**NCS: Annual Corporate Governanc Report 2023**

On January 26, 2024, Noibai Catering Services Joint Stock Company announced Report No. 07/BC-NCS on corporate governance in 2024 as follows:

* Name of Company: Noibai Catering Services Joint Stock Company (NCS)
* Address: Noi Bai International Airport, Phu Minh Commune, Soc Son District, Hanoi.
* Tel: 0243 884 0289 Fax: 0243 884 0199
* Charter capital: VND 179,490,980,000;
* Securities code: NCS
* Corporate governance model, management structure.



* Internal audit execution: None

1. Activities of the General Meeting of Shareholders

Information about the General Meetings of Shareholders in 2023:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate No. | Date | Content |
| 1 | No. 01/NQ-DHDCD-NCS | June 27, 2023 |  |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Appointment date: | Dismissal date |
| 1 | Ngo Hong Minh | Chair | June 27, 2020 |  |
| 2 | Nguyen Van Dung | Member | June 29, 2021 |  |
| 3 | Nguyen Duc Hanh | Member | June 29, 2021 |  |
| 4 | Nguyen Van Hung Cuong | Member | April 25, 2019 |  |

1. Board Resolutions/Board Decisions

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| A | Board Resolutions |  |  |
| 1 | 01/NQ-NCS-HDQT | January 17, 2023 | Approve the Production and Business Results in 2022, Plan for 2023; line of credit in 2023 and Corporate Governance Report in 2022 |
| 3 | 03/NQ-NCS-HDQT | February 15, 2023 | Appoint a person in charge of corporate governance-secretariat and send employees on business trips |
| 4 | 04/NQ-NCS-HDQT | February 16, 2023 | Evaluation of February results and Plan for organizing the Annual General Meeting of Shareholders 2023 |
| 5 | 05/NQ-NCS-HDQT | March 06, 2023 | Approve the plans and agenda of the Annual General Meeting of Shareholders 2023 |
| 6 | 06/NQ-NCS-HDQT | March 14, 2023 | Evaluation of results of Q1/2023; Approving salary funds and employees staffing |
| 7 | 07/NQ-NCS-HDQT | March 24, 2023 | Send employees on business trip abroad |
| 8 | 08/NQ-NCS-HDQT | March 30, 2023 | Send employees on business trip abroad |
| 9 | 10/NQ-NCS-HDQT | April 17, 2023 | Postpone the General Meeting of Shareholders 2023 |
| 10 | 11/NQ-NCS-HDQT | April 28, 2023 | Sending employees on business trip abroad |
| 11 | 12/NQ-NCS-HDQT | May 05, 2023 | Approve the plan and agenda of the Annual General Meeting of Shareholders 2023. |
| 12 | 13/NQ-NCS-HDQT | May 12, 2023 | Sending employees on business trip abroad |
| 13 | 14/NQ-NCS-HDQT | May 22, 2023 | Sending employees on business trip abroad |
| 14 | 15/NQ-NCS-HDQT | May 26, 2023 | Re-appointment of staff, approve the production and business plan 2023 to submit to the Annual General Meeting of Shareholders |
| 15 | 16/NQ-NCS-HDQT | June 27, 2023 | Implement the General mandate 2023 |
| 16 | 17/NQ-NCS-HDQT | July 20, 2023 | Recording 6-month results, implementing the Corporation's Resolution, approving the package for selecting independent audit Company in 2023 and 2024 |
| 17 | 18/NQ-NCS-HDQT | August 02, 2023 | Send employees on business trips abroad |
| 18 | 19/NQ-NCS-HDQT | August 09, 2023 | Approve transactions with affiliated persons |
| 19 | 20/NQ-NCS-HDQT | August 09, 2023 | Approve the Bidding Report and exclude the Selection of the Contractor for the security scanner and magnetic gate package |
| 20 | 21/NQ-NCS-HDQT | September 06, 2023 | Send employees on business trips abroad |
| 21 | 22/NQ-NCS-HDQT | September 22, /2023 | Record 8-month production and business results; adjust some investment portfolios in 2023; approve the selection of Labor and Wage management according to Decree 20/2020/ND-CP |
| B | Board Decisions |  |  |
| 1 | 01/QD-NCS-HDQT | January 17, 2023 | Approve on credit limits for 2023 |
| 2 | 02/QD-NCS-HDQT | February 02, 2023 | Appointment of Deputy General Manager |
| 3 | 03/QD-NCS-HDQT | February 02, 2023 | Dismiss Person in Charge of Corporate Governance and Company Secretary |
| 4 | 04/QD-NCS-HDQT | February 15, 2023 | Send employees on business trips abroad |
| 5 | 05/QD-NCS-HDQT | February 15, 2023 | Appoint the person in charge of Corporate Governance-cum-Secretariat |
| 6 | 06/QD-NCS-HDQT | March 24, 2023 | Send employees on business trips abroad |
| 7 | 07/QD-NCS-HDQT | March 30, 2023 | Send employees on business trips abroad |
| 8 | 08/QD-NCS-HDQT | March 30, 2023 | Send employees on business trips abroad |
| 9 | 09/QD-NCS-HDQT | April 28, 2023 | Send employees on business trips abroad |
| 10 | 10/QD-NCS-HDQT | May 12, 2023 | Send employees on business trips abroad |
| 11 | 11/QD-NCS-HDQT | May 25, 2023 | Send employees on business trips abroad |
| 12 | 12/QD-NCS-HDQT | May 25, 2023 | Re-appointment of employees |
| 13 | 13/QD-NCS-HDQT | July 20, 2023 | Decide on approving the audit package of the Financial Statements 2023 and 2024 |
| 14 | 14/QD-NCS-HDQT | August 02, 2023 | Decide on foreign working group of employees |
| 15 | 15/QD-NCS-HDQT | August 02, 2023 | Decide on foreign working group of employees |  |
| 16 | 16/QD-NCS-HDQT | September 08, 2023 | Approve the Bidding Report for security screening machines |  |
| 17 | 17/QD-NCS-HDQT | September 08, 2023 | Approve Bidding Report, total Bidding value is 02 security scanners and security magnetic gate |  |
| 18 | 18/QD-NCS-HDQT | September 06, 2023 | Decision on foreign working group of employees |  |
| 19 | 19/QD-NCS-HDQT | September 14, 2023 | Approve the exclusion of Contractor Selection for 02 security scanners and security magnetic gate |  |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Professional Qualification |
| 1 | Do Thi Minh Ly | Chief | April 25, 2019 | Bachelor |
| 2 | Vu Manh Phu | Member | April 25, 2019 | Bachelor |
| 3 | Phan Thi Thuy Quyen | Member | June 15, 2022 | Bachelor |

1. The Executive Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Professional Qualification | Date of appointment/dismissal as member of the Supervisory Board |
| 1 | Nguyen Van Dung | November 20, 1974 | Master | From July 01, 2021 |
| 2 | Pham Xuan Thang | January 12, 1970 | Master | From february 2, 2023 |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Member of the Executive Board | Date of birth | Professional Qualification | Appointment/dismissal date |
| Chu Khanh Linh | April 14, 1970 | Master of Economics | April 01, 2022 |

1. Training on corporate governance
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

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Corporation | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholder or Board Resolution/Decision ( including the promulgation date, if any) | Content, quantity, total value of transaction | Note |
| 1 | 2 | 3 | 6 | 7 | 8 | 9 |
| 1 | Vietnam Airlines JSC and dependent units | Parent company, major shareholders, affiliated persons |  | 02/NQ-NCS- DHDCD dated June 15, 2022; 01/ NQ-NCS-DHDCD dated June 27, 2023; 19/NQ-NCS- HDQT dated September 14, 2023 | * Meals, beverages and services provision Contract Total contract value: VND 396 billion; Car rental contract to transport employees; Express delivery services; Vehicle maintenance and repair services and fuel support. Total contract value: VND 3.2 billion; |  |

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/

* Transactions between company and company in which 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) in the last three (03) years (as of the time of making the report) (None)
* Transactions between the Company and the Company in which related persons of members of the Board of Directors, the Supervisory Board, the Manager (General Manager) and other managers are members of the Board of Directors, the Executive Manager (Executive General Manager): None
* Other transactions of the Company (if any) that can bring material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, Manager (General Manager) and other managers: None;

1. Share transactions of PDMR and affiliated persons
2. Company’s share transaction of PDMR and affiliated persons: None;
3. Other significant issues: None;