**POB: Annual Corporate Governance Report 2023**

On January 31, 2024, Thai Binh PetroVietnam Oil Joint Stock Company announced Report No. 123/BC-DKTB on Corporate Governance in 2023 as follows:

* Name of company: Thai Binh PetroVietnam Oil Joint Stock Company
* Address: No. 545, Tran Lam Street, Tran Lam Ward, Thai Binh City, Thai Binh Province, Vietnam.
* Tel: 02273 833 552 Fax: 02273 838 757
* Charter capital: VND 109,000,000,000
* Securities code POB
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the Manager.

1. Activities of the General Meeting of Shareholders:

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 366/NQ-DKTB | April 11, 2023 | Annual General Mandate 2023 |
| 2 | 805/NQ-DKTB | July 27, 2023 | General Mandate on collecting shareholders' opinions via a ballot |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment as member of the Board of Directors | Date of dismissal as member of the Board of Directors |
| 1 | Mr. Doan Duy Cong | Chair of the Board of Directors | April 28, 2020 |  |
| 2 | Mr. Quach Van Son | Member | September 10, 2020 |  |
| 3 | Mr. Tran Minh Tuan. | Member | April 28, 2020 |  |

1. Board Resolutions/Board Decisions:
   1. Board Resolutions:

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| --- | --- | --- | --- |
| No. | Board Resolution No. | Date | Content |
| 1 | 22/NQ-DKTB | January 06, 2023 | Resolution at the1st meeting in 2023 |
| 2 | 25/NQ-DKTB | January 09, 2023 | Resolution on the Personnel Work of the Company |
| 3 | 170/NQ-DKTB | February 22, 2023 | Resolution on the approval of the Organization Plan of the Annual General Meeting of Shareholders in 2023 of Thai Binh PetroVietnam Oil Joint Stock Company |
| 4 | 249/NQ-DKTB | March 15, 2023 | Resolution on the Personnel Work of the Company |
| 5 | 364/NQ-DKTB | April 11, 2023 | Board Resolution at the 2nd meeting in 2023 |
| 6 | 387/NQ-DKTB | April 17, 2023 | On the approval of Contracts, Transactions between Thai Binh PetroVietnam Oil Joint Stock Company and Related Parties |
| 7 | 415/NQ-DKTB | April 21, 2023 | Resolution on the approval of the appointment of Deputy Manager of Thai Binh PetroVietnam Oil Joint Stock Company |
| 8 | 652/NQ-DKTB | June 15, 2023 | Resolution on the approval of the plan for borrowing working capital |
| 9 | 688/NQ-DKTB | June 26, 2023 | Board Resolution on selecting the audit company for the Financial Statements in 2023. |
| 10 | 836/NQ-DKTB | August 03, 2023 | Board Resolution at the 3rd meeting in 2023 |
| 11 | 1028/NQ-DKTB | October 09, 2023 | Board Resolution at the 4th meeting in 2023 |
| 12 | 1029/NQ-DKTB | 09/20/2023 | Resolution on the Personnel Work of the Company |

* 1. Board Decisions:

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| --- | --- | --- | --- |
| No. | Board Decision No. | Date | Content |
| 1 | 26/QD-DKTB | January 09, 2023 | On the promulgation of Regulations on the Management and Use of Reward Fund, Welfare Fund at Thai Binh PetroVietnam Oil Joint Stock Company |
| 2 | 63/QD-DKTB | January 17, 2023 | On the use of the Remaining Salary Fund of managers for employees of the Company in 2022 |
| 3 | 131/QD- DKTB | February 08, 2023 | On the approval of the Production and Business Plan for 2023 of Thai Binh PetroVietnam Oil Joint Stock Company |
| 4 | 248/QD-DKTB | March 15, 2023 | On the approval of the Labor Plan for 2023 of Thai Binh PetroVietnam Oil Joint Stock Company |
| 5 | 434/QD-DKTB | April 28, 2023 | On the use of Incentive Fund for Company's Managers |
| 6 | 448/QD-DKTB | May 04, 2023 | On the acceptance and appointment of Deputy Manager of Thai Binh PetroVietnam Oil Joint Stock Company |
| 7 | 512/QD-DKTB | May 15, 2023 | On the approval of the Salary Fund Implementation for 2022 of Thai Binh PetroVietnam Oil Joint Stock Company |
| 8 | 956/QD-DKTB | September 14, 2023 | On the approval of the planned salary fund for 2023 of Thai Binh PetroVietnam Oil Joint Stock Company |
| 9 | 1345/QD-DKTB | December 30, 2023 | On the promulgation of Bidding Regulations for Procurement of Goods, Consultancy Services, and Construction of Thai Binh PetroVietnam Oil Joint Stock Company |
| 10 | 1346/QD-DKTB | December 30, 2023 | On the promulgation of Investment Management Regulations, Construction of Thai Binh PetroVietnam Oil Joint Stock Company |
| 11 | 1347/QD-DKTB | December 30, 2023 | On the promulgation of Regulations on Corporate Governance Report of Thai Binh Petroleum Petrochemical Joint Stock Company |
| 12 | 1348/QD-DKTB | December 30, 2023 | On the promulgation of Environmental Protection Regulations of Thai Binh PetroVietnam Oil Joint Stock Company |
| 13 | 1349/QD-DKTB | December 30, 2023 | On the promulgation of Regulations on Investment in Petroleum Station of Thai Binh PetroVietnam Oil Joint Stock Company |
| 14 | 1350/QD-DKTB | December 30, 2023 | On the promulgation of Plan Management Regulations of Thai Binh PetroVietnam Oil Joint Stock Company |
| 15 | 1351/QD-DKTB | December 30, 2023 | On the promulgation of Safety Management Regulations of Thai Binh PetroVietnam Oil Joint Stock Company |
| 16 | 1352/QD-DKTB | December 30, 2023 | On the promulgation of Regulations on Management of Liquid Fuel Goods of Thai Binh PetroVietnam Oil Joint Stock Company |
| 17 | 1353/QD-DKTB | December 30, 2023 | On the promulgation of Sales Regulations of Thai Binh PetroVietnam Oil Joint Stock Company |
| 18 | 1354/QD-DKTB | December 30, 2023 | On the promulgation of Debt Management Regulations of Thai Binh PetroVietnam Oil Joint Stock Company |

1. The Supervisory Board (Annual Report 2021)
2. Information about members of the Supervisory Board

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| --- | --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment as member of the Supervisory Board. | Date of dismissal as member of the Board of Directors  Chief of the Supervisory Board | Qualification |
| 1 | Ms. Nguyen Thi Thanh Thuy | Chief of the Supervisory Board | April 28, 2020 |  | Bachelor |
| 2 | Ms. Pham Thi Thuy Duong | Member of the Supervisory Board | April 29, 2021 |  | Bachelor |
| 3 | Mr. Phan Ngoc Anh | Member of the Supervisory Board | April 28, 2020 | July 27, 2023 | Bachelor |
| 4 | Mr. La Van Dung | Member of the Supervisory Board | July 27, 2023 |  | Bachelor |

1. The Executive Board

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of dismissal | Appointment date |
| 1 | Mr. Quach Van Son | 1980 | Bachelor |  |  |
| 2 | Mr. Ngo Van Tuan | 1981 | Bachelor |  |  |
| 3 | Mr. Phung The Vinh | 1977 | Bachelor |  | May 04, 2023 |

1. The Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Appointment date |
| Nguyen Thi Thu Huong | 1981 | Bachelor |  |

1. Training on corporate governance
2. List of affiliated persons of the Company 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, or affiliated persons of PDMR:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Company name | Relationship with PVOIL Thai Binh | Content, value of transaction | Note |
| 1 | PetroVietnam Oil Corporation | The holding company of PVOIL Thai Binh | Buy goods and services:  VND 1,911,901,920,280  Sell goods and services: VND 14,068,782,737 |  |
|  | Member companies of PVOIL |  |  |  |
| 1 | PETROVIETNAM OIL HAIPHONG PETROLEUM JOINT STOCK COMPANY | Subsidiary of PVOIL | Buy goods and services: VND 77,614,538,208  Sell goods and services: VND 57,799,090,909 |  |
| 2 | Petrovietnam Oil Ha Noi Joint Stock Company | Subsidiary of PVOIL | Buy goods and services:  VND 17,286,993,455  Sale of goods and services:  VND 74,254,879,972 |  |
| 3 | PVOIL CAI LAN PETROLEUM JOINT STOCK COMPANY | ‘’ | Buy goods and services:  VND 461,797,395 |  |
| 4 | PETROVIETNAM OIL NAMDINH PETROLEUM JOINT STOCK COMPANY | ‘’ | Buy goods and services:  VND 12,698,445,500  Sell goods and services: VND 808,181,818 |  |
| 5 | Petec Trading and Investment Corporation | Subsidiary of PVOIL | Buy goods and services: VND 9,297,815,939  Sell goods and services: VND 763,908 |  |
| 6 | VUNG ANG PETROLEUM JOINT STOCK COMPANY | ‘’ | Buy goods and services: VND 36,579,052,887  Sell goods and services:  VND 770,409 |  |
| 7 | PETROVIETNAM OIL THANH HOA - ONE - MEMBER LIMITED COMPANY | ‘’ | Buy goods and services:  VND 3,908,816,182  Sell goods and services:  VND 5,113,718 |  |
| 8 | Thu Duc Trading and Import - Export Joint Stock Company |  | Buy goods and services: VND 12,088,226  Sell goods and services:  VND 432,303 |  |
| 9 | PV OIL CENTRAL JOINT STOCK COMPANY | ‘’ | Sell goods and services:  VND 10,509,137 |  |
| 10 | PETROVIETNAM OIL VUNG TAU JOINT STOCK COMPANY | ‘’ | Buy goods and services: VND 30,000  Sell goods and services: VND 4,169,140 |  |
| 11 | MEKONG PETROLEUM JOINT STOCK COMPANY | ‘’ | Buy goods and services:  VND 31,363  Sell goods and services:  VND 132,572 |  |
| 12 | BAC LIEU PETROLEUM JOINT STOCK COMPANY | ‘’ | Buy goods and services: VND 3,145,454,545  Sell goods and services:  VND 71,629 |  |
| 13 | PETROVIETNAM OIL TAY NINH JOINT STOCK COMPANY | ‘’ | Buy goods and services:  VND 52,605,919,074 |  |
| 14 | PETROVIETNAM OIL BINH THUAN JOINT STOCK COMPANY | ‘’ | Sell goods and services:  VND 105,682 |  |
| 15 | SAIGON PETRO VIETNAM OIL JOINT STOCK COMPANY | ‘’ | Buy goods and services: VND 20,690,997  Sell goods and services:  VND 54,955 |  |
| 16 | PETROLIMEX TRAVINH CO., LTD | ‘’ | Buy goods and services:  VND 11,505,088,327 |  |
| 17 | PetroVietnam Oil Phu Yen Joint Stock Company | ‘’ | Buy goods and services: VND 6,466,818,182  Sell goods and services:  VND 2,151,820 |  |
| 18 | PETROVIETNAM OIL TRANSPORTATION - ONE - MEMBER LIMITED COMPANY | ‘’ | Buy goods and services:  VND 5,022,154,537  Sell goods and services: VND 419,019,705 |  |
| 19 | Phu My Oil Processing Joint Stock Company | ‘’ | Sell goods and services:  VND 96,872,825 |  |
| 20 | PV OIL LUBE Joint Stock Company | ‘’ | Buy goods and services:  VND 8,518,858,950 |  |
| 21 | PHU THO PETROVIETNAM OIL JOINT STOCK COMPANY | ‘’ | Buy goods and services:  VND 10,738,181,818 |  |

1. Transactions between Company’s PDMR, affiliated persons of PDMR with

subsidiaries, companies controlled by the listed company None

1. Transactions between the Company and other entities/ None.
2. Share transactions of PDMR and related persons of PDMR:

On January 16, 2023, Smartinvest Securities Joint Stock Company completed the purchase of 1,600,000 shares of the Company (According to the content of Official Dispatch No. 18/2023/BC-AAS dated January 16, 2023 of Smartinvest Securities Joint Stock Company reporting the results of share trading of PDMR and affiliated persons of PDMR).

1. Other significant issues: None.