**PSB: Annual Corporate Governance Report 2023**

On January 22, 2024, Sao Mai – Ben Dinh Petroleum Investment Joint Stock Company announced Report No. 85/SMBD-CBTT on the Corporate Governance in 2023 in 2023, as follows:

Public Company’s name: Sao Mai - Ben Dinh Petroleum Investment Joint Stock Company

Head office address: No. 65A3, 30/4 Street, Thang Nhat Ward, Vung Tau City

Tel: 0254.3628188 Fax: 0254.3628189

Email: saomaibendinh@pvsb.com.vn

Charter capital: VND 500,000,000,000

Securities code: PSB

Corporate governance model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the Board of Managers.

Internal audit execution: The Company follows the model of the Supervisory Board - Independent Auditor, so it does not establish an Internal Audit Committee.

1. Activities of the General Meeting of Shareholders:

The Annual General Meeting of Shareholders 2023 on April 20, 2023 and the Extraordinary General Meeting of Shareholders 2023 on October 26, 2023 of Sao Mai – Ben Dinh Petroleum Investment Joint Stock Company are successfully held. The General Meeting of Shareholders approves 02 General Mandates and 07 Decisions of the General Meeting of Shareholders, specifically as follows:

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 52/NQ-SMBD-DHDCD | April 20, 2023 | Annual General Mandate 2023 of Sao Mai – Ben Dinh Petroleum Investment Joint Stock Company |
| 2 | 53/QD-SMBD-DHDCD | April 20, 2023 | Decision on approving the Audited Financial Statements in 2022. |
| 3 | 54/QD-SMBD-DHDCD | April 20, 2023 | Decision on approving the remuneration, operating expenses of members of Board of Directors and members of the Supervisory Board in 2023 |
| 4 | 55/QD-SMBD-DHDCD | April 20, 2023 | Decision on approving the plan on profit distribution 2022 and the Business plan for 2023 |
| 5 | 56/QD-SMBD-DHDCD | April 20, 2023 | Decision on selecting an audit company to audit the Financial Statements 2023. |
| 6 | 57/QD-SMBD-DHDCD | April 20, 2023 | Decision on promulgating the amended and supplemented Charter of Sao Mai – Ben Dinh Petroleum Investment Joint Stock Company |
| 7 | 58/QD-SMBD-DHDCD | April 20, 2023 | Decision on requesting for approving the Contract between SMBD Company and the relevant party |
| 8 | 154/NQ-DHDCD | October 26, 2023 | Extraordinary General Mandate 2023 |
| 9 | 92/QD-SMBD-DHDCD | July 06, 2023 | Decision on approving the results of selecting an audit company to audit the Financial Statements 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 | |
| Appointment date | Dismissal date |
| 1 | Pham Van Hung | Chair of the Board of Directors | October 26, 2023 |  |
| 2 | Mr. Tran Hai Binh | Chair of the Board of Directors | July 27, 2009 | October 26, 2023 |
| 3 | Mr. Phung Nhu Dung | Member of the Board of Directors cum Manager | May 07, 2007 |  |
| 4 | Mr. Tran Xuan Tai | Member of the Board of Directors | April 15, 2022 |  |
| 5 | Mr. Dang Thanh Hai | Member of the Board of Directors | April 15, 2021 |  |

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

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| --- | --- | --- | --- |
| No. | Board Resolutions/Decisions No. | Date | Content |
| 1 | 06/NQ-HDQT | January 31, 2023 | Resolution on meetings of the Board of Directors in Q4/2022 and whole year 2022 |
| 2 | 50/NQ-HDQT | April 19, 2023 | Resolution on meetings of the Board of Directors in Q1/2023 |
| 3 | 75B/NQ-HDQT | May 29, 2023 | Resolution on approving the Steel Structure Fabrication Contract for the Wind Power Project between Sao Mai – Ben Dinh Petroleum Investment Joint Stock Company and PetroVietnam Technical Services Corporation |
| 4 | 108/NQ-HDQT | August 07, 2023 | Resolution on meetings of the Board of Directors in Q2/2023 |
| 5 | 138/NQ-HDQT | September 07, 2023 | Resolution on organizing the Extraordinary General Meeting of Shareholders 2023 |
| 6 | 155/NQ-HDQT | October 26, 2023 | Resolution on meetings of electing the Chair of Board of Directors of Sao Mai – Ben Dinh Petroleum Investment Joint Stock Company |
| 7 | 168/NQ-HDQT | November 07, 2023 | Resolution on meetings of the Board of Directors in Q3/2023 |
| 8 | 08/QD-HDQT | February 08, 2023 | Decision on organizing the Annual General Meeting of Shareholders 2023 |
| 9 | 19/QD-HDQT | February 28, 2023 | Decision on authorizing the Company Manager to negotiate, sign world contracts, buy and sell certificates of deposit, and entrust capital management; Choosing to negotiate and sign credit contracts; Pledge assets to secure credit contracts. |
| 10 | 36/QD-HDQT | March 17, 2023 | Decision on approving the salary fund settlement 2022 of Sao Mai – Ben Dinh Petroleum Investment Joint Stock Company |
| 11 | 75/QD-HDQT | May 26, 2023 | Decision on retirement benefits - Mr. Dang Duc Hoi - Deputy Manager of Sao Mai – Ben Dinh Petroleum Investment Joint Stock Company |
| 12 | 95/QD-HDQT | July 10, 2023 | Decision on approving the savings and anti-waste practice program 2023 of Sao Mai – Ben Dinh Petroleum Investment Joint Stock Company |
| 13 | 126/QD-HDQT | August 23, 2023 | Decision on supplementing and strengthening the Project Finalization Verification Team to complete the 35 hectare service area construction investment project |
| 14 | 152/QD-HDQT | October 24, 2023 | Decision on establishing the Shareholder Eligibility Inspection Committee at the Extraordinary General Meeting of Shareholders 2023 |

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

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment | Qualification |
| 1 | Ms. Nguyen Le Tra | Chief | October 26, 2023 | Bachelor of Accounting; Bachelor of English |
| 2 | Mr. Ngo Van Lap | Member | January 03, 2012 | Bachelor of Economics |
| 3 | Ms. Truong Thi Vien Truc | Member | April 15, 2022 | Bachelor of Economics, Bachelor of Laws |

1. The Executive Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointmentas Member of the Executive Board |
| 1 | Phung Nhu Dung (Manager) | January 28, 1969 | Master in Business Administration, Mechanical Engineer | May 07, 2007 |
| 2 | Tran Duc Hanh (Deputy Manager) | August 03, 1979 | Master of Project Management, Civil Engineer | October 26, 2009 |

1. The Chief Accountant:

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Appointment date |
| Pham Minh Vi | November 22, 1979 | Bachelor of Economics | November 02, 2010 |

1. Training on corporate governance: None
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 Company’s PDMR, affiliated persons of PDMR and the subsidiary, company controlled by the Company:
5. Transactions between the Company and other entities
6. Transactions between the Company and the companies in which members of the Board of Directors, members of the Supervisory Board, the Executive Manager have been being founding members or members of the Board of Directors, the Executive Manager for the past three (03) years (as at the time of reporting):
7. Transactions between the Company and the companies that 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) that can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, and the Executive Manager (General Manager).
9. Share transactions of PDMR and affiliated persons of PDMR (Report of 2023)
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 | | Number of shares owned at the end of the period | | Reasons for increase or decrease (purchase, sale, conversion, reward, ...) |
| Number of shares | Rate | Number of shares | Rate |
| 1 | Phung Nhu Dung | Manager, Member of Board of Directors | 0 | 0% | 12,100 | 0.0242% | Raise the ownership rate |

IX. Other significant issues: None.