**BMV: Annual Corporate Governance Report 2023**

On January 17, 2024, Vinafood 1 Flour Joint Stock Company announced Report No. 25/VNF1FLOUR-HDQT on the corporate governance in 2023 as follows:

* Name of listed company: Vinafood 1 Flour Joint Stock Company.
* Head office address: No. 94 Luong Yen, Bach Dang Ward, Hai Ba Trung District, Hanoi
* Tel: 84.2462782448 Fax: Email:
* Charter capital: VND 242,000,000,000
* Securities code: BMV
1. Activities of the General Meeting of Shareholders:

Information about meetings and General Mandates/Decisions of the General Meeting of Shareholders (including General Mandates approved by collecting opinions via a ballot):

The Annual General Meeting of Shareholders 2023 was held on April 28, 2023 and approved the following General Mandates:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Contents |
| 1 | General Mandate | April 28, 2023 | Annual General Meeting of Shareholders 2023 |

1. The Board of Directors (Report of 2023):
2. Information about members of the Board of Directors:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member of the Board of Directors | Number of Board of Directors Meetings attended | Attendance rate | Reason for absence |
| 1 | Mr. Pham Van Son | Chair |  | 7/7 | 100% |  |
| 2 | Mr. Phung Thanh Long | Member |  | 7/7 | 100% |  |
| 3 | Mr. Luu Anh Tuan | Member | April 28 | 2/7 | 29% | Dismissed from the position of member of the Board of Directors |
| 4 | Ms. Le Thi Thuyen | Member | April 28 | 5/7 | 71% | Appointed as member of the Board of Directors |

1. Board Resolutions/Board Decisions (Report of 2023):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Contents |
| 1 | 01/QD-VNF1FLOUR-HDQT | January 03, 2023 | Decision on dismissal of staff |
| 2 | 14/NQ-VNF1FLOUR-HDQT | February 10, 2023 | Resolution on approving the line of credit between Joint Stock Commercial Bank for Foreign Trade of Viet Nam - South Hanoi Branch |
| 3 | 15/NQ-VNF1FLOUR-HDQT | February 14, 2023 | Resolution on implementing the meeting minutes of the Board of Directors on February 14, 2023 |
| 4 | 16/NQ-VNF1FLOUR-HDQT | February 15, 2023 | Resolution on implementing the organization of the Annual General Meeting of Shareholders 2023  |
| 5 | 25/NQ-VNF1FLOUR-HDQT | March 01, 2023 | Resolution on signing the principle contract with Acecook Vietnam Joint Stock Company |
| 6 | 27/QD-VNF1FLOUR-TCHC | March 04, 2023 | Decision on assigning staff to attend overseas workshop |
| 7 | 33/NQ-VNF1FLOUR-HDQT | March 29, 2023 | Resolution on approving the investment project for Finished Noodle Powder Mixing System |
| 8 | 34/QD-VNF1FLOUR-HDQT | March 29, 2023 | Decision on approving the investment project for Finished Flour Powder Mixing System |
| 9 | 42/NQ-VNF1FLOUR-HDQT | April 28, 2023 | Annual General Mandate 2023 |
| 10 | 43/QD-VNF1FLOUR-HDQT | April 28, 2023 | Decision on dismissal of Member of the Board of Directors |
| 11 | 44/QD-VNF1FLOUR-HDQT | April 28, 2023 | Decision on dismissal of Member of the Supervisory Board |
| 12 | 45/QD-VNP1FLOUR-HDQT | April 28, 2023 | Decision on appointment of Member of the Board of Directors |
| 13 | 46/QD-VNF1FLOUR-HDQT | April 28, 2023 | Decision on appointment of Member of the Supervisory Board |
| 14 | 54/NQ-VNP1FLOUR-HDQT | May 19, 2023 | Resolution on implementing meeting minutes on May 19, 2023 |
| 15 | 55/NQ-VNF1FLOUR-HDQT | May 19, 2023 | Resolution on approving the limit between the Company and Joint Stock Commercial Bank for Investment and Development of Vietnam - Tay Ho Branch |
| 16 | 56/QD-VNF1FLOUR-HDQT | May 19, 2023 | Decision on assigning tasks to the members of the Board of Directors |
| 17 | 65/NQ-VNP1FTOUR-HDQT | June 20, 2023 | Resolution on approving the selection of an audit company to review the Interim Financial Statements 2023 |
| 18 | 86/NQ-VNF1FLOUR-HDQT | August 01, 2023 | Resolution on signing purchase and sale contract with Khai Minh KMG Joint Stock Company |
| 19 | 103/NQ-VNF1FLOUR-HDQT | October 09, 2023 | Resolution on approving the line of credit between the Company and Vietnam Joint Stock Commercial Bank for Industry and Trade - Ba Dinh Branch |
| 20 | 105/NQ-VNT1FLOUR-HDQT | October 12, 2023 | Resolution on approving the record date for exercising the rights to receive dividend payment in cash according to the profit distribution plan of the Annual General Mandate 2023 of Vinafood 1 Flour Joint Stock Company |
| 21 | 115/NQ-VNF1FLOUR-HDQT | November 10, 2023 | Resolution on implementing the Meeting Minutes of the Board of Directors of the Company dated November 10, 2023 |
| 22 | 117/QD-VNF1FLOUR-HDQT | November 15, 2023 | Decision on the appointment of management personnel of Vinafood 1 Flour Joint Stock Company |
| 23 | 136/NQ-VNF1FLOUR-HDQT | December 27, 2023 | Resolution on signing the Principle Contract with customers |

1. The Supervisory Board (Report of 2023):
	* + 1. Information about the members of the Supervisory Board:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No.  | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Number of meetings which the Supervisory Board has attended | Attendance rate | Reason for absence |
| 1 | Nguyen Thi Hieu | Chief |  | 06/06 | 100% |  |
| 2 | Bui Thi Thu Huong | Member |  | 03/06 | 50% | Go on a business trip |
| 3 | Nguyen Thi Thu Hoan | Member | April 28 | 03/06 | 50% | Go on a business trip |
| 4 | Le Thi Thuyen | Member | April 28 |  |  |  |

1. Training on corporate governance
2. List of affiliated persons of listed companies as prescribed in Clause 34, Article 6 of the Securities Law (Report of 2023) and transactions of 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 and affiliated persons of PDMR
4. Transactions between PDMR of the listed company, affiliated persons of PDMR and subsidiaries, and companies controlled by the listed 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 Executive Manager (General Manager) have been founding members or members of the Board of Directors, the Executive Manager (General Manager) for the past three (03) years (calculated at the time of reporting).
7. Transactions between the Company and the companies where affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Executive Manager are members of the Board of Directors, the Executive Manager.
8. Other transactions of the Company (if any) which can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the Executive Manager.
9. Share transactions of PDMR and affiliated persons of PDMR (report 6 months/year).
10. Transactions of PDMR and persons related to the shares of the Listed Company
11. Other significant issues: