**ND2: Annual Corporate Governance Report 2023**

On January 20, 2024, Northern Electricity Development and Investment Joint Stock Company No. 2 announced Report No. 10/2024/BC-HDQT on the corporate governance 2023 as follows:

* Name of public company: Northern Electricity Development and Investment Joint Stock Company No. 2
* Head office address: San Bang Village, Ban Vuoc Commune, Bat Xat District, Lao Cai Province, Vietnam

Phone number: 0214 3868 928 Fax: 0214 3868 928

Website: nedi2.com.vn Email: [nedi2.hn@nedi2.com.vn](mailto:nedi2.hn@nedi2.com.vn)

* Charter capital: VND 500,000,000,000
* Securities code: ND2

I. Activities of the General Meeting of Shareholders

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| --- | --- | --- | --- |
| No. | General Mandate/ Decision No. | Date | Content |
| 1 | Annual General Mandate 2023 | April 10, 2023 | Annual General Mandate 2023 |

1. The Board of Directors (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 | |
| Appointment date | Dismissal date |
| 1 | Duong Van Mau | Chair of the Board of Directors | March 26, 2021 |  |
| 2 | Vu Manh Hung | Member | March 26, 2021 |  |
| 3 | Vu Duc Thinh | Member | March 26, 2021 |  |
| 4 | Kastsuhito Miyajima | Member | December 18, 2020 |  |
| 5 | Yusuke Takahashi | Member | December 18, 2020 |  |

1. Board Resolutions/Decisions (Report 2023):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Decision No. | Date | Content |
| 1 | No. 57/2023/QD-HDQT | February 6, 2023 | Approve the plan to organize the Annual General Meeting of Shareholders 2023 of Northern Electricity Development and Investment Joint Stock Company No. 2 |
| 2 | No. 58/2023/QD-HDQT | March 3, 2023 | Approve the adjustments to the plan to organize the Annual General Meeting of Shareholders 2023 of Northern Electricity Development and Investment Joint Stock Company No. 2 |
| 3 | No. 59/2023/QD-HDQT | March 7, 2023 | Approve the documents submitted to the Annual General Meeting of Shareholders 2023 of Northern Electricity Development and Investment Joint Stock Company No. 2 |
| 4 | No. 60/2023/QD-HDQT | April 4, 2023 | Establish the Shareholder's Eligibility Verification Committee of the Annual General Meeting of Shareholders 2023 |
| 5 | No. 61/2023/QD-HDQT | March 27, 2023 | Decide to apply measures to overcome shortcomings in implementing the salary fund 2022 |
| 6 | No. 06/2023/NQ-DHDCD | April 10, 2023 | Annual General Mandate 2023 |
| 7 | No. 64/2023/QD-HDQT | May 26, 2023 | Approve the dividend payment plan in cash for fiscal year 2022 |
| 8 | No. 65/2023/QD-HDQT | May 26, 2023 | Dismiss Mr. Ung Hong Van from the position of the General Manager and the Legal Representative of the Company |
| 9 | No. 66/2023/QD-HDQT | May 26, 2023 | Assign Mr. Ngo Manh Cuong - Deputy General Manager of the Company to serve concurrently as the Manager of Ngoi Phat Hydropower Plant |
| 10 | No. 67/2023/QD-HDQT | May 26, 2023 | Assign Mr. Ung Hong Van to assist the Chair of the Board of Directors |
| 11 | No. 68/2023/QD-HDQT | May 26, 2023 | Appoint Mr. Do Vuong Cuong as the General Manager and Legal Representative of the Company |
| 12 | No. 69/2023/QD-HDQT | May 26, 2023 | Change the Legal Representative of the Company |
| 13 | No. 70/2023/NQ-HDQT | June 20, 2023 | The Board of Directors approved the selection of Ernst & Young Viet Nam Limited as the auditor of the Financial Statements 2023. |
| 14 | No. 71/2023/QD-HDQT | July 21, 2023 | Approve the adjustment to the payment date of the dividend payment plan 2022 in cash |
| 15 | No. 72/2023/QD-HDQT | July 26, 2023 | Temporarily postpone the implementation of the labor contract with Mr. Vu Tuan Hung |
| 16 | No. 73/2023/QD-HDQT | August 9, 2023 | Approve the policy to allow the Company to borrow working capital and short-term capital to serve production and business |
| 17 | No. 74/2023/QD-HDQT | September 29, 2023 | Allow employees to resign to receive regime benefits |
| 18 | No. 75/2023/QD-HDQT | September 30, 2023 | Assign the Board of Directors of Northern Electricity Development and Investment Joint Stock Company No. 2 to sign an expert contract with Mr. Ung Hong Van |
| 19 | No. 76/2023/QD-HDQT | November 1, 2023 | Approve the policy to liquidate materials and equipment stored at Ngoi Phat hydroelectric plant |
| 20 | No. 77/2023/QD-HDQT | November 1, 2023 | Approve the policy to experiment with the Reservoir Operation Optimization System - HNT Program |
| 21 | No. 78/2023/QD-HDQT | November 10, 2023 | Issue the Organizational Chart of Northern Electricity Development & Investment JSC No.2 |
| 22 | No. 79/2023/QD-HDQT | November 10, 2023 | Issue the regulations on the organization and operation of the Company's professional departments and factories |
| 23 | No. 80/2023/QD-HDQT | November 10, 2023 | Issue the regulations on salary and income distribution of Northern Electricity Development & Investment JSC No.2 |
| 24 | No. 81/2023/NQ-HDQT | December 27, 2023 | Approve the policy to liquidate cars of Northern Electricity Development and Investment Joint Stock Company No. 2 |

1. The Supervisory Board (Annual Report 2023)

1 Information on members of the Supervisory Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Vu Van Manh | Chief of  the Supervisory Board | Date of appointment as a member of the Supervisory Board: March 11, 2019 | Economic engineer, master of business administration, bachelor of accounting |
| 2 | Nguyen Thi Quynh Trang | Supervisor | Date of appointment as a member of the Supervisory Board: March 11, 2019 | Bachelor of Economics - Accounting, Master of Economics |
| 3 | Le Thanh Hai | Supervisor | Date of appointment as a member of the Supervisory Board: April 10, 2023 | Electrical - Automation Engineer, Master of Business Administration |
| 4 | Kenichi Suzuki | Supervisor | Date of appointment as member of the Supervisory Board: December 18, 2020 Date of dismissal as member of the Supervisory Board April 10, 2023 | Bachelor of International Finance |

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 | Do Vuong Cuong | January 17, 1980 | Bachelor of Economics, Master of Business Administration | Appointment date May 29, 2023 |
| 2 | Ngo Manh Cuong | April 7, 1975 | Manufacturing Mechanical Engineer | Appointment date October 1, 2019 |
| 3 | Ung Hong Van | December 3, 1962 | Mechanical Engineer | Dismissal date May 29, 2023 |

1. The Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Appointment/Dismissal date |
| Dinh Tuan Anh | April 12, 1977 | Bachelor of Economics - Accounting | Appointment date January 8, 2019 |

1. Training on corporate governance
2. List of related people of the public company (Annual Report 2023) and transactions between the related people of the Company and 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

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH No.\*, date of issue, place of issue | Head office/Contact address | Time of transaction | Resolutions/Decisions approved by the General Meeting of Shareholders/the Board of Directors No. (including date of issue, if any) | Content, quantity, total value of transaction | Note |
| 1 | Vietnam Construction And Import-Export Joint Stock Corporation | Holding Company | 0100105616 | Vinaconex Building, 34 Lang Ha Street, Lang Ha Ward, Dong Da District, Hanoi | 2023 |  | Service provision: VND 647,525,610  Remuneration of the Board of Directors and Supervisory Board: VND 2,130,000,000  Income from dividends: VND 76,639,725,000 |  |
| 2 | TOYOTA TSUSHO CORPORATION | Major shareholder | CC5793 | 9-8, Meieki 4- chome, Nakamura-ku, Nagoya, Japan | 2023 |  | Service provision: VND 114,607,459 Remuneration of the Board of Directors and Supervisory Board: VND 1,110,000,000 Income from dividends: VND 52,493,658,000 |  |

1. Transactions between PDMR of the Company, affiliated persons of PDMR and subsidiaries, companies controlled by the Company: None
2. Transactions between the Company and other entities:
   1. Transactions between the Company and companies that members of the Board of Directors, members of the Supervisory Board, the Manager and other managers have been founding members or members of the Board of Directors, the Manager (General Manager) for the past three (3) years: None
   2. Transactions between the Company and the companies where 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 and the Manager (General Manager): None
   3. 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 Manager (General Manager) and other managers: None
3. Share transactions of PDMR and affiliated persons of PDMR (2023 Report):
4. Transactions of PDMR and affiliated persons of PDMR for shares of listed companies:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Number of shares owned at the beginning of the period | | Number of shares owned at the end of the period | | Reasons for increase, decrease (buy, sell, convert, etc.) |
| Number of shares | Rate | Number of shares | Rate |
| 1 | Dinh Tuan Anh | Chief Accountant | 364,000 | 0.728% | 346,300 | 0.69% | Decrease due to selling |

1. Other significant issues: None