**BVS: Annual Corporate Governance Report 2023**

On January 29, 2024, Bao Viet Securities Joint Stock Company announced Report No. 04/2024/BVSC-HDQT on the corporate governance 2023 as follows:

Name of listed company: Bao Viet Securities Joint Stock Company.

Head office address: 1st, 4th and 7th floors, No. 8 Le Thai To, Hoan Kiem, Hanoi.

* Tel: 0243. 928 8080.
* Fax: 0243. 928 9888.
* Email: baocao-bvsc@baoviet.com.vn.
* Charter capital: VND 722,339,370,000.
* Securities code: BVS
* 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 opinions via a ballot)

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| No. | General Mandate/Decision No. | Date | Content |
| 1 | General Mandate No. 01/2023/NQ-DHDCD | April 21, 2023 | 1. Approve the Report on activities of the Board of Directors in 2022 and the operational orientation for 2023;
2. Approve the Report on business results in 2022 and the business plan for 2023;
3. Approve the Report on the activities of the Supervisory Board at the Annual General Meeting of Shareholders 2023;
4. Approve the Audited Financial Statements 2022;
5. Approve the Profit Use Plan 2022 and the Profit Use Plan 2023;
6. Approve the remuneration of the Board of Directors, the Supervisory Board, the Secretariat of the Company in 2022 and the Remuneration plan for 2023;
7. Approve changing the Company's Headquarters.
8. Approving the Selection of an Audit Company to audit the Financial Statements 2024, 2025, 2026 of Bao Viet Securities Joint Stock Company.
9. Approve the use of the Charter Capital Supplemental Reserve Fund and the Financial and Operational Risk Reserve Fund.
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1. The Board of Directors (2023):
	* + 1. Information on 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 member of the Board of Directors |
| Appointment date | Dismissal date |
| 1 | Nguyen Hong Tuan | Chair | On June 27, 2017: member of the Board of Directors; November 29, 2018 until now: Chair of the Board of Directors of BVSC. |  |
| 2 | Nguyen Anh Tuan | Member | May 12, 2016 |  |
| 3 | Nhu Dinh Hoa | Member | April 15, 2015 |  |
| 4 | Nguyen Quang Hung | Member | June 27, 2017 |  |
| 5 | Le Xuan Nam | Independent member | June 22, 2020 |  |

* + - 1. Board Resolutions/Board Decisions in 2023:

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| --- | --- | --- | --- |
| No. | Resolution No. | Date | Content |
| 1 | Resolution No. 01/2023/NQ-HDQT | February 07, 2023 | On the Approval of the auditor's report 2022 and the Audit Plan 2023 of the Internal Audit Committee. |
| 2 | Resolution No. 02/2023/NQ-HDQT | February 16, 2023 | On the Approval of the Plan for salary fund and payment fund for brokerage and distribution of corporate bonds in 2023 |
| 3 | Resolution No. 03/2023/NQ-HDQT | February 22, 2023 | On the staff planning for the position of Branch Manager in Ho Chi Minh City |
| 4 | Resolution No. 04/2023/NQ-HDQT | February 28, 2023 | On the organization of the Annual General Meeting of Shareholders 2023 |
| 5 | Resolution No. 05/2023/NQ-HDQT | March 14, 2023 | On the Approval of the Plan to equip fixed assets and invest in capital construction in 2023 |
| 6 | Resolution No. 06/2023/NQ-HDQT | March 14, 2023 | On the Approval of Feasibility Study Report for the Investment Project to Renovate the New Head Office of Bao Viet Securities Joint Stock Company |
| 7 | Resolution No. 07/2023/NQ-HDQT | March 30, 2023 | On the issues approved at the 1st meeting of the Board of Directors in 2023 |
| 8 | Resolution No. 08/2023/NQ-HDQT | March 30, 2023 | On the time, venue, agenda and documents of the Annual General Meeting of Shareholders 2023 of Bao Viet Securities Joint Stock Company |
| 9 | Resolution No. 09/2023/NQ-HDQT | March 30, 2023 | On the establishment of the Organizing Committee of the Annual General Meeting of Shareholders 2023 |
| 10 | Resolution No. 10/2023/NQ-HDQT | March 30, 2023 | On the the establishment of the Shareholder's Eligibility Verification Committee to serve the Annual General Meeting of Shareholders 2023 |
| 11 | Resolution No. 1/2023/NQ-HDQT | April 17, 2023 | On the approval of the Business Plan 2023 of Bao Viet Securities Joint Stock Company |
| 12 | Resolution No. 12/2023/NQ-HDQT | April 25, 2023 | On Extend the time of holding the position of Chief Accountant of the Company |
| 13 | Resolution No. 13/2023/NQ-HDQT | April 26, 2023 | On Plan for using the Bonus and Welfare Fund from profit after tax in 2022 and Settlement of Board of Directors bonus in 2022. |
| 14 | Resolution No. 14/2023/NQ-HDQT | May 09, 2023 | On the approval of increasing the lending limit for margin trading for shares of Vietnam Export Import Commercial Joint Stock Bank (Securities code: EIB) |
| 15 | Resolution No. 15/2023/NQ-HDQT | May 09, 2023 | On Approval for the Company to sign contracts and transactions with affiliated persons that must be approved by the Board of Directors. |
| 16 | Resolution No. 16/2023/NQ-HDQT | May 26, 2023 | On Extending the operating term of Bao Viet Investment Fund |
| 17 | Resolution No. 17/2023/NQ-HDQT | June 06, 2023 | On the Approval of the Contractor Selection Plan for the Investment Project to Renovate the New Head Office of Bao Viet Securities Joint Stock Company |
| 18 | Resolution No. 18/2023/NQ-HDQT | June 13, 2023 | On the Appointment of Manager of Ho Chi Minh City Branch |
| 19 | Resolution No. 19/2023/NQ-HDQT | June 21, 2023 | On Issues approved at the 2nd Board of Directors meeting in 2023 |
| 20 | Resolution No. 20/2023/NQ-HDQT | June 21, 2023 | On adjusting the Scale of Renovation of the Branch Office of Bao Viet Securities Joint Stock Company in Ho Chi Minh City  |
| 21 | Resolution No. 21/2023/NQ-HDQT | June 21, 2023 | On the approval of the policy of relocating Le Hong Phong Transaction Office under the Ho Chi Minh City Branch  |
| 22 | Resolution No. 22/2023/NQ-HDQT | July 05, 2023 | On Approval of construction drawing design dossier and construction estimates for the investment project to renovate the new Head Office of Bao Viet Securities Joint Stock Company |
| 23 | Resolution No. 23/2023/NQ-HDQT | July 18, 2023 | On Approve the adjustment of the Contractor Selection Plan for the investment project to renovate the new Head Office of Bao Viet Securities Joint Stock Company |
| 24 | Resolution No. 24/2023/NQ-HDQT | September 07, 2023 | On Approval of relocation and renaming of Le Hong Phong Transaction Office under Ho Chi Minh Branch of Bao Viet Securities Joint Stock Company |
| 25 | Resolution No. 25/2023/NQ-HDQT | September 07, 2023 | On Approval to increase the lending limit for margin trading for shares of Development Investment Construction JSC (securities code: DIG) |
| 26 | Resolution No. 26/2023/NQ-HDQT | September 26, 2023 | On the payment of cash dividends in 2022 |
| 27 | Resolution No. 27/2023/NQ-HDQT | September 26, 2023 | On the issues approved at the 3rd meeting of the Board of Directors in 2023 |
| 28 | Resolution No. 28/2023/NQ-HDQT | December 08, 2023 | On Approval to increase the margin lending limit for shares of Vietnam Prosperity Joint-Stock Commercial Bank stock code VPB (stock code “VPB”) |
| 29 | Resolution No. 29/2023/NQ-HDQT | December 20, 2023 | On Issues approved at the 4th Board of Directors meeting in 2023 |
| 30 | Resolution No. 30/2023/NQ-HDQT | December 20, 2023 | On the Approval of the Plan to equip fixed assets and invest in capital construction in 2024 |

1. The Supervisory Board (2023):

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. Nguyen Xuan Hoa | Chief | April 15, 2015 | Master of Commercial Business Administration. |
| 2 | Ms. Nguyen Thi Thanh Van | Member | April 15, 2015 | Bachelor of Finance and Banking |
| 3 | Mr. Hoang Giang Binh | Member | April 15, 2015 | Master of Accounting - Finance. |

1. The Executive Board

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| --- | --- | --- | --- | --- |
| No. | Member of the Board of Management | Date of birth | Qualification | Date of appointment/dismissal as member of the Board of Management |
| 1 | Mr. Nhu Dinh Hoa - General Manager | April 12, 1972 | Master of Accounting, Bachelor of Business Administration | First appointed on: February 08, 2010. |
| 2 | Ms. Nguyen Thi Thanh Thuy - General Manager | November 09, 1976 | Master of Economics | First appointed on: July 15, 2010 |

V. The Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Appointment/dismissal date |
| Nguyen Hong Thuy | January 22, 1973 | Bachelor of Economics majoring in Finance and Banking | First appointed on: April 26, 2022. |

VI. Training on corporate governance:

VII. List of affiliated persons of the Company (Report of 2023) and transactions between the affiliated persons of the Company with the Company itself

1. Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR and 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 | 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 issue, if any) | Content, quantity, total value of transaction | Note |
| 1 | Baoviet Holdings | Holding Company; affiliated organization of PDMR of Bao Viet Securities Joint Stock Company | No. 0100111761, 15th change, issued by the Business Registration Office - Hanoi Authority for Planning and Investment on July 12, 2022 | No. 08, Le Thai To Street, Hang Trong Ward, Hoan Kiem District, Hanoi | 2023 | Resolution No. 21/2021/NQ-HQT dated September 28, 2021 and Resolution No. 15/2023/NQ- HDQT dated May 9, 2023 of the Board of Directors | Securities transaction fee: VND 39,936,356 |  |
| Depository fee: VND 201,582,270 |  |
| Consulting fee: VND 100,000,000 |  |
| Fee for providing share quotes: VND 70,000,000 |  |
| Information technology expenses: VND (129,710,089) |  |
|  |
| Fees for managing shareholder books and pay dividends: VND 88,000,000 |  |
| Office rental: VND (6,161,904,000) |  |
| Dividend payment in 2022: VND (43,281,193,000) |  |
| 2 | BAOVIET LIFE | Subsidiary of the Holding Company; affiliated organization of PDMR of Bao Viet Securities Joint Stock Company | No. 46/GPDC/KDBH issued on April 13, 2021 by the Ministry of Finance | Floor 37, Keangnam Hanoi Landmark Tower, Pham Hung Street, Nam Tu Liem District, Hanoi | 2023 | Resolution No. 21/2021/NQ-HDQT dated September 28, 2021 and Resolution No. 15/2023/NQ-HDQT dated May 9, 2023 of the Board of Directors | Securities transaction fee: VND 475,996,901. |  |
| Depository fee: VND 95,237,824. |  |
| Office Rental Fee: VND (3,866,967,266) |  |
| Life insurance fee: VND (3,050,893,980)  |  |
| 3 | Baoviet Insurance | Subsidiary of the Holding Company; affiliated organization of PDMR of Bao Viet Securities Joint Stock Company | No. 45/GPDC15/KDBH issued on March 29, 2019 by the Ministry of Finance | No. 7 Ly Thuong Kiet, Phan Chu Trinh Ward, Hoan Kiem District, Hanoi. | First 06 months of 2023 | Resolution No. 21/2021/NQ-HDQT dated September 28, 2021 and Resolution No. 15/2023/NQ-HDQT dated May 09, 2023 of the Board of Directors of Bao Viet Securities Joint Stock Company | Securities transaction fee: VND 510,465,615 |  |
| Depository fee: VND 3,777,531 |  |
| Healthcare Insurance Fee: VND (1,959,400,000) |  |
| K care Insurance Fee: VND (258,092,900) |  |
| 4 | Bao Viet Investment One Member Limited Liability Company | Subsidiary of Holding Company | No. 0103193730; 8th change issued by the Business Registration Office - Hanoi Authority for Planning and Investment on January 4, 2019 | No. 71 Ngo Sy Lien Street, Dong Da District, Hanoi City | 2023 | Resolution No. 21/2021/NQ-HQT dated September 28, 2021 and Resolution No. 15/2023/NQ- HDQT dated May 9, 2023 of the Board of Directors | Office lease fee: VND 6,377,868,288. |  |
| Electricity and parking fees: VND (593,641,690). |  |
| Building service management fee: VND (1,819,938,674). |  |
| Other expenses: (VND 72,513,000) |  |
| 5 | Bao Viet Fund Management Limited Company. | Subsidiary of Holding Company | No. 08/GPDC-UBCK issued on January 17, 2022 by the State Securities Commission | 5th Floor, No. 8 Le Thai To, Hang Trong, Hoan Kiem, Hanoi, Vietnam | 2023 | Resolution No. 21/2021/NQ-HDQT dated September 28, 2021 and Resolution No. 15/2023/NQ-HDQT dated May 9, 2023 of the Board of Directors | Securities transaction fee: VND 368,472,070 |  |
| Depository fee: VND 112,010,179 |  |
| Consulting fee: VND 200,000,000 |  |
| 7 | Bao Viet Investment Fund (BVIF) | Subsidiary of Holding Company | No. 223/TB-UBCK dated October 20, 2015 issued by the State Securities Commission | 5th Floor, No. 8 Le Thai To, Hang Trong, Hoan Kiem, Hanoi, Vietnam | 2023 |  | Dividends: VND 8,000,000,000 |  |

Notes: NSH Number\*: ID Card/Passport No. (for individuals) or the Business Registration Certificate, License on Operation or equivalent legal document (for organizations).

1. Transactions between PDMR of the Company, affiliated persons of PDMR and subsidiaries, companies under the authority of the Company: None
2. Transactions between the Company and other entities:
	1. Transactions between the Company and companies that 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 or the Executive General Manager for the past three (03) years (as at the time of reporting):

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| 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 | Number of approved General Mandate/Decision of the General Meeting of Shareholder or Board Resolution/DecisionThe Board of Directors, etc. (including issuance date, if any) | Content, quantity, total value of transaction | Note |
| 1 | Bao Viet Joint Stock Commercial Bank | Member of the Board of Directors of the Company, and also Member of the Board of Directors of Bao Viet Joint Stock Commercial Bank | No. 0103126572, the 10th change issued by the Business Registration Office - Hanoi Authority for Planning and Investment on November 24, 2017 | 1st and 5th floors, Corner Stone Building, No. 16 Phan Chu Trinh, Hoan Kiem, Hanoi | 2023 | Resolution No. 15/2023/NQ-HDQT dated May 9, 2023 of the Board of Directors | Bank loan: VND 170,000,000,000 |  |

* 1. Transactions between the Company and companies where 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

VI. Share transactions of PDMR and affiliated persons of PDMR (Report of 2023)

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

VII. Other significant issues: None.