**FIC: Annual Corporate Governance Report 2023**

On January 31, 2024, Fico Corporation - JSC announced Report No. 34/BC-FiCO on the corporate governance in 2023 as follows:

* Name of company: Fico Corporation - JSC
* Headquarters address: Floor 15 Sailing Tower Building, No. 111A Pasteur, Ben Nghe Ward, District 1, Ho Chi Minh City
* Tel: 028 38 212 960 Fax: 028 38213233 Email: [info@fico.com.vn](mailto:info@fico.com.vn)
* Charter capital: VND 1,270,000,000,000.
* Securities code: FIC
* Corporate governance model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* Internal audit execution: Implemented

1. Activities of the General Meeting of Shareholders:

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

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 01/NQ-DHDCD- | April 26, 2023 | Annual General Mandate 2023 |

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

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| --- | --- | --- | --- | --- |
| No. | Member 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 | Date of dismissal |
| 1 | Ms. Do Thi Hieu | Chair of the Board of Directors  Non-executive member | April 22, 2021 |  |
| 2 | Mr. Cao Truong Thu | Member of the Board of Directors | April 22, 2021 |  |
| 3 | Mr. Nguyen Xuan Thang. | Member of the Board of Directors  Non-executive member | April 22, 2021 |  |
| 4 | Mr. Pham Viet Thang | Member of the Board of Directors | April 22, 2021 |  |
| 5 | Mr. Dang Minh Thua | Member of the Board of Directors  Non-executive member | April 22, 2021 |  |

1. Board Resolutions/Board Decisions

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | No. 02/NQ-HDQT | January 03, 2023 | Appoint the person in charge of corporate governance |
| 2 | 05 /NQ-HDQT | January 30, 2023 | Approve the credit limit at BIDV Bank |
| 3 | 08/NQ-HDQT | February 22, 2023 | Record the list of shareholders attending the Annual General Meeting of Shareholders 2023. |
| 4 | 09 /NQ-HDQT | February 22, 2023 | Approve the production and business results in 2022 and the production and business plan in 2023. |
| 5 | 11/NQ-HDQT | March 14, 2023 | Approve the asset transfer plan of Tan Dinh FiCO Mechanical Construction Joint Stock Company |
| 6 | 13 /NQ-HDQT | April 03, 2023 | Approve the agenda and documents of the Annual General Meeting of Shareholders 2023 |
| 7 | 16 /NQ-HDQT | April 25, 2023 | Approve the credit limit of the Company at Agribank |
| 8 | 20 /NQ-HDQT | May 15, 2023 | Pay dividends in 2022 for Shareholders |
| 9 | 22 /NQ-HDQT | June 05, 2023 | Approve the profit distribution plan for the year 2022 of the subsidiary company - FiCOCOM |
| 10 | 28 /NQ-HDQT | July 06, 2023 | Select an audit company for Financial Statements of 2023 |
| 11 | 30 /NQ-HDQT | August 02, 2023 | Preliminary of the first 06 months of 2023 |
| 12 | 31 /NQ-HDQT | August 02, 2023 | Approve the plan salary fund in 2023. |
| 13 | 34 /NQ-HDQT | September 05, 2023 | Appointment of personnel to participate in the Board of Directors and Supervisory Board of Tan Dinh FiCO Mechanical Construction Joint Stock Company |
| 14 | 37/NQ-HDQT | September 14, 2023 | Appointment of representatives to participate in the Supervisory Board of TaFiCO Company |
| 15 | 40 /NQ-HDQT | September 28, 2023 | Minutes and Resolutions approving the credit limit of the Holding company and authorizing FiCOCOM for common use at VPBank |
| 16 | 43 /NQ-HDQT | October 03, 2023 | Approve the restructuring plan for FiCO Corea Company |
| 17 | 47 /NQ-HDQT | October 17, 2023 | Appointment of Chief Accountant of FiCO Holding Company |
| 18 | 52 /NQ-HDQT | November 30, 2023 | Production and business results in the first 9 months of 2023: |
| 19 | 53 /NQ-HDQT | November 30, 2023 | Recognition plan for the Chair and General Manager of FiCOSand |
| 20 | 54 /NQ-HDQT | November 30, 2023 | Change of legal representative for FiCOCOM |
| 21 | 51 /NQ-HDQT | November 30, 2023 | Minutes and Resolutions approving the proposed credit facility from VIB for FiCO Holding Company and FiCOCOM |
| 22 | 56 /NQ-HDQT | December 29, 2023 | Minutes and Resolutions approving the borrowing at BIDV Bank |

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. Dao Quang Son | Chief of the Supervisory Board | April 22, 2021 | Bachelor of Accounting |
| 2 | Mr. Le Van Huy | Member | April 22, 2021 | Master of Economics |
| 3 | Ms. Tran Linh Chi | Member | April 22, 2021 | Master of Accounting |

1. The Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Cao Truong Thu - General Manager | September 17, 1983 | Master of Asset Management | Appointed on  May 15, 2021 |
| 2 | Mr. Pham Viet Thang - Deputy General Manager | April 12, 1978 | Master of Economics | Appointed on December 04, 2020  May 01, 2021 |

1. The Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Nguyen Xuan Hung | June 01, 1983 | Master of Finance | Appointed on  November 01, 2023 |

1. Training on corporate governance:
2. List of affiliated persons of the public Company 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 organizations/individuals | Relations with the Company | NSH No.\*, Date of issue, Place of issue | Head office address  Contact address: | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision No. (including date of promulgation, if any) | Content, quantity, total value of transaction | Note |
|  | Xuan Cau Investment Joint Stock Company | Shareholder  shareholders | Business Registration Certificate No.  5400240083 issued on January 23, 2006, by the Hanoi Department of Planning and Investment | Mieu Village, Tien Xuan Commune, Thach That District, Hanoi, Vietnam | December 26, 2016 | Board Resolution  No. 56/NQ-HDQT  dated December 23, 2016 | Temporary loan amounting to VND 260,000,000,000 | Principal debt fully repaid |

1. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries, companies controlled by the Company:
2. Transactions between the Company and other entities
   1. Transactions between the Company and companies 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):

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| --- | --- | --- |
| RELATED PARTY | RELATIONSHIP | NATURE BALANCE |
| Phuoc Hoa Joint Stock Company | Subsidiaries | Payables for goods purchased |
| Phuoc Hoa Joint Stock Company | Subsidiaries | Receivables for goods, services sold |
| Fico Product Trading Single Member LLC | Subsidiaries | Receivables for goods, services sold |
| Fico Construction Materials Trading Single Member LLC | Subsidiaries | Advance payments from customers for goods, services |
| Fico Construction Materials Trading Single Member LLC | Subsidiaries | Other payables |
| Fico Construction Materials Trading Single Member LLC | Subsidiaries | Advance payments by customers for goods and services |
| Fico Construction Materials Trading Single Member LLC Branch | Subsidiaries | Receivables for goods, services sold |
| Fico Construction Materials Trading Single Member LLC Da Nang Branch | Subsidiary Branch | Others |
| Fico Construction Materials Trading Single Member LLC Da Nang Branch | Subsidiary Branch | Other payables |
| Southeast Asia Tile Joint Stock Company | Subsidiaries | Receivables for goods, services sold |
| Southeast Asia Tile Joint Stock Company | Subsidiaries | Advances for construction materials purchased |
| Southeast Asia Tile Joint Stock Company | Subsidiaries | Others |
| Thanh Thanh Ceramic Tile Joint Stock Company | Subsidiaries | Receivables for goods, services sold |
| Thanh Thanh Ceramic Tile Joint Stock Company | Subsidiaries | Payables for goods purchased |
| Vitaly Joint Stock Company | Joint venture | Receivables for goods, services sold |
| Vitaly Joint Stock Company | Joint venture | Charter capital debt before equitization, other debt |
| Vitaly Joint Stock Company | Joint venture | Advance payments from customers for goods, services |
| Fico Tay Ninh Cement Joint Stock Company | Joint venture | Receivables for goods, services sold |
| Fico Pan-united Concrete Joint Stock Company | Joint venture | Receivables for goods, services sold |
| Packaging And Bentonite Joint Stock Company No.1 | Affiliate company of subsidiary | Advance payments from customers for goods, services |
| Fico-Corea Construction Company Limited | Joint venture | Receivables for goods, services sold |
| Cam Ranh Sand Single Member Limited Liability Company | Subsidiaries | Advance payments from customers for goods, services |
| Cam Ranh Sand Single Member Limited Liability Company | Subsidiaries | Other payables |
| Cam Ranh Sand Single Member Limited Liability Company | Subsidiaries | Other receivables |

* 1. Transactions between the Company and the companies in which 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):
  2. 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:

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

None