’s PDMR, related persons of PDMR and subsidiaries, companies controlled by the Company: None.
5. Transactions between the Company and other entities: None.
	1. Transactions between the Company and companies that members of the Board of Directors, members of the Supervisory Board, Executive Manager and other managers have been founding members or members of the Board of Directors or Executive Manager for the past three years (at the date of reporting): None.
	2. Transactions between the Company and companies that related persons of members of the Board of Directors, the Supervisory Board, Executive Manager or other managers who are members of the Board of Directors or Executive Manager: None.
	3. Other transactions of the Company (if any) that can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, Executive Manager and other managers: None.
6. Share transactions of PDMR and related persons of PDMR:
7. Company’s share transactions of PDMR and related persons. None
8. Other significant issues: None