**PND: Annual Corporate Governance Report 2023**

On January 2024, Petrovietnam Oil Nam Dinh Joint Stock Company announced Report on the corporate governance in 2023 as follows:

* Name of company: Petrovietnam Oil Nam Dinh Joint Stock Company
* Headquarters address: No. 36 Phung Khac Khoan Street, Truong Thi Ward, Nam Dinh City, Nam Dinh Province
* Tele 0228.3863650 Fax: 0228.3864560 Email:
* Charter capital: VND 66,666,660,000
* Securities code: PND
* Corporate governance model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the Manager.
* Internal audit execution: Unimplemented.

1. Activities of the General Meeting of Shareholders

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

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 746/NQ-DHDCD- | April 25, 2023 | Annual General Mandate 2023 |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (independent member/non-executive member of the Board of Directors) | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Appointment date | Date of dismissal |
| 1 | Nguyen Mau Dung | Member of the Board of Directors | July 05, 2022 |  |
| 2 | Ton Quoc Binh | Member of the Board of Directors | October 01, 2020 |  |
| 3 | Nguyen Thi Thu Hien | Member of the Board of Directors | April 20, 2015 |  |

1. Board Resolutions/Board Decisions

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Resolutions/Decision No. | Date | Content |
| 1 | 159/QD-HDQT | January 30, 2023 | Assign the production and business plan 2023 to the company |
| 2 | 160/QD-HDQT | January 30, 2023 | Approve the reversal of the provision for inventory discount as of December 31, 2022 of the company |
| 3 | 161/QD-HDQT | January 30, 2023 | Approve the provision/reversal of the provision for bad receivable debts in Q4/2022 of the company |
| 4 | 162/QD-HDQT | January 30, 2023 | Approve the establishment of a reserve fund for environmental risks and compensations for damages in 2022 |
| 5 | 163/QD-HDQT | January 30, 2023 | Approve the provision for financial investment as of December 31, 2022 of the company |
| 6 | 437 /NQ-HDQT | March 13, 2023 | Approve the plan for organization and agenda items to be presented at the Annual General Meeting of Shareholders in 2023 |
| 7 | 749/QD-HDQT | April 26, 2023 | Approve the labor plan for 2023 for the company |
| 8 | 750/QD-HDQT | April 26, 2023 | Approve the settlement of the salary fund for the year 2022 |
| 9 | 751/QD-HDQT | April 26, 2023 | Approve the cancellation of the effectiveness of Decision No. 1296/QD-HDQT dated December 18, 2020 and reversal of the remaining balance of the reserve fund for environmental risk compensations |
| 10 | 752/QD-HDQT | April 26, 2023 | Approve the reversal of the provision for inventory discount as of March 31, 2023 |
| 11 | 1092/QD-HDQT | June 16, 2023 | Approve the selection of an audit company for the Financial Statements 2023 |
| 12 | 1093/QD-HDQT | June 16, 2023 | Approve the salary fund plan for the year 2023 for the company |
| 13 | 1326/QD-HDQT | July 28, 2023 | Approve and promulgate the Salary Payment Regulations |
| 14 | 1950 /NQ-HDQT | November 24, 2023 | Approve the policy of liquidation of unused assets of the Company |
| 15 | 2209/QD-HDQT | December 31, 2023 | Approve the plan to borrow capital to serve business and investment activities in 2024 |
| 16 | 2210/QD-HDQT | December 31, 2023 | Assign the production and business plan 2024 to the company |
| 17 | 2214/QD-HDQT | December 31, 2023 | Approve and promulgate of the Debt Management Regulations of the company |

1. Supervisory Board.

Information about members of the Supervisory Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board: | Position | Date of appointment/dismissal as member  The Supervisory Board | Qualification |
| 1 | Tran Duc Hung | Chief of the Supervisory Board | December 15, 2020 | Bachelor of Finance and Accounting |
| 2 | Do Thu Huong | Member of the Supervisory Board | September 04, 2018 | Bachelor of Accounting |
| 3 | Phan Kim Tich | Member of the Supervisory Board: | April 25, 2023 | Bachelor of Economics |

1. The Executive Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board  Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Supervisory Board |
| 1 | Ton Quoc Binh | May 10, 1971 | Bachelor of Foreign Trade Economics | August 17, 2020 |
| 2 | Pham Trung Kien | May 19, 1979 | Bachelor of Economics | August 10, 2016 |
| 3 | Cao Anh Tuan | November 13, 1973 | Bachelor of Economics | September 08, 2020 |

1. The Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Nguyen Tuan Tu | June 18, 1988 | Bachelor of Economics | July 22, 2016 |

1. Training on corporate governance:
2. List of affiliated persons in the public company (Semi-annual Report) and transactions between affiliated persons of the Company with the Company itself:
3. Transactions between the Company and its affiliated person; or between the Company and major shareholders, the PDMR, and affiliated persons of the PDMR: According to Appendix 2 attached.
4. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries, companies under the authority of the Company: None
5. 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) in the last three (03) years (calculated at the time of reporting): None.
   2. Transactions between the Company and companies in which affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager) and other managers are members of the Board of Directors, the Executive Manager (the General Manager): None
   3. 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: None
6. Share transactions of PDMR and affiliated persons of PDMR (Report 6 months/year).

Company’s share transaction of PDMR and affiliated persons: None.

1. Other significant issues None.

Appendix 2 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 individual/institution | Relations with the Company | NSH No., date of issue, place of issue | Head office address/Contact address | Time of transaction | 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 |
| 1 | Petro Vietnam Oil Corporation | Holding Company; Organizations owning over 10% of voting shares of the company |  |  | From January 01, 2023 to December 31, 2023. |  | Purchase and sale of petroleum products and other services with a total transaction value of VND 3,005,607,625,626. |  |