**BLT: Annual Corporate Governance Report 2023**

On January 18, 2024, Binh Dinh Food Joint Stock Company announced Report No. 01/BC-HDQT on the corporate governance situation in 2023, as follows:

* Name of Company: Binh Dinh Food Joint Stock Company
* Charter capital: VND 40,000,000,000
* Address: No. 557-559 Tran Hung Dao, Quy Nhon City, Binh Dinh Province
* Tel: 0256-3822664
* E-mail: [vuong@bidifood.vn](mailto:vuong@bidifood.vn)
* Securities code: BLT
* Corporate governance model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the General Manager
* Internal audit execution:

1. Activities of the General Meeting of Shareholders:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 01 | 01/NQ-DHDCD | April 20, 2023 | Annual General Mandate 2023 |
| 02 | 02/NQ-DHDCD | November 06, 2023 | Extraordinary General Mandate 2023 |

1. The Board of Directors
2. Information about members of the Board of Directors:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (independent member/non-executive member of the Board of Directors) | Date of appointment/dismissal as members/independent members of the Board of Directors | |
| Appointment date | Dismissal date |
| 01 | Mr. Le Phat Tai | Chair of the Board of Directors | April 20, 2023 |  |
| 02 | Mr. Pham Van Nam | Vice Chair of the Board of Directors | April 20, 2023 |  |
| 03 | Mr. Tran Quang Vinh | Member of the Board of Directors | April 20, 2023 |  |
| 04 | Ms. Nguyen Thi Thanh Thuy | Member of the Board of Directors | April 20, 2023 |  |
| 05 | Mr. Tran Anh Vuong | Member of the Board of Directors | April 20, 2023 |  |
| 06 | Mr. Nguyen Trong Tai | Member of the Board of Directors | April 28, 2022 | April 20, 2023 |

1. Board Resolutions/Board Decisions:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Document No. | Date | Content |
| 1 | 01/BC-HDQT | January 09, 2023 | Annual Corporate Governance Report 2023. |
| 2 | 02/QD/HDQT | February 27, 2023 | Decision to appoint Deputy General Manager of Binh Dinh Food Joint Stock Company |
| 3 | 03/TTr-HDQT | March 09, 2023 | Proposal on approving a number of contents under authorities of the General Meeting of Shareholders 2023 |
| 4 | 04/TTr-HDQT | March 20, 2023 | Proposal on the dismissal at the end of the term for the Board of Directors and Supervisory Board for the term of 2018-2022 and the election of the Board of Directors and Supervisory Board for the term of 2023-2027 |
| 5 | 05/QC-HDQT | March 20, 2023 | Regulations on the election of members of the Board of Directors and the Supervisory Board for the term of 2023-2027 |
| 6 | 06/QC-HDQT | March 20, 2023 | Operational and voting regulation at the Annual General Meeting of Shareholders 2023. |
| 7 | 07/NQ-HDQT | April 20, 2023 | Resolution on election of the Chair of the Board of Directors of Binh Dinh Food Joint Stock Company for the term of 2023 - 2027 |
| 8 | 08/NQ-HDQT | April 20, 2023 | Resolution on election of the Standing Vice Chair of the Board of Directors of Binh Dinh Food Joint Stock Company for the term of 2023 - 2027 |
| 9 | 09/NQ-HDQT | May 01, 2023 | Resolution on taking a loan capital and using assets as a guarantee at BIDV Binh Dinh Branch |
| 10 | 10/QD-HDQT | June 13, 2023 | Decision on the Dividend payment in cash in 2022 |
| 11 | 11/NQ-HDQT | September 06, 2023 | Collection of shareholders' opinion via a ballot |
| 12 | 12/NQ-HDQT | September 12, 2023 | On the adjustment of the date for recording the list of shareholders of Binh Dinh Food Joint Stock Company |
| 13 | 13/NQ-HDQT | October 10, 2023 | Resolution on taking a loan capital at the Joint Stock Commercial Bank for Foreign Trade of Vietnam - Binh Dinh Branch |
| 14 | 14/TTr-HDQT | October 07, 2023 | Proposal on stopping dividend payment for the remaining dividends specified in Article 8 of Annual General Mandate 2023 No. 01/NQDHDCD |
| 15 | 15/YK-HDQT | October 07, 2023 | Ballot for Collecting shareholders' opinions |
| 16 | 16/QD-HDQT | November 01, 2023 | Decision on the appointment of Deputy General Manager of Binh Dinh Food Joint Stock Company |

1. The Supervisory Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Tran Thi Thu Nguyet | Chief | Appointed on April 20, 2023 | Bachelor |
| 2 | Nguyen Le Bao Anh | Supervisor | Appointed on April 20, 2023 | Bachelor |
| 3 | Nguyen Thi Cam Nhung | Supervisor | Appointed on April 20, 2023 | Bachelor |
| 4 | Mr. Tran Anh Vuong | Supervisor | Resigned on March 01, 2023 | Bachelor |
| 5 | Mr. Nguyen Ngoc Thai | Supervisor | Dismissal date April 20, 2023 | Bachelor |

1. The Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Pham Van Nam, General Manager | 1959 | Intermediate | Appointed on May 02, 2018 |
| 2 | Mr. Nguyen Phan Quang, Deputy General Manager | 1967 | Bachelor | Appointed on May 02, 2018 |
| 3 | Mr. Tran Anh Vuong, Deputy General Manager | 1980 | Bachelor | Appointed on April 20, 2023 |
| 4 | Vo Hoang Yen - Deputy General Manager | 1969 | Bachelor | Appointed November 01, 2023 |

1. Training on corporate governance:
2. List of affiliated persons of the public Company and transactions between the affiliated persons of the Company with the Company itself
3. Transactions between the Company and affiliated persons of the Company, or between the Company and major shareholders, PDMR, or affiliated persons of PDMR
4. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries, companies controlled by the Company
5. Transactions between the Company and other entities:
6. Transactions between the Company and the companies where members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers have been founding members or members of the Board of Directors, the Executive General Manager for the past three (03) years (as at the time of reporting)
7. Transactions between the Company and companies where the affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers are members of the Board of Directors, the Executive Manager (General Manager).
8. 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, and the Manager (General Manager) and other managers
9. Share transactions of PDMR and affiliated persons of PDMR
10. Company’s share transaction of PDMR and affiliated persons.

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Number of shares owned at the beginning of the period (April 11, 2023) | | Number of shares owned at the end of the period (November 29, 2023) | | Reasons for increase or decrease (buy, sell, convert, reward,...) |
| Number of shares | Rate | Number of shares | Rate |
| 1 | Duong Van Ky Thinh | Brother-in-law of Mr. Tran Anh Vuong - Deputy General Manager | 19,200 | 0.48 | 0 |  | Sell |
| 2 | Vo Hoang Yen | Deputy General Manager | 44,700 | 1.11 | 26,600 | 0.66 | Sell |
| 3 | Vo Thi Lan Anh | Sister of Ms. Vo Hoang Yen - Deputy General Manager | 6,900 | 0.17 | 0 |  | Sell |
| 4 | Tran Thi Thu Nguyet | Chief of the Supervisory Board | 11,960 | 0.3 | 9,560 | 0.24 | Sell |
| 5 | Tran Thi Kim Ngoc | Sister of Ms. Tran Thi Thu Nguyet | 13,520 | 0.33 | 10,320 | 0.25 | Sell |
| 6 | Pham Van Thanh | Brother-in-law of Ms. Tran Thi Thu Nguyet | 25,520 | 0.64 | 25,320 | 0.63 | Sell |
| 7 | Tran Van Dung | Brother of Ms. Tran Thi Thu Nguyet | 2,000 | 0.05 | 0 |  | Sell |
| 8 | Tran Thi Nguyet Mai | Sister of Ms. Tran Thi Thu Nguyet | 4,500 | 0.11 | 2,500 | 0.06 | Sell |

1. Other significant issues: