**NFC: Annual Corporate Governance Report 2023**

On January 29, 2024, Ninh Binh Phosphate Fertilizer Joint Stock Company announced Report No. 168/BC-PLNB on the corporate governance of the Company in 2023 as follows:

Company's name: Ninh Binh Phosphate Fertilizer Joint Stock Company

Head office address: Ninh An Commune - Hoa Lu District - Ninh Binh Province

Tel: 0229.3610024; 0229.3610863 Fax: 0229.3610013

Email: Phan\_lan\_ninh\_binh@yahoo.com

Charter capital: VND 157,312,600,000

Securities code: NFC

Corporate Governance Model:

* The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the Manager.

Internal audit execution: Executed.

1. Activities of the General Meeting of Shareholders:

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| --- | --- | --- | --- |
| No. | General Mandate No. | Date | Contents |
| 1 | 475/NQ-DHDCD | April 21, 2023 | 1. Approve the Report on the activities of the Board of Directors, Report of the Board of Managers on activities of the Company in 2022 and the orientation for 2023.
2. Approve the financial statements, income of the Board of Directors, and the Board of Managers' report for the year 2022, the Company's financial statements have been audited by Auditing Company Limited & Vietnam Appraisal.
3. Approve the Report of the Supervisory Board on the result of inspecting and supervising activities of the Company in 2022.
4. Approve the Plan of profit distribution, setting up of funds, and the yield of dividend payout for 2022 of the Company.
5. The Annual General Meeting of Shareholders authorizes the Board of Directors to decide on the interim dividend payment for the year 2023 and to distribute interim dividends to shareholders in line with the company's production and business results for the year.
6. Approve the salary, remuneration for the Board of Directors and the Supervisory Board in 2023.
7. Approve the plan to select an audit company for the Financial Statement of 2023. The Annual General Meeting of Shareholders authorizes the Board of Directors to select one independent Audit Company out of three proposed by the Supervisory Board, which meet the criteria of qualification, capability, reasonable auditing costs, and have been approved by State Securities Commission to audit the financial statements for the year 2023 for the Company.
8. Approve the list of members for the Board of Directors and the Supervisory Board for the term 2023 - 2028
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1. The Board of Directors in 2023:
2. Information on members of the Board of Directors:

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| --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position in the Board of Directors | Date of appointment/dismissal as member of the Board of Directors |
| Appointment date | Dismissal date |
| 1 | Mr. Pham Manh Ninh | Chair | April 21, 2023 |  |
| 2 | Mr. Duong Nhu Duc | Member | April 21, 2023 |  |
| 3 | Mr. Pham Hong Son | Member | April 21, 2023 |  |
| 4 | Mr. Nguyen Ngoc Thach | Member | April 21, 2023 |  |
| 5 | Mr. Ha Huy San | Member | April 21, 2023 |  |

1. Board Resolutions

Implementing the Annual General Mandate 2023, the Board of Directors of the Company has held regular meetings, issued Board Resolutions approving the meeting contents to implement:

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| --- | --- | --- | --- |
| No. | Board Resolution No. | Date | Content |
| 1 | 38 /NQ-HDQT | January 11, 2023 | Approve the policy of implementing the appointment procedure for the position of Deputy Manager for Mr. Pham Hong Son (collect opinions via a ballot) |
| 2 | 135 /NQ-HDQT | February 08, 2023 | Regular Meeting of the Board of Directors in Q1/2023 |
| 3 | 168 /NQ-HDQT | February 17, 2023 | Approve the reappointment with a term for the position of Deputy Manager for Mr. Pham Hong Son (collect opinions via a ballot) |
| 4 | 276 /NQ-HDQT | March 09, 2023 | * Approve the realized salary fund of 2022
* Approve the selection of internal audit topics for the year 2023 (collect opinions via a ballot)
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| 5 | 383 /NQ-HDQT | April 06, 2023 | Approve the transaction contract for the sale of finished products of phosphate fertilizer to Van Dien Fused Magnesium Phosphate Fertilizer JSC (collect opinions via a ballot) |
| 6 | 416 /NQ-HDQT | April 10, 2023 | * Approve the draft content regarding the action program of Ninh Binh Phosphate Fertilizer Joint Stock Company.
* Approve the draft content regarding the anti-corruption work plan for 2023 of Ninh Binh Phosphate Fertilizer Joint Stock Company (collect opinions via a ballot)
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| 7 | 435 /NQ-HDQT | April 13, 2023 | Regular Meeting of the Board of Directors in Q2/2023 |
| 8 | 476 /NQ-HDQT | April 21, 2023 | Approval of the appointment of Mr. Pham Manh Ninh as Chair of the Board of Directors of the company for the term 2023-2028 |
| 9 | 567 /NQ-HDQT | May 12, 2023 | Approve appropriating bonus funds for the managers of the Company (collecting opinions via a ballot) |
| 10 | 647 /NQ-HDQT | May 25, 2023 | Approve the selection of Auditing Company Limited & Vietnam Appraisal to conduct the audit of financial statements for the first 6 months of 2023 and the full year of 2023 (collect opinions via a ballot) |
| 11 | 946 /NQ-HDQT | August 02, 2023 | Regular Meeting of the Board of Directors in Q3/2023 |
| 12 | 1003 /NQ-HDQT | August 22, 2023 | Approve the transaction contract for the sale of finished products of phosphate fertilizer to Van Dien Fused Magnesium Phosphate Fertilizer JSC (collect opinions via a ballot) |
| 13 | 1150 /NQ-HDQT | October 03, 2023 | Approve the results of the review and supplementation of the leadership cadre planning for the period 2021-2026 of the Company (collect opinions via a ballot) |
| 14 | 1643 /NQ-HDQT | October 27, 2023 | Regular Meeting of the Board of Directors in Q4/2023 |
| 15 | 1768 /NQ-HDQT | November 24, 2023 | Approve the draft assignment of tasks for the Members of the Board of Directors for the term 2023-2028 (collect opinions via a ballot) |
| 16 | 1769 /NQ-HDQT | November 24, 2023 | Approve the self-assessment results and classification of corporate managers for the year 2022 (collect opinions via a ballot) |
| 17 | 1844 /NQ-HDQT | December 06, 2023 | Approve the policy to implement the appointment procedure for the Workshop Manager position (collect opinions via a ballot) |

1. The Supervisory Board (2023).
2. Information on members of the Supervisory Board:

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| --- | --- | --- | --- | --- |
| No. | Members of the Supervisory Board | Position | Date of appointment as member of the Supervisory Board. | Qualification |
| 1 | Ms. Hoang Thi Tiep | Chief | April 21, 2023 | Bachelor of Accounting |
| 2 | Ms. Ta Thi Kim Chuc | Member  | April 21, 2023 | Bachelor of Accounting |
| 3 | Mr. Vu Tuan Anh | Member | April 21, 2023 | Bachelor of Economics |

1. The Executive Board

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment as member of the Executive Board |
| 1 | Mr. Duong Nhu Duc | December 03, 1980 | Master of Economics | December 15, 2020 |
| 2 | Mr. Pham Hong Son | May 20, 1972 | Engineer | February 20, 2023 |

1. Chief Accountant

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| --- | --- | --- | --- | --- |
| No. | Full name | Date of birth | Qualification | Appointment date |
| 1 | Mr. Nguyen Ngoc Thuan | October 20, 1981 | Bachelor of Accounting | April 05, 2021 |

1. Training on corporate governance: None
2. Changes in the list of affiliated persons of public company as prescribed at Clause 34 Article 6 of Law on Securities

According to Appendix 01 attached.

1. Transactions between internal stakeholders and affiliated persons
2. Share Transactions: None
3. Other transactions. None