**FGL: Annual Corporate Governance Report 2023**

On January 23, 2024, Gia lai Coffee Joint Stock Company announced Report No. 01/BC-HDQT-FGL on the corporate governance situation 2023, as follows:

* Name of listed company: Gia Lai Coffee Joint Stock Company
* Head office address: No. 97 Pham Van Dong/ Yet Kieu Street, Pleiku City, Gia Lai Province
* Tel: 02693824654 Fax: 02693822847 Email: giacomex@gmail.com
* Charter capital: VND 146,763,000,000
* Securities code: FGL
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* Internal audit execution: None.
1. Activities of the General Meeting of Shareholders:

The Annual General Meeting of Shareholders 2023 held on April 28, 2023 approved the General Mandate with the following contents:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/ Decision No. | Date | Content |
|  | Annual General Mandate 2023 | April 28, 2023 | Annual General Mandate 2023 |

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

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member of the Board of Directors | Number of meetings attended by the Board of Directors | Attendance rate | Reason for absence |
| Appointment date | Dismissal date |
| 1 | Trinh Dinh Truong | Chair of the Board of Directors | April 28, 2023 |  | 07 | 100% |  |
| 2 | Trinh Quang Hung | Member of the Board of Directors | April 28, 2023 |  | 04 | 57% |  |
| 3 | Pham Van Cuong | Member of the Board of Directors | April 28, 2023 |  | 07 | 100% |  |
| 4 | Phung Ngoc Kim | Member of the Board of Directors | April 28, 2023 |  | 05 | 71% | Newly appointed |
| 5 | Trinh Quang Vinh | Member of the Board of Directors | April 28, 2023 |  | 03 | 43% |  |
| 6 | Trinh Van Cong | Member of the Board of Directors | April 11, 2019 | April 28, 2023 | 03 | 50% | Dismissed |

1. Board Resolutions/Board Decisions

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No.  | Date | Content |
| 1 | 01/NQ-FGL- HDQT | February 15, 2023 | Resolution on convening the Annual General Meeting of Shareholders 2023 |
| 2 | 02/NQ-FGL- HDQT | April 20, 2023 | Resolution on approving the Transactions with the PDMR, affiliated persons of PDMR, affiliated persons of the Company |
| 3 | 03/NQ-FGL- HDQT | April 28, 2023 | Resolution on the Annual General Mandate 2023 |
| 4 | 04/NQ-FGL- HDQT | April 28, 2023 | Resolution on electing the Chair of the Board of Directors for the term of 2023-2028 |
| 5 | 05/NQ-FGL- HDQT | April 28, 2023 | Resolution on appointing the General Manager, the Deputy General Manager, the Chief Accountant, person in charge of administration and the secretariat of the Board of Directors of the company for the term of 2023-2028. |
| 6 | 06/NQ-FGL- HDQT | June 21, 2023 | Resolution on selecting an audit company for the Financial Statements 2023 |
| 7 | 07/NQ-FGL- HDQT | November 23, 2023 | Resolution on promulgating of Regulations on information disclosure of Gia lai Coffee Joint Stock Company |

1. The Supervisory Board (Annual Report 2023)

Information about members of the Supervisory Board.

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member of the Supervisory Board | Number of meetings which the Supervisory Board has attended | Attendance rate | Note |
| 1 | Tran Dong Hung | Chief | April 28, 2023 | 2/2 | 100% |  |
| 2 | Bui Thi Bich Huong | Member of the Board of Directors | April 28, 2023 | 2/2 | 100% |  |
| 4 | Le Thi Vinh | Member of the Board of Directors | April 28, 2023 | 2/2 | 100% |  |

1. Training on corporate governance None
2. List of affiliated persons of the listed company in accordance with Clause 34, Article 6 of the Law on Securities and transactions between affiliated persons 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. | Transaction partner | Transaction content | Transaction amount (VND) |
| 1 | Trinh Dinh Truong | Give a loan to the Company  | 3,326,532,500 |
| 2 | Trinh Dinh Truong | Repay loan principal | 5,426,343,800 |
| 3 | Trinh Quang Hung | Give a loan to the Company | 1,106,343,800 |
| 4 | Trinh Quang Hung | Repay loan principal | 6,780,000,000 |

1. Transactions between PDMR of the listed company, affiliated persons of PDMR and subsidiaries controlled by the listed company: None.
2. Transactions between the Company and other entities:
3. Transactions between the Company and the companies in which 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).

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Transaction partner | Transaction content | Transaction amount (VND) |
| 1 | Bien Ho Tea Joint Stock Company | Use asset of related party as a guarantee for the Company’s obligation | 13,976,000,000 |
| 2 | Bien Ho Tea Joint Stock Company | Take a capital loan under Contract 01.HDVV.2023.BHG.FGL dated February 1, 2023 | 4,250,000,000 |
| 3 | Bien Ho Tea Joint Stock Company | Repay loan principal under Contract 01.HDVV.2023.BHG.FGL dated February 1, 2023 | 4,250,000,000 |
| 4 | Bien Ho Tea Joint Stock Company | Sell green coffee in buckets under Contract 01/HDKG dated November 30, 2023 and Contract 02/HDKG dated December 3, 2023 | 5,400,000,000 |

* 1. Transactions between the Company and the companies in which affiliated persons of members of the Board of Directors, members of the Supervisory Board and the Executive Manager (General Manager) are members of the Board of Directors, the Executive Manager (General Manager): None.
	2. Other transactions of the Company (if any) can about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the Executive Manager (General Manager): None.
1. Share transactions of PDMR and affiliated persons of PDMR
2. Transactions of PDMR and affiliated persons of PDMR for shares of listed companies None.
3. Other significant issues: None.