**PRE: Annual Corporate Governance Report 2023**

On January 30, 2024, PVI Reinsurance Joint-stock Corporation announced Report No. 12/Hanoi Re-HDQT on the corporate governance in 2023 as follows:

* Name of listed company: PVI Reinsurance Joint-stock Corporation
* Head office address: Floor 25, PVI Building, Lot VP2, Residential and Public Works Yen Hoa, Pham Van Bach, Yen Hoa Ward, Cau Giay District, Hanoi Hanoi
* Tel: 024 3734 2828 Fax: 024 3734 2626.
* Email: contact@hanoire.com
* Charter capital: VND 1,044,000,000,000
* Securities code (Hanoi Stock Exchange): PRE
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the General Manager/Manager and the Audit Committee under the Board of Directors
* Internal audit execution: Implemented
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):

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 2 | 01/2023/NQ-DHDCD | April 27, 2023 | Annual General Mandate 2023:* Approve the Report on the business results in 2022 and the Business plan for 2023;
* Approve the Report on the activities of the Board of Directors in 2022 and the orientation and operational plan of the Board of Directors in 2023
* Approve the Company’s Financial Statements 2022 audited by Deloitte Vietnam Company Limited.
* Approve the profit distribution plan for the year 2022 and the profit distribution plan for the year 2023.
* Approve the selection of an independent audit company and the audit of the Financial Statements for the year 2023 by Deloitte Vietnam Company Limited.
* Approve the remuneration report for the year 2022 and the remuneration forecast for the year 2023 of the Board of Directors of PVI Re.
* Approve the Report of independent members of the Board of Directors
* Approve the Proposal on the handling of interest on deposits in the blocked capital contribution accounts of PVI Re's shareholders.
* Approve to change the name of the Company.
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1. The Board of Directors
2. Information about members of the Board of Directors

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| --- | --- | --- | --- |
| No. | Members of the Board of Directors | Position | Date of appointment/dismissal as member of the Board of Directors |
| Appointment date | Dismissal date |
| 1 | Phung Tuan Kien | Chair of the Board of Directors | June 24, 2022 |  |
| 2 | Duong Thanh Danh Francois | Vice Chair of the Board of Directors | June 24, 2022 |  |
| 3 | Nguyen Phuc Anh | Members of the Board of Directors | June 24, 2022 |  |
| 4 | Trinh Van Luong | Independent member of the Board of Directors-cum-Chief of the Audit Committee | May 28, 2021 |  |
| 5 | Tran Duy Cuong | Members of the Board of Directors | October 27, 2021 |  |

1. Board Resolutions/Board Decisions:

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| --- | --- | --- | --- |
| No. | Resolution/Decision No. | Date | Content |
| 1 | 01/NQ-PVIRe | January 10, 2023 | Resolution on adjusting the deposit investment limit at some credit institutions. |
| 2 | 02/NQ-PVIRe | January 12, 2023 | Resolution on approving the proposal of the issuing organization for early redemption of Son Kim Bonds. |
| 3 | 03/NQ-PVIRe | January 27, 2023 | Resolution on approving the plan for handling fractional shares and undistributed shares. |
| 4 | 04/NQ-PVIRe | February 07, 2023 | Resolution on approving the plan for handling fractional shares and undistributed shares. |
| 5 | 05/NQ-PVIRe | February 09, 2023 | Resolution on approving the results of the share offering to increase the charter capital of PVI Reinsurance Joint Stock Corporation. |
| 6 | 06/NQ-PVIRe | February 16, 2023 | Resolution on promulgating the Internal Audit Regulations of PVI Reinsurance Joint Stock Corporation. |
| 7 | 07/NQ-PVIRe | February 16, 2023 | Resolution on promulgating the Internal Audit Activity Plan of PVI Reinsurance Joint Stock Corporation. |
| 8 | 08/NQ-PVIRe | February 16, 2023 | Resolution on promulgating the Internal Audit Process of PVI Reinsurance Joint Stock Corporation. |
| 9 | 09/NQ-PVIRe | March 02, 2023 | Resolution on convening the Annual General Meeting of Shareholders 2023 |
| 10 | 10/NQ-PVIRe | March 02, 2023 | Resolution on optimizing the effectiveness of blocked capital contribution accounts. |
| 11 | 11/NQ-PVIRe | March 08, 2023 | Resolution on interim dividend payment for the second time in 2022. |
| 12 | 12/NQ-PVIRe | March 08, 2023 | Resolution on approving the documents to be submitted to the Annual General Meeting of Shareholders for the year 2023. |
| 13 | 13/NQ-PVIRe | March 14, 2023 | Resolution on changing the calculation expert of PVI Re. |
| 14 | 14/NQ-PVIRe | March 21, 2023 | Resolution on paying additional salaries for exceeding the profit plan of 2022. |
| 15 | 15/NQ-PVIRe | March 22, 2023 | Resolution on approving the transaction proposal between PVI Re and affiliated persons. |
| 16 | 16/NQ-PVIRe | March 30, 2023 | Resolution on extending the deadline and continuing to use investment portfolio management services under the investment delegation method. |
| 17 | 17/NQ-PVIRe | March 31, 2023 | Resolution on continuing to optimize the effectiveness of blocked capital contribution accounts. |
| 18 | 18/NQ-PVIRe | April 05, 2023 | Resolution on approving the supplementation of documents to be submitted to the Annual General Meeting of Shareholders for the year 2023 of PVI Re. |
| 19 | 19/NQ-PVIRe | April 05, 2023 | Resolution on promulgating the Risk Appetite Statement for the year 2023 of PVI Re. |
| 20 | 20/NQ-PVIRe | May 12, 2023 | Resolution on approving the adjustment of the deposit investment limit at eligible credit institutions of PVI Re based on increased equity. |
| 21 | 21/NQ-PVIRe | May 16, 2023 | Resolution on mobilizing short-term loans from banks. |
| 22 | 22/NQ-PVIRe | May 19, 2023 | Resolution on the 2nd Meeting of the Board of Directors of PVI Re in 2023. |
| 23 | 23/NQ-PVIRe | May 19, 2023 | Resolution on establishing the Remuneration Committee and Appointing Subordinates of the Board of Directors. |
| 24 | 24/NQ-PVIRe | May 31, 2023 | Resolution on promulgating the appendix of position salary coefficients. |
| 25 | 25/NQ-PVIRe | May 31, 2023 | Resolution on position salary ranking for Mr. Trinh Anh Tuan - General Manager of PVI Re. |
| 26 | 26/NQ-PVIRe | May 31, 2023 | Resolution on position salary ranking for Ms. Le Thi Thuy - Deputy General Manager of PVI Re. |
| 27 | 27/NQ-PVIRe | May 31, 2023 | Resolution on position salary ranking for Mr. Nguyen Hong Long - Deputy General Manager of PVI Re. |
| 28 | 28/NQ-PVIRe | May 31, 2023 | Resolution on position salary ranking for Mr. Nguyen Anh Hung - Deputy General Manager of PVI Re. |
| 29 | 29/NQ-PVIRe | May 31, 2023 | Resolution on position salary ranking for Mr. Ngo Thanh Hai - Chief Accountant of PVI Re. |
| 30 | 30/NQ-PVIRe | June 30, 2023 | Resolution on appointing Ms. Bui Linh Huong to the position of Deputy Head - Internal Audit Committee of PVI Re. |
| 31 | 31/NQ-PVIRe | July 12, 2023 | Resolution on implementing deposit investment at Ocean Commercial One Member Limited Liability Bank. |
| 32 | 32/NQ-PVIRe | July 20, 2023 | Resolution on approving the adjustment of the bank ranking list and deposit investment limit at eligible credit institutions of PVI Re based on increased equity. |
| 33 | 33/NQ-PVIRe | August 04, 2023 | Resolution on approving the bond investment plan for the increased capital. |
| 34 | 34/NQ-PVlRe | August 04, 2023 | Resolution on the third interim dividend payment of 2022. |
| 35 | 35/NQ-Hanoi Re | September 12, 2023 | Resolution on approving amendments to the Articles of Association related to charter capital and company name. |
| 36 | 36/NQ-Hanoi Re | September 12, 2023 | Resolution on approving amendments to internal documents and existing decisions. |
| 37 | 37/NQ-Hanoi Re | September 12, 2023 | Resolution on the 3rd Meeting of the Board of Directors of PVI Re in 2023. |
| 38 | 38/NQ-Hanoi Re | October 16, 2023 | Resolution on approving the proposal for early repurchase of TTCIZ bonds and implementing bond investment delegation with Toan Hai Van Joint Stock Company. |
| 39 | 39/NQ-Hanoi Re | October 30, 2023 | Resolution on interim dividend payment for the first time in 2023. |
| 40 | 40/NQ-Hanoi Re | November 16, 2023 | Resolution on approving the business allowance quota. |
| 41 | 41/NQ-Hanoi Re | November 16, 2023 | Resolution on changing the calculation expert of Hanoi Re. |
| 42 | 42/NQ-Hanoi Re | November 30, 2023 | Resolution on implementing bond investment delegation with Thanh Thanh Cong - Bien Hoa Joint Stock Company. |
| 43 | 43/NQ-Hanoi Re | December 07, 2023 | Resolution on the Meeting of the Board of Directors of Hanoi Re. |
| 44 | 44/NQ-Hanoi Re | December 07, 2023 | Resolution on the Meeting of the Board of Directors of Hanoi Re. |
| 45 | 45/NQ-Hanoi Re | December 07, 2023 | Resolution on the Meeting of the Board of Directors of Hanoi Re. |
| 46 | 46/NQ-Hanoi Re | December 07, 2023 | Resolution on determining the business allowance quota for the position of General Manager. |
| 47 | 47/NỌ-Hanoi Re | December 07, 2023 | Resolution on amending the principles for selecting credit institutions to execute deposit investments. |
| 48 | 48/NQ-Hanoi Re | December 11, 2023 | Resolution on the internal audit plan for the year 2024. |
| 49 | 49/NQ-Hanoi Re | December 29, 2023 | Resolution on promulgating the Human Resources Management Regulations of Hanoi Reinsurance Joint Stock Corporation. |
| 50 | 50/NQ-Hanoi Re | December 29, 2023 | Resolution on promulgating the Risk Management Regulations of Hanoi Reinsurance Joint Stock Corporation. |

1. The Audit Committee
2. Information about the members of the Audit Committee/Internal Audit Committee:

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| --- | --- | --- | --- | --- |
| No. | Member of the Audit Committee/Internal Audit Committee | Position | Date of appointment as member of the Audit Committee/Internal Audit Committee | Qualification  |
| 1 | Trinh Van Luong | Chief of the Audit Committee | June 28, 2021 | Bachelor of Finance |
| 2 | Tran Duy Cuong | Member of the Audit Committee | June 28, 2021 | Master of Accounting |

1. The Executive Board.

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| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Trinh Anh Tuan | February 26, 1981 | Bachelor of Insurance Economics | Re-appointed on September 15, 2023 |
| 2 | Ms. Le Thi Thuy | May 19, 1973 | Master of International Trade and Finance | Re-appointed on September 15, 2023 |
| 3 | Mr. Nguyen Hong Long | September 29, 1976 | Master of Business Administration | Re-appointed on September 15, 2023 |
| 4 | Mr. Nguyen Anh Hung | December 06, 1976 | Electrical and Electronics Engineers | Re-appointed on September 15, 2023 |

1. Chief Accountant.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Full name | Date of birth | Qualification | Date of appointment/dismissal |
| 1 | Mr. Ngo Thanh Hai | August 09, 1986 | Bachelor of Accounting; | Re-appointed on September 15, 2023 |

1. Training on corporate governance
2. List of affiliated persons of public companies and transactions between affiliated persons of the Company and the Company itself
3. Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR, affiliated persons of PDMR

According to attached documents: Appendix 2

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:
	1. Transactions between the Company and company 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 or the Executive Manager (General Manager) in the last 03 years (as at the time of reporting). According to attached documents: Appendix 2:
	2. Transactions between the Company and companies executed by the affiliated people of members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager) and other managers who are members of the Board of Directors, the Executive Manager (the General Manager). None.
	3. 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 Manager (General Manager) and other managers: None.
3. Share transactions between PDMR and affiliated persons of PDMR
4. Company’s share transaction of PDMR and affiliated persons None.
5. Other significant issues: None.

Appendix 2: Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR, affiliated persons of PDMR

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| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organizations/individuals | Relations with the Company | NSH\* No., date of issue, place of issue | Address | Time of transaction with the Company | Approved General Mandate/Decision No. of the General Meeting of Shareholders and Board Resolutions/Decisions (including promulgation date if any) | Content | Quantity and total value (Unit: VND) | Note |
| 1 | PVI Holdings | Holding Company |  |  | 2023 |  | Office rental expenses and service fees:  | 4,342,729,866 |  |
| Paid dividends | 135,816,569,400 |  |
| Advance receipts for share purchase issued to increase capital | 40,048,380,000 |  |
| 2 | PVI Insurance Corporation | Under the same owner |  |  | 2023 |  | Revenue from reinsurance | 1,256,272,329,105 |  |
| Commissions, brokerage and other reinsurance expenses | 363,135,034,255 |  |
| Reinsurance transfer fee | 247,915,380,740 |  |
| Refundable transfer fee |  |  |
| Commissions from reinsurance | 57,416,684,567 |  |
| Receivable indemnity from reinsurance | 77,187,546,500 |  |
| Payable indemnity from reinsurance | 564,659,218,566 |  |
| Other receivables from reinsurance | 6,420,055,284 |  |
| 3 | PVI Asset Management Joint Stock Company | Under the same owner |  |  | 2023 |  | Investment consulting fee | 200,000,000 |  |
| Investment management fees | 1,608,377,650 |  |
| 4 | PVI Opportunity Investment Fund | Under the same owner |  |  | 2023 |  | Received dividends | 27,409,090,500 |  |
| 5 | PVI Infrastructure Investment Fund | Under the same owner |  |  | 2023 |  | Received dividends | 24,660,000,000 |  |