**PVO: Annual Corporate Governance Report 2023**

On January 25, 2024, PV OIL LUBE Joint Stock Company announced Report No. 87/BC-PVOLUB on the corporate governance in 2023 as follows:

* Name of company: PV OIL LUBE Joint Stock Company
* Headquarters address: No. 201 Dien Bien Phu Street, Ward 15, Binh Thanh District, Ho Chi Minh City.
* Tel: 08.38993388 Fax: 08.38982626 Email:
* Charter capital: VND 89,000,000,000.
* Securities code: PVO
* Corporate Governance Model: General Meeting of Shareholders, Board of Directors, Supervisory Board, and Manager
* Internal audit execution:

1. Activities of the General Meeting of Shareholders.

Information about the meetings and General Mandates/Decisions of the General Meeting of Shareholders.

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 01 | No. 01/NQ-PVOLUB-DHDCD | April 20, 2023 | Annual General Mandate 2023 |

1. Activities of the Board of Directors:
2. Information about members of the Board of Directors:

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| --- | --- | --- | --- | --- | --- |
| No. | Members of the Board of Directors | Position (independent member of the Board of Directors, non-executive member of the Board of Directors) | Date of appointment/dismissal as members/independent members of the Board of Directors | | |
| Appointment date | | Dismissal date |
| 1 | Ms. Le Thanh Thuy | Chair of the Board of Directors | March 10, 2022 | |  |
| 2 | Ms. Tran Ngoc Diep | Member of the Board of Directors | April 10, 2019 |  | |
| 3 | Mr. Le Van Bach | Member of the Board of Directors | April 10, 2019 |  | |
| 4 | Mr. Ngo Duc Dung | Member of the Board of Directors | April 10, 2019 |  | |
| 5 | Ms. Nguyen Phuoc Giang Huong | Member of the Board of Directors | April 10, 2019 |  | |

1. Board Resolutions/Board Decisions in 2023:

The Board of Directors of the Company has been authorized by the General Meeting of Shareholders to announce 19 Resolutions, 08 Decisions related to personnel, production and business activities of the Company and other specific tasks as follows:

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| --- | --- | --- | --- |
| No. | Document No. | Date | Content |
| I | Board Resolutions | |  |
| 1 | 01/NQ-PVOLUB | January 16, 2023 | Resolution on approving the strategic staffing plan for 2023 of PV OIL LUBE Joint Stock Company |
| 2 | 02/NQ-PVOLUB | February 10, 2023 | Resolution on approving the time to organize the Annual General Meeting of Shareholders 2023 |
| 3 | 03/NQ-PVOLUB | February 23, 2023 | Resolution on approving the amendment and supplement of the Regulation on organization, operation and coordination among the Departments/Subsidiaries under PV OIL LUBE Joint Stock Company |
| 4 | 04/NQ-PVOLUB | March 23, 2023 | Resolution on approving the contracts and transactions between PV OIL LUBE Joint Stock Company and Affiliated Persons |
| 5 | 05/NQ-PVOLUB | March 30, 2023 | Resolution on approving the personnel work of PV OIL LUBE Joint Stock Company |
| 6 | 06/NQ-PVOLUB | April 7, 2023 | Resolution on the Board of Directors meeting in the Q1/2023 |
| 7 | 07/NQ-PVOLUB | April 14, 2023 | Resolution on the establishment of the Shareholder's Eligibility Verification Committee for the Annual General Meeting of Shareholders 2023 of PV OIL LUBE Joint Stock Company |
| 8 | 08/NQ-PVOLUB | April 14, 2023 | Resolution on approving the contracts and transactions between PV OIL LUBE Joint Stock Company and Affiliated Persons/Organizations |
| 9 | 09/NQ-PVOLUB | May 22, 2023 | Resolution on completing the “Organization Diagram of PV OIL LUBE Joint Stock Company” |
| 10 | 10/NQ-PVOLUB | May 22, 2023 | Resolution on approving the Plan and Criteria for selecting an audit company to provide audit service for the Financial Statements 2023 of PV OIL LUBE Joint Stock Company |
| 11 | 11/NQ-PVOLUB | June 09, 2023 | Resolution on approving the plan of capital use in 2023 |
| 12 | 12/NQ-PVOLUB | July 07, 2023 | Resolution on approving the personnel work of PV OIL LUBE Joint Stock Company re-appointing the Manager |
| 13 | 13/NQ-PVOLUB | July 18, 2023 | Resolution on approving the personnel work of resigning the duty of concurrently in charge of Safety Inspection Department of Deputy Manager Luu Van Truy |
| 14 | 14/NQ-PVOLUB | July 21, 2023 | Resolution on the Board of Directors meeting in the Q2/2023 |
| 15 | 15/NQ-PVOLUB | September 15, 2023 | Resolution on approving the record date for the list of shareholders to exercise the right to pay dividends of PV OIL LUBE Joint Stock Company |
| 16 | 16/NQ-PVOLUB | September 22, 2023 | Resolution on approving the program of practicing thrift and combating waste applied from 2023 of PV OIL LUBE Joint Stock Company |
| 17 | 17/NQ-PVOLUB | September 22, 2023 | Resolution on approving the policy of approving the salary fund plan for 2023 of PV OIL LUBE Joint Stock Company |
| 18 | 18a/NQ-PVOLUB | August 11, 2023 | Resolution on the Board of Directors meeting in the Q3/2023 |
| 19 | 18/NQ-PVOLUB | November 30, 2023 | Resolution on approving the personnel work of PV OIL LUBE Joint Stock Company re-appointing and appointing new managers of the Company |
| II | Board Decisions | | |
| 1 | 27/QD-PVOLUB | January 31, 2023 | Decision on approving the production and business plan for 2023 of PV OIL LUBE Joint Stock Company |
| 2 | 50/QD-PVOLUB | February 23, 2023 | Decision on promulgating the Regulation on organization, operation and coordination among the Departments/Subsidiaries under PV OIL LUBE Joint Stock Company |
| 3 | 67/QD-PVOLUB | March 30, 2023 | Decision on appointing Chief Accountant - cum - Head of Finance - Accounting Department of PV OIL LUBE Joint Stock Company |
| 4 | 81/QD-PVOLUB | April 17, 2023 | Decision on establishing the Organizing Committee of the Annual General Meeting of Shareholders 2023 |
| 5 | 83/QD-PVOLUB | April 17, 2023 | Decision to establish the Shareholder's Eligibility Verification Committee at the Annual General Meeting of Shareholders 2023. |
| 6 | 105/QD-PVOLUB | May 22, 2023 | Decision on completing the Organization Diagram of PV OIL LUBE Joint Stock Company |
| 7 | 159/QD-PVOLUB | August 02, 2023 | Decision on re-appointing Mr. Le Van Bach |
| 8 | 194/QD-PVOLUB | October 13, 2023 | Decision on promulgating Regulation on information disclosure of PV OIL LUBE Joint Stock Company |

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

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board: | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Mr. Nguyen Trong Binh | Chief of the Supervisory Board | Appoint on June 18, 2012 | Vietnam Academy of Finance, Major in Accounting for Manufacturing Enterprises |
| 2 | Mr. Ho Duc Phong | Member of the Supervisory Board | Appoint on May 27, 2020 | Thuongmai University, Major in Finance and Accounting - Business Administration |

1. The Executive Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of The Executive Board | Date of birth | Qualification | Date of re-appointment as Member of the Executive Board |
| 1 | Mr. Le Van Bach | June 04, 1975 | Master of Business Administration | August 02, 2023 |
| 2 | Mr. Bach Tuan Dat: | July 01, 1970 | Bachelor of Business Administration | January 25, 2020 |
| 3 | Mr. Luu Van Truy | January 02, 1965 | Engineer | January 25, 2020 |

1. Chief Accountant:

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Appointment date |
| Mr. Tran Le Phong | October 06,1991 | Bachelor of Accounting | March 30, 2023 |

1. Training course on corporate governance:
2. List of affiliated persons of the public company in 2023 and transactions between the affiliated person 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 of NSH | Head office/Contact address | Time of transaction with the Company | Approved General Mandate/Decision and Board Resolutions/Decisions No. (including promulgation date if any) | Content, quantity, total value of transaction  Transaction values Billion VND | Note |
| 1 | PetroVietnam Oil Corporation | Major shareholder; |  | 14th-18th Floor, PetroVietnam Building, No. 1-5 Le Duan Street, Ben Nghe Ward, District 1, Ho Chi Minh City | In 2023 | 01/NQ-PVOLUB-DHDCD dated April 20, 2023 | 164.3 |  |
| 2 | MeKong Petroleum Joint Stock Company | Related to major shareholder |  | No, 60-62, 3/2 Street, Xuan Khanh Ward, Ninh Kieu District, Can tho City | In 2023 |  | 4.0 |  |
| 3 | Vung Ang Petroleum Joint Stock Company | Related to major shareholder |  | No 417 Tran Phu, Ha Tinh city, Ha Tinh province | In 2023 |  | 5.7 |  |
| 4 | Petrovietnam Oil Tra Vinh One Member Limited Company | Related to major shareholder |  | No. 187A Hung Vuong Street, Ward 5, Tra Vinh City, Tra Vinh Province | In 2023 |  | 0.4 |  |
| 5 | Petrovietnam Oil Bac Lieu One Member Limited Company | Related to major shareholder |  | No. 89 Hai Ba Trung Street, Ward 3, Bac Lieu City, Bac Lieu Province | In 2023 |  | 1.0 |  |
| 6 | Petrovietnam Oil Binh Thuan Joint Stock Company | Related to major shareholder |  | No. 97 Tran Hung Dao Street, Phu Thuy Ward, Phan Thiet City, Binh Thuan Province. | In 2023 |  | 10.8 |  |
| 7 | Petrovietnam Oil Thanh Hoa Joint Stock Company | Related to major shareholder |  | No. 180 Tong Duy Tan Street, Lam Son Ward, Thanh Hoa City, Thanh Hoa Province | In 2023 |  | 1.1 |  |
| 8 | Petrovietnam Oil Thanh Hoa One Member Limited Company | Related to major shareholder |  | No. 180 Tong Duy Tan Street, Lam Son Ward, Thanh Hoa City, Thanh Hoa Province | In 2023 |  | 8.7 |  |
| 8 | Petrovietnam Oil Saigon Joint Stock Company | Related to major shareholder |  | Floor 10, Petroland Tower, No. 12 Tan Trao Street, Tan Phu Ward, District 7, Ho Chi Minh City | In 2023 |  | 41.7 |  |
| 9 | Petrovietnam Oil Vung Tau Joint Stock Company | Related to major shareholder |  | No 54A, 30/4 Street, Thang Nhat Ward, Vung Tau City, Ba Ria - Vung Tau Province | In 2023 |  | 2.7 |  |
| 10 | Petrovietnam Oil Hanoi Joint Stock Company | Related to major shareholder |  | No. 194 Thai Thinh Street, Lang Ha Ward, Dong Da District, Hanoi City | In 2023 | 01/NQ-PVOLUB- DHDCD dated April 20, 2023 | 86.6 |  |
| 11 | Thai Binh Petroleum Services Joint Stock Company | Related to major shareholder |  | No. 545, Tran Lam Street, Tran Lam Ward, Thai Binh City, Thai Binh Province | In 2023 |  | 0.1 |  |
|  | Petrovietnam Oil Thai Binh Joint Stock Company | Related to major shareholder |  | No. 545, Tran Lam Street, Tran Lam Ward, Thai Binh City, Thai Binh Province | In 2023 |  | 9.4 |  |
| 12 | Petrovietnam Oil Nam Dinh Joint Stock Company | Related to major shareholder |  | No. 36 Phung Khac Khoan Street, Truong Thi Ward, Nam Dinh City, Nam Dinh Province | In 2023 |  | 3.0 |  |
| 13 | Petrovietnam Oil Tay Ninh Joint Stock Company | Related to major shareholder |  | No. 1/40 National Highway 22B, Long Binh Hamlet, Long Thanh Nam Commune, Hoa Thanh Town, Tay Ninh Province | In 2023 |  | 2.6 |  |
| 14 | Petrovietnam Oil Cai Lan Joint Stock Company | Related to major shareholder |  | Cai Lan Shipbuilding Industrial Cluster, Cai Lan Industrial Zone, Gieng Day Ward, Ha Long City, Quang Ninh Province | In 2023 |  | 11.0 |  |
| 15 | Petrovietnam Oil Phu Tho Joint Stock Company | Related to major shareholder |  | Lot No. 3, Bach Hac Industrial Cluster, Bach Hac Ward, Viet Tri City, Phu Tho Province | In 2023 |  | 1.1 |  |
| 16 | Petrovietnam Oil Phu Yen Joint Stock Company | Related to major shareholder |  | No. 157-159 Hung Vuong Street, Ward 5, Tuy Hoa City, Phu Yen Province | In 2023 |  | 5.1 |  |
| 17 | Thu Duc Trading and Import - Export Joint Stock Company | Related to major shareholder |  | Floor 4, No. 231 Vo Van Ngan Street, Linh Chieu Ward, Thu Duc City, Ho Chi Minh City | In 2023 |  | 4.1 |  |
| 18 | Hai Phong PV OIL Petroleum Joint Stock Company | Related to major shareholder |  | No. 221-223 Van Cao Street, Dang Giang Ward, Ngo Quyen District, Hai Phong City | In 2023 |  | 2.6 |  |
| 19 | PVOIL Central JSC | Related to major shareholder |  | No. 197 Cach Mang Thang Tam Street, Khue Trung Ward, Cam Le District, Da Nang City | In 2023 |  | 8.0 |  |
| 20 | PETEC Trading and Investmetn Corporation | Related to major shareholder |  | No. 194, Nam Ky Khoi Nghia Street, Vo Thi Sau Ward, District 3, Ho Chi Minh City | In 2023 |  | 0.7 |  |
| 22 | Materials - Petroleum Joint Stock Company | Related to major shareholder |  | COMECO Building, No. 549 Dien Bien Phu Street, Ward 3, District 3, Ho Chi Minh City | In 2023 |  | 6.0 |  |
| 22 | Phu My Oil Manufacturing And Processing JSC | Related to major shareholder |  | Cai Mep Industrial Zone, Tan Phuoc Ward, Phu My Town, Ba Ria - Vung Tau Province | In 2023 |  | 0.004 |  |

1. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company None
2. Transactions between the Company and other entities:
   1. Transactions between the Company and the companies in which members of the Board of Directors, members of the Supervisory Board, the Manager and other managers have been being founding members or members of the Board of Directors, the Executive Manager for the past three (03) years (calculated at the time of reporting):

In 2023, PV OIL LUBE Joint Stock Company (Mr. Le Van Bach is a member of the Board of Directors - cum - Manager of the Company) had transactions (processing lubricant oil) with Materials - Petroleum Joint Stock Company (Mr. Le Van Bach is also a member of the Board of Directors of Materials - Petroleum Joint Stock Company) with a total transaction value of 6.0 billion VND.

PV OIL LUBE Joint Stock Company (Ms. Tran Ngoc Diep is a member of the Board of Directors) had transactions (renting petroleum transportation) with Petrovietnam Oil Transportation One Member Limited Company (Ms. Tran Ngoc Diep is also a member of the Board of Directors of Petrovietnam Oil Transportation One Member Limited Company) with a total transaction value of 0.007 billion VND.

PV OIL LUBE Joint Stock Company (Mr. Ngo Duc Dung is a member of the Board of Directors) had transactions (renting pumping and storing naptha) with Phu My Oil Processing Joint Stock Company (Mr. Ngo Duc Dung is also the Chairman of the Board of Directors of Phu My Oil Processing Joint Stock Company) with a total transaction value of 0.004 billion VND.

* 1. Transactions between Company and company that affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager and other managers are members of the Board of Directors, the Executive Manager: None.
  2. Other transactions of the Company (if any) which can bring material or non-material benefits to members of the Board of Directors and members of the Supervisory Board, the Manager and other managers: None.

1. Share transactions of PDMR and affiliated persons of PDMR (Report for the first 6 months of 2023) None.
2. Other significant issues: None.