**PGT: Annual Corporate Governance Report 2023**

On January 19, 2024, PGT Holdings JSC announced Report No. 02/2023/BC-PGT on corporate governance 2023 as follows:

* Name of company: PGT Holdings JSC
* Head office address: 12th Floor Pax Sky Building, 144-146-148 Le Lai, Ben Thanh Ward, District 1, Ho Chi Minh City
* Tel: 028.6684.044 Fax: 02835124124 Email: info@pgt-holdings.com
* Charter capital: VND 92,418,010,000
* Securities code: PGT
* Corporate governance model:
* The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager/Manager
* Internal audit execution: Implemented
1. Activities of the General Meeting of Shareholders:

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Contents |
| 1 | 01/2022/NQ-DHDCD | June 30, 2023 | Annual General Meeting of Shareholders  |

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

1. The Board of Directors (Semi-annual Report)
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 member/independent member of the Board of Directors |
| Appointment date | Dismissal date |
| 1 | Mr. Ryotaro Ohtake | Chair of the Board of Directors  | July 28, 2019 July 28, 2020 (appointed as the Chair of the Board of Directors)  |  |
| 2 | Mr. Kakazu Shogo  | Member of the Board of Directors  | July 28, 2020 | July 28, 2020 (dismissed as the Chair of the Board of Directors) |
| 3 | Mr. Shimabukuro Yoshihiko | Member of the Board of Directors  | March 28, 2019 |  |
| 4 | Mr. Le Minh Duc | Member of the Board of Directors | March 28, 2019 |  |
| 5 | Ms. Pham Thi Thoa  | Member of the Board of Directors  | March 28, 2019 |  |

1. Board Resolutions/Decisions (Semi-annual Report)

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Contents |
| 1 | 01/2023/NQ-HDQT-PGT | May 11, 2023 | Approve the recording of the list of shareholders who have the right to attend the Annual General Meeting of Shareholders 2023 of PGT Holdings JSC scheduled to be held in June 2023. |
| 2 | 02/2023/NQ-HDQT-PGT | June 3, 2023 | Approve the Reports and Proposals of the Board of Directors and the documents for the Annual General Meeting of Shareholders 2023 of PGT Holdings JSC. |
| 3 | 03/2023/NQ-HDQT-PGT | July 22, 2023 | Approve the selection of an independent audit company for the fiscal year 2023. |
| 4 | 04/2023/NQ-HDQT-PGT | December 28, 2023 | Approve the signing of contracts and transactions with affiliated persons. |

1. The Supervisory Board/Audit Committee
2. Information about members of the Supervisory Board/the Audit Committee:

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board/the Audit Committee | Position | Date of appointment/dismissal as member of the Supervisory/the Audit Committee | Qualification |
| 1 | Mr. Le Quoc Duy  | Chief of the Supervisory Board | From March 28, 2019  |  |
| 2 | Mr. Nguyen Minh Duong | Member | From March 28, 2019  |  |
| 3 | Ms. Bui Thi Nga | Member | From March 28, 2019  |  |

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. Kakazu Shogo - General Manager | May 16, 1981 | Bachelor of Economics | January 2016 |
| 2 | Ms. Nguyen Thi Thanh Chi - Deputy General Manager-cum-Chief Accountant | March 8, 1986 | Bachelor | April 24, 2019 |

1. The Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment / dismissal |
| Nguyen Thi Thanh Chi  | March 8, 1986 | Bachelor | April 24, 2019 |

1. Training on corporate governance
2. List of affiliated persons in the public company (Semi-annual Report) and transactions between 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.

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH\* No., Date of issue, Place of issue | Head office address/Contact address | Time of transaction | Approved General Mandate/Decision No. of the General Meeting of Shareholders and Board Resolutions/Decisions (if any, specify promulgation date) | Content, quantity, total value of transaction | Note |
| 1 | The Classlib Company Limited | Chief of the Supervisory Board Mr. Le Quoc Duy as the Manager |  |  | December 28, 2023 | 04/2023/NQ-HDQT-PGT on December 28, 2023 | Sign Appendix office rental contract No. 04PL/01/2018/HDTVP/PGT- CLA |  |
| 2 | Urbanos Company Limited | Chief of the Supervisory Board Mr. Le Quoc Duy as the General Manager |  |  | December 1, 2023 | 04/2023/NQ-HDQT-PGT on December 28, 2023 | Sign office rental contract No. 01/2023/HDTVP/PGT-URBANOS |  |

Notes: NSH\* No.: ID Card/Passport No. (for individuals) or Business Registration Certificate No., License on Operations No. or equivalent legal documents (for organizations)

1. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company
2. Transactions between the Company and other entities
	1. Transactions between the Company and the company where members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers have been founding members or members of the Board of Directors, the Executive Manager (General Manager) for the past three (03) years (as at the time of reporting).
	2. 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).
	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, and the Manager (General Manager) and other managers:
3. Share transactions of PDMR and affiliated persons of PDMR (Semi-annual Report)
4. 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 | Number of shares owned at the end of the period | Reasons for increase or decrease (buy, sell, transfer, reward, etc.) |
| Number of shares | Rate  | Number of offered shares | Rate |
| 1 | Kakazu Shogo | Member of the Board of Directors-cum-General Manager | 424,600 | 4.59% | 0 | 0% | Sell |

1. Other significant issues.