**BRR: Annual Corporate Governance Report 2023**

On January 29, 2024, BaRia Rubber Joint Stock Company announced Report No. 101/BC-HDQTCSBR on the corporate governance of the Company in 2023 as follows:

Name of the public company: BaRia Rubber Joint Stock Company

Head office address: Highway 56, Binh Ba Commune, Chau Duc District, Ba Ria - Vung Tau Province.

Tel: 02543.881964 Fax: 02543.881169.

Email: [vanphong@baruco.com.vn](mailto:vanphong@baruco.com.vn.).

Charter capital: VND 1,125,000,000,000

Securities code: BRR (Upcom HNX)

* Corporate Governance Model:
* The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* Internal audit execution: Implemented the internal audit for 2022

1. Activities of the General Meeting of Shareholders:

BaRia Rubber Joint Stock Company organized the Annual General Meeting of Shareholders 2023 on April 28, 2023. The Meeting gathered, discussed and approved according to the Minutes of the General Meeting of Shareholders No. 282/BB.CSBR dated April 28, 2023 and the Annual General Mandate 2023 No. 10/NQ-DHDCD including the following contents:

* Report on activities of the Board of Directors in 2022 and the plan for 2023.
* Report on production and business results in 2022 and plan for 2023.
* The Audited Financial Statements 2022 and the selection of audit company for Financial Statements 2023.
* Report of the Supervisory Board
* Approval of the salary and remuneration settlement for the Board of Directors, the Executive Board, the Supervisory Board in 2022, and settlement plan for 2023.
* Profit distribution plan for 2022 and plan for 2023.
* Approval of supplements and amendments to the Company's Charter on profit distribution and foreign shareholder ownership rate.

1. The Board of Directors in 2023:
2. Information about members of the Board of Directors

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| No. | Member of the Board of Directors | Position (independent members, non-executive members of the Board of Directors) | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Date of appointment | Date of dismissal |
| 1 | Mr. Nguyen Minh Doan | Non-executive member of the Board of Directors | June 28, 2021 | - |
| 2. | Mr. Huynh Quang Trung | Executive member of the Board of Directors | April 22, 2016 | - |
| 3. | Mr. Pham Van Khien | Executive member of the Board of Directors | June 28, 2021 | - |
| 4. | Ms. Nguyen Thi Thuy Hang | Non-executive member of the Board of Directors | June 28, 2021 | - |
| 5. | Mr. Phung The Minh | Independent member of the Board of Directors | June 28, 2021 | - |

1. Board Resolutions/Board Decisions in 2023:

\*Board Resolutions

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| --- | --- | --- | --- | --- |
| No. | Resolution No. | Date | Main contents | |
| 01 | 76/NQ-HDQT | January 18, 2023 | Regular meeting in Q1/2023: Evaluating production and business situation in Q4/2022, the work plan for Q1/2023 and other tasks. | |
| 02 | 77/NQ-HDQT | February 18, 2023 | Agreement on contents of production and business activities. | |
| 03 | 78/NQ-HDQT | March 07, 2023 | Personnel work and the General Meeting of Shareholders 2023 | |
| 04 | 79/NQ-HDQT | March 26, 2023 | Plantation liquidation and land transfer | |
| 05 | 80/NQ-HDQT | April 20, 2023 | Regular meeting in Q2/2023: Approving the business results in Q1/2022, the work plan for Q2/2023 and other works | |
| 06 | 81/NQ-HDQT | June 05, 2023 | Selection of an independent audit company in 2023 | |
| 07 | 82/NQ-HDQT | June 21, 2023 | Group submission, plantation liquidation agreement and land transfer to locality. | |
| 08 | 83/NQ-HDQT | June 25, 2023 | Payment of the remaining dividends of 2022 | |
| 09 | 84/NQ-HDQT | June 25, 2023 | Agreement on production and business tasks. | |
| 10 | 85/NQ-HDQT | August 04, 2023 | Regular meeting in Q3/2023: Approval of the business results in Q2/2022, the work plan for Q3/2023 and other works | |
| 11 | 86/NQ-HDQT | August 04, 2023 | Agreement on production and business tasks. |
| 12 | 87/NQ-HDQT | August 24, 2023 | Agreement on the abbreviation of the Company (BARUCO) |
| 13 | 88/NQ-HDQT | October 24, 2023 | Regular meeting in Q4/2023: Approval of the business results in Q3/2022, the work plan for Q4/2023 and other works |
| 14 | 89/NQ-HDQT | October 26, 2023 | Selection of an audit company and internal audit contents in 2023 |
| 15 | 90/NQ-HDQT | November 20, 2023 | Personnel works of Manager of Xa Bang and Cu Bi Farm. |
| 16 | 91/NQ-HDQT | December 08, 2023 | Agreement on submitting to the Group on personnel work and promulgating internal regulations. |
| 17 | 92/NQ-HDQT | December 22, 2023 | Agreement on submitting to the Group on personnel work of the Company’s Deputy General Manager (departure) |
| 18 | 93/NQ-HDQT | December 22, 2023 | Agreement on submitting to the Group on personnel work of the Company’s Deputy General Manager (appointment) |
| 19 | 94/NQ-HDQT | December 22, 2023 | Personnel work: Appointing and reappointing Manager of Xa Bang and Cu Bi Farm. |

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 | Ms. Huynh Thi Hoa | Chief of the Supervisory Board | April 22, 2016 | Bachelor of Accounting and Finance |
| 2 | Mr. Hoang Quoc Hung | Member of the Supervisory Board | April 22, 2016 | Master of Economics |
| 3 | Ms. Nguyen Thi Hai | Member of the Supervisory Board | June 28, 2021 | Bachelor of Laws |

1. The Executive Board

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Huynh Quang Trung | May 17, 1964 | Bachelor of Forestry | September 2016 |
| 2 | Mr. Nguyen Cong Nhut | February 05, 1980 | Master of Economics | November 2019 |
| 3 | Mr. Nguyen Ngoc Thinh | October 26, 1969 | Master of Business Administration | November 2022 |

1. The Chief Accountant.

Mr. Nguyen Ngoc Thinh was appointed to the position of Deputy General Manager of the Company from November 1, 2022. The Company is carrying out recruitment procedures for Chief Accountant in personnel work to appoint Ms. Tran Thi Bao Chau - Deputy Head of Finance and Accounting Department to take on the task of being in charge of the Company's Accounting.

1. Training on corporate governance
2. List of affiliated persons of the public company in 2023 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.

During the year, transactions occurred between the Company and major shareholders as follows:

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| No. | Name of organization/individual | Relations with the Company | NSH\* No., Date of issue, Place of issue of NSH | Head office address | Time of transaction | Approved Board Resolution/ Board Decision No. (including promulgation date, if any) | Contents, quantity, total value of transaction | Note |
| 1 | Vietnam Rubber Group | Holding Company | 0301266564 | No. 177, Hai Ba Trung Street, District 3, Ho Chi Minh City | 2023 | 86/NQ-HDQT dated August 04, 2023 | Principle Contract No. 80/HD-CSVN-NT: Selling 20.16 tons, transaction value of VND 702,979,200 |  |
| 2 | Vietnam Rubber Group | Holding Company | 0301266564 | No. 177, Hai Ba Trung Street, District 3, Ho Chi Minh City | 2023 | 86/NQ-HDQT dated August 04, 2023 | Principle Contract No. 80/HD - selling 40.32 tons, transaction value of VND 1,397,088,000 |  |
| 3 | Vietnam Rubber Group | Holding Company | 0301266564 | No. 177, Hai Ba Trung Street, District 3, Ho Chi Minh City | 2023 | 86/NQ-HDQT dated August 04, 2023 | Contract No. 80/HD, selling 20.16 tons, transaction value of VND 688,464,000 |  |
| 4 | Vietnam Rubber Group | Holding Company | 0301266564 | No. 177, Hai Ba Trung Street, District 3, Ho Chi Minh City | 2023 | 86/NQ-HDQT dated August 04, 2023 | Principle Contract No. 80/HD - selling 60.48 tons, transaction value of VND 1,980,720,000 |  |
| 5 | Vietnam Rubber Group | Holding Company | 0301266564 | No. 177, Hai Ba Trung Street, District 3, Ho Chi Minh City | August 14, 2023 | 86/NQ-HDQT dated August 04, 2023 | Principle Contract No. 80/HD - selling 100.80 tons, transaction value of VND 3,265,920,000 |  |
| 6 | Vietnam Rubber Group | Holding Company | 0301266564 | No. 177, Hai Ba Trung Street, District 3, Ho Chi Minh City | August 17, 2023 | 86/NQ-HDQT dated August 04, 2023 | Principle Contract No. 80/HD - selling 20.16 tons, transaction value of VND 687,859,200 |  |
| 7 | Vietnam Rubber Group | Holding Company | 0301266564 | No. 177, Hai Ba Trung Street, District 3, Ho Chi Minh City | 2023 | 86/NQ-HDQT dated August 04, 2023 | Principle Contract No. 80/HD - selling 18.90 tons, transaction value of VND 639,765,000 |  |
| 8 | Vietnam Rubber Group | Holding Company | 0301266564 | No. 177, Hai Ba Trung Street, District 3, Ho Chi Minh City | September 25, 2023 | 86/NQ-HDQT dated August 04, 2023 | Principle Contract No. 80/HD - selling 20.160 tons, transaction value of VND 708,019,200 |  |
| 9 | Vietnam Rubber Group | Holding Company | 0301266564 | No. 177, Hai Ba Trung Street, District 3, Ho Chi Minh City | November 09, 2023 | 86/NQ-HDQT dated August 04, 2023 | Principle Contract No. 80/HD - selling 1.260 tons, transaction value of VND 42,651,000 |  |
| 10 | Vietnam Rubber Group | Holding Company | 0301266564 | No. 177, Hai Ba Trung Street, District 3, Ho Chi Minh City | November 09, 2023 | 86/NQ-HDQT dated August 04, 2023 | Principle Contract No. 80/HD - selling 40.320 tons, transaction value of VND 1,358,784,000 |  |
| 11 | Vietnam Rubber Group | Holding Company | 0301266564 | No. 177, Hai Ba Trung Street, District 3, Ho Chi Minh City | November 09, 2023 | 86/NQ-HDQT dated August 04, 2023 | Principle Contract No. 80/HD - selling 18.9 tons, transaction value of VND 662,445,000 |  |
| 12 | Vietnam Rubber Group | Holding Company | 0301266564 | No. 177, Hai Ba Trung Street, District 3, Ho Chi Minh City | November 28, 2023 | 86/NQ-HDQT dated August 04, 2023 | Principle contract No. 80/HD-CSVN-NT: selling 60.480 tons, transaction value of VND 2,195,424,000 |  |
| 13 | Vietnam Rubber Group | Holding Company | 0301266564 | No. 177, Hai Ba Trung Street, District 3, Ho Chi Minh City | December 05, 2023 | 86/NQ-HDQT dated August 04, 2023  August 04, 2023 | Principle Contract No. 80/HD-CSVN-NT: selling 20.160 tons, transaction value of VND 708,624,000 |  |
| 14 | Vietnam Rubber Group | Holding Company | 0301266564 | No. 177, Hai Ba Trung Street, District 3, Ho Chi Minh City | December 05, 2023 | 86/NQ-HDQT dated August 04, 2023 | Principle Contract No. 80/HD-CSVN-NT: selling 20.160 tons, transaction value of VND 730,800,000 |  |
| 15 | Vietnam Rubber Group | Holding Company | 0301266564 | No. 177, Hai Ba Trung Street, District 3, Ho Chi Minh City | December 26, 2023 | 86/NQ-HDQT dated August 04, 2023 | Principle Contract No. 80/HD-CSVN-NT: selling 60.480 tons, transaction value of VND 2,200,867,200 Sell  Total value of transaction VND 2,200,867,200 |  |
| 16 | Vietnam Rubber Group | Holding Company | 0301266564 | No. 177, Hai Ba Trung Street, District 3, Ho Chi Minh City | December 26, 2023 | 86/NQ-HDQT dated August 04, 2023 | Principle Contract No. 80/HD- CSVN-NT: selling 40.320 tons, transaction value of VND 1,514,016,000 |  |
| 17 | Vietnam Rubber Group | Holding Company | 0301266564 | No. 177, Hai Ba Trung Street, District 3, Ho Chi Minh City | December 26, 2023 | 86/NQ-HDQT dated August 04, 2023 | Principle Contract No. 80/HD-CSVN-NT: selling 40.320 tons, transaction value of VND 1,532,866,400  VND 1,532,866,400 |  |
| 18 | Vietnam Rubber Group | Holding Company | 0301266564 | No. 177, Hai Ba Trung Street, District 3, Ho Chi Minh City | December 05, 2023 | 86/NQ-HDQT dated August 04, 2023 | Principle Contract No. 80/HD-CSVN-NT: selling 60.480 tons, transaction value of VND 2,210,544,000 |  |

Notes:

1. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries, companies controlled by the Company: None.

There are no transactions between PDMR of the Company, affiliated persons of PDMR and subsidiaries, companies under the authority of the Company

1. Transactions between the Company and other entities:
   1. Transactions between the Company and the companies where members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers have been founding members or members of the Board of Directors, the Executive General Manager for the past three (03) years (as at the time of reporting)

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| No. | Name of organization/individual | Relations with Company | NSH No., Date of issue, Place of issue of NSH | | Head office address | Time of transaction | Approved Board Resolution/Decision No. (including issuance date, if any) | Contents, quantity, total value of transaction | Note |
| 1 | Baria-Kampong Thom Rubber Joint Stock Company | Joint venture | 3501317187 | Binh Ba Commune, Chau Duc District, Ba Ria - Vung Tau Province | |  |  | Income from dividends: VND 60,418,831,400 |  |
| 2 | Long Khanh Industrial Zone Joint - Stock Company | Contributed capital investment |  | Long Khanh City, Dong Nai Province. | |  |  | Income from dividends: VND 6,840,000,000 |  |
| 3 | Viet Lao Rubber Joint Stock Company | Contributed capital investment | 0303612851 | No. 236, Nam Ky Khoi Nghia Street, District 3, Ho Chi Minh City. | |  |  | Income from dividends: VND 21,833,052,751 |  |

* 1. Transactions between the Company and the companies in which the affiliated persons of members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers are members of the Board of Directors, the executive General 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, members of the Supervisory Board, the General Manager and other managers: None.

1. Share transactions of PDMR and affiliated persons of PDMR in 2023:
2. Company’s share transaction of the Company's PDMR and affiliated persons None.
3. Other significant issues: