

No: /BC-ĐHĐCĐ

Ho Chi Minh city, day..., month..., year 2024

DRAFT

## REPORT OF THE BOARD OF MANAGEMENT

### AT THE 2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS

To: General Meeting of Shareholders of PetroVietnam Oil Corporation Joint Stock Company

The PetroVietnam Oil Corporation Joint Stock Company (PVOIL) Board of Management (BOM) kindly reports to the General Meeting of Shareholders (AGM) the following: the outcomes of the BOM's operations in 2023 and the BOM's operational strategy for 2024

#### I. Board of Management operation outcomes in 2023:

##### 1. The Board of Management's human resources status in 2023:

At the PVOIL 2023 AGM, which was held on April 27, 2023, there were five board members who completed their five-year terms (2018–2023), including two independent Board members, Mr. Truong Anh Minh and Mr. Nguyen Ngoc Quang. The following results of the AGM's election of five new board members for the 2023–2028 term: (i) Mr. Cao Hoai Duong, Mr. Le Van Nghia, and Mr. Tran Hoai Nam were re-appointed. (ii) Mr. Nguyen Dang Trinh and Mr. Nguyen Xuan Quyen, an independent board member, are the two newly appointed board members.

The organizational framework of the PVOIL BOM in 2023 is outlined as follows:

No.	Board member	Position (independent members, non – executive members)	Appointment date/Dismissal date to be an independent member/member of the Board		
			Appointment date	Dismissal date	Note
1	Mr. Cao Hoai Duong	Chairman	April 27, 2023		Reappointed
2	Mr. Doan Van Nhuom	Member	January 26, 2021		
3	Mr. Le Van Nghia	Member	April 27, 2023		Reappointed
4	Mr. Nguyen Mau Dung	Member	January 26, 2021		
5	Mr. Nguyen Dang Trinh	Member	April 27, 2023		Newly appointed
6	Mr. Tran Hoai Nam	Non-executive member	April 27, 2023		Reappointed
7	Mr. Nguyen Xuan Quyen	Independent member	April 27, 2023		Newly appointed
8	Mr. Hang Anh Minh	Independent member	August 1, 2018	April 27, 2023	

No.	Board member	Position (independent members, non – executive members)	Appointment date/Dismissal date to be an independent member/member of the Board		
			Appointment date	Dismissal date	Note
9	Mr. Le Ngoc Quang	Independent member	August 1, 2018	April 27, 2023	

## 2. Board of Management activities in 2023:

In 2023, the global economy encountered significant challenges due to geopolitical instability, such as the conflicts between Russia and Ukraine, and Israel and Hamas. Developed economies also experienced rising inflation, which prompted many countries to adopt monetary tightening measures, including prolonged interest rate increases. As a result, consumer demand declined, leading to a negative impact on economic growth. Additionally, the domestic economy was severely affected by the global economic downturn. Global crude oil prices experienced significant increases and volatile fluctuations. Additionally, there were periods of limited domestic supplies due to the temporary shutdown of the Nghi Son Oil Refinery for maintenance purposes. On November 17, 2023, the Government published Decree No. 80/2023/NĐ-CP to make changes and additions to some regulations regarding the gasoline business. The decree also modified the price formula and reduces the duration for which gasoline sales prices are valid. Within this framework, the PVOIL's BOM consistently analyzed market movements and offered precise and suitable guidance to assist the Board of Directors (BOD) in managing Production and Business Operations.

### 2.1. Overview of Business Production Results:

No	KPI	Unit	2022 Actual	2023		% Actual 2023 compared to	
				Plan	Actual	Same period	Plan
1	Crude oil Exporting/Selling Agent	Thousand tons	8,642	8,058	8,483	98%	105%
2	Importing crude oil supplied to Dung Quat Oil Refinery	Thousand tons	1,762	1,127	2,159	123%	192%
3	Production of gasoline and grease	Thousand m <sup>3</sup>	601	484	676	112%	140%
4	Gasoline business	Thousand m <sup>3</sup>	4,048	3,300	5,242	129%	159%
5	Consolidated revenue	Billion dongs	104,833	50,000	103,639	99%	207%
6	Consolidated pre-tax profits	Billion dongs	912	600	798	88%	133%
7	Holding Company Pre-tax Profit	Billion dongs	657	500	611	93%	122%

### General appraisal of production and business results:

In spite of many difficulties, the PVOIL collective has made efforts to overcome the difficulties; deployed multiple groups with effective solutions; drastically handled and solved difficulties and obstacles; accomplished remarkable Business and Production outcomes, created several new records in Business and Production. The aggregated targets are as follows: output reached 5,242 thousand m<sup>3</sup>, completing 159% of the year plan; revenue reached 103,639 billion VND to complete 207% of the annual plan; The pre-tax profit objective reached 798 billion VND to complete 133% of the annual plan. Particularly, the Holding Company's pre-tax profit reached 611 billion VND, completing 122% of the year's objective; Other parts of the Corporation's activities are stable; Enterprise resources are amassed, giving the foundation and expectations for the next phase of expansion.

## **2.2. Major activities of the Board of Management in 2023:**

The BOM has developed and promulgated the “2023 Working Program of the BOM of PVOIL” attached Decision No. 12/QĐ-DVN dated 11 January 2023 to specify the details of the work, including strategic, mid-development-oriented tasks, long term for the Corporation; regular duties associated with the annual Production and Business plan assigned by the AGM and the performance of the Corporation's leadership and management functions. Every 6 months, the BOM organizes an evaluation of the results of implementation of the Working Program.

The BOM established the assignment of tasks to each Board member in line with each member's abilities, professional competence and work experience. Each member of the BOM consistently stresses the spirit of responsible and democratic work; immediately and swiftly addressed the concerns and proposals/recommendations of the CEO. The BOM produced resolutions and judgments suitable to its power. The resolutions and decisions of the BOM was in line with the concept of majority and was voted via the form of a vote of opinion of the BOM; conformed completely with the articles of formation and operation and the Enterprise Law.

Some of the BOM' main tasks have been carried out as follows:

- ***In the field of business production:*** Regular monitored, urged and directed the Steering Committee to implement production planning indicators; directed close coordination with BSR and PVDB to develop/implement plans to ensure maximum consumption of products from domestic refineries, to coordinate commodities to support two continuous and stable refineries; directed the development of a chain of links in raw materials, production, storage and distribution in crude oil and oil products with member units of the PetroVietnam (BSR, PVDB, PVGAS) to increase production and business efficiency; focused on market development and scale up business after restructuring subsidiaries into one-member LLC as stipulated.

- ***In the financial sector, capital management:*** Directed and supervised investment capital management and the Representative of PVOIL in accordance with internal laws and regulations; monitored cash flow management, enhanced the efficiency of capital balancing, ensured safe mobilization, management and use of capital, efficient and purposeful; directed and supervised the management of accounts receivable, paying, processing/recovery of

debts/debts system-wide, controlled the risk of new bad debts; controlled operating expenses; monitored the performance of member units and evaluated investment outside the enterprise; reviewed, assessment of the operational status of units under special control, in addition to/out of special control.

- ***In terms of construction investment:*** Supervised and directed the implementation of planned 2023 investment projects including: petrol stations investment, oil storage construction and expansion, upgraded and renovated some works, installed automatic fire alarm systems at units; directed the completion of forwarding projects from 2022; directed review, to plan the port warehouse system throughout the PVOIL system to reduce costs and improved utilization efficiency; further directed the application of information technology, automation, digital transformation, upgraded information technology infrastructure and management software to support Production and Business activities; urged the director to continue researching and developing strategies for number portability 2024-2030 and ERP; promoted further research and development of Jet A1 fuel business development project.

- ***Organizational, labor and wage work:*** Directed issues related to the reform and completion of the organizational structure of the Member Units, improved the quality and efficiency of the system as a whole; directed the development and approval of borders, employment plans and wages for 2023, the accounting of the Corporation and its subsidiaries' 2022 implementation wage funds; directed research and completion of the principle of determining annual salary funds (since 2023) to Managers and Workers at member units, ensured that wage and income level conformity according to the actual situation, be linked to the unit's Production and Business results.

- ***Regarding corporate governance:*** Continuing to direct the implementation of reviews, amendments/additions and completion of the internal regulatory/regulatory system in accordance with the Law, Decree and new documents in force of the State and the actual situation of the Corporation; improvement of the quality of customer service at petrol stations and general oil warehouses; direction for review, standardization and improvement of the synchronization of measurement and sales-related vehicles as the basis for the development and implementation of digital conversion solutions; enhanced retail management at petrol stations; strengthened system administration, accelerated the implementation of scientific research and information technology applications in management and management to improve operational efficiency; enhanced fire prevention and labor safety, especially in warehouses and petrol stations.

- ***Enterprise restructuring and innovation:*** Continuing to direct implementation of the PVOIL arrangement and restructuring plan for the period 2020 – 2025, including the Holding Company restructuring work group, the organization/reorganization work group of member units, divestment of capital at non-sectoral investment enterprises and the restructuring group of biofuel plants. The Corporation has successfully converted Thanh Hoa Oil and Gas JSC's operational model into Thanh Hoa Oil one-member LLC, with 100% of the Corporation's capital; collaborated with other shareholders to support the merger of PVOIL Tay Ninh and PVOIL Saigon; approved the transition policy Binh Thuan Petroleum JSC into one-member LLC; is still in charge of PVOIL Cambodia's divestment work; promulgated and overseen the

execution of the resolution approving PVOIL Laos and PVOIL Lao Trading's next operating orientation; and approved the resolution approving PVOIL Trans's 2023 investment plan.

- ***Biofuel projects:*** Maintaining coordination with BSR-BF, OBF, and PVB shareholders to carry out measures for biofuel projects in accordance with the law and the authority's directives; promptly updating project data and reporting to relevant authorities as required.

- ***Digital conversion and information technology application:*** Maintaining oversight and directing the way in promoting the use of automation, digital transformation, and information technology across all manufacturing and business sectors with the primary objective of boosting operational effectiveness and giving a competitive edge.

- ***Inspection and supervision work:*** Organized strict supervision of Production and Business activities of units in the system through reports of Representatives at subsidiaries, periodic inspection and supervision reports of the Internal Controller Division, quarterly financial monitoring reports of the BOD, quarterly financial report appraisal report of the Corporation's Board of Supervisors (BOS). Directed support and overcoming plans for units facing difficulties, with accumulated losses, and units under special supervision; directed the implementation of solutions to overcome shortcomings in the system that have been pointed out by external and internal inspection and examination teams; enhanced the direct supervision of the BOM of the Corporation and the internal inspection and supervision of the activities of the Units in the system.

- ***Development direction and strategy formulation:*** Continuing to monitor the oil industry growth direction and the real energy movement backdrop to assess and decide on timely development, modification and supplementation of PVOIL's Business Production strategy and plan appropriately; established non-oil commercial operations at petrol stations, rest stop formats, partnering with partners to construct electric charging stations and battery charging business; continuing to direct business collaboration and establish PVN's value chain with units in the PetroVietnam, studying novel forms of cooperation and chain connections to maximize the Corporation's production and business efficiency. Regularly exploring chances to engage with local and overseas partners to promote and expand the Corporation's Production and Business operations.

- ***Developing production and business plans and organize the 2024 AGM:*** Directing the development of Production and Business plans for 2024 and organized and prepared content of documents to submit to the 2024 AGM.

- ***The BOM always upholds the spirit of responsible,*** democratic, expeditious work, promptly considering issues and proposals of the BOD and issuing resolutions and decisions in accordance with its authority.

- ***Coordination work:*** The BOM regularly coordinates closely and effectively with the BOD and the BOS in implementing resolutions of the AGM and the BOM; Supervising compliance with laws and internal regulations in the management and operations of the Corporation.

### **3. Summary of the Board of Management meetings and decisions in 2023:**

In 2023, the BOM had 13 meetings. The attendance at sessions of the BOM is as follows:

No.	Board' member	Number of meetings attended	Meeting attendance rate	Reason for not attending
1	Mr. Cao Hoai Duong	13/13	100%	
2	Mr. Doan Van Nhuom	13/13	100%	
3	Mr. Le Van Nghia	13/13	100%	
4	Mr. Nguyen Mau Dung	13/13	100%	
5	Mr. Nguyen Dang Trinh	8/10	80%	Conflicting work schedules
6	Mr. Tran Hoai Nam	10/13	77%	Conflicting work schedules
7	Mr. Nguyen Xuan Quyen	10/13	100%	
8	Mr. Le Ngoc Quang	3/3	100%	
9	Mr. Hang Anh Minh	3/3	100%	

- To implement tasks according to the annual plan, ensure regular and continuous leadership/direction of production and business activities of the Corporation, in 2023, the BOM issued 07 decisions and 92 resolutions in all fields as follows: Organization - Human Resources - Salary (37 resolutions), Production and business - Capital investment (29 resolutions), Finance (11 resolutions), Restructuring (03 resolutions), Directing annual/extraordinary meetings of the Board of Management/General Meeting of Shareholders (12 resolutions).

*(Appendix 1. "Statistical table of Resolutions/Decisions of the Board of Management issued in 2023" attached to this report).*

- In addition to meetings relating to Production and Business operations, at the end of 2023, the BOM conducted a meeting to assess and evaluate leadership and direction; outcomes of executing the functions and duties of the BOM; evaluation of Production and Business performance outcomes in 2023; specific reviewed on overcoming restrictions and inadequacies that have been decided by competent authorities or pointed out in prior evaluations.

#### **General assessment:**

- All meetings of the BOM were called in compliance with the requirements of the Enterprise Law and PVOIL's Charter. Issues within the decision-making power of the BOM were discussed and voted on according to the "majority" principle and are delivered in the form of written resolutions and decisions. The resolutions/decisions of the BOM were fully, immediately and correctly informed to the BOD and the BOS.

- The resolutions/decisions issued by the BOM were fully, actively and fundamentally implemented by the BOD, Boards/Units and Member companies of PVOIL to achieve the goals set by the BOM of PVOIL.

#### **4. Performance results of each Board member:**

The total number of members of the BOM of PVOIL is 07. In 2023, the BOM had allocated particular responsibilities to each member in task assignment decisions No. 05/QĐ-DVN dated January 9, 2023 and No. 372/QĐ-DVN dated May 24, 2023. The performance results of the BOM members in 2023 according to the assignments are as follows:

### ❖ **Mr. Cao Hoai Duong – Chairman of the Board**

Mr. Cao Hoai Duong has performed his duties in accordance with his assigned responsibilities, tasks, and powers with a high sense of responsibility; always promoted the spirit of independence and creativity as well as gather collective strength in the management and operation of PVOIL's activities; fully complied with the provisions of law and PVOIL's Charter related to the rights and obligations of the BOM/Chairman of the BOM. Some significant work areas throughout the year are as follows:

- In charge of the overall work of the BOM, directly directed the organization and personnel work; strategy formulation and implementation; digital transformation work; the Corporation's adaptation to energy transition; directed the activities of the Internal Board of Supervisors.
- Prepared programs and operational plans for the BOM.
- Coordinated the activities of the BOM; Prepared agenda, content, and documents for meetings; Convened and chaired meetings of the BOM.
- Organized and supervised the implementation of resolutions and decisions of the BOM; Supervised the activities of the CEO and other managers according to the provisions of PVOIL's Charter of Organization and Operations.
- Performed other functions and tasks according to authority.

### ❖ **Mr. Doan Van Nhuom – Member of Board of Management and CEO of the Corporation**

Mr. Doan Van Nhuom was assigned to perform the functions and tasks of the CEO of the Corporation - Legal Representative of PetroVietnam Oil Corporation Joint Stock Company.

In 2023, Mr. Doan Van Nhuom properly performed his assigned responsibilities and tasks, worked with a high sense of responsibility, and fulfilled his role in managing PVOIL's business activities in accordance with the goals and orientations of the AGM and the BOM; Successfully completed the Production and Business plan assigned by the AGM and the BOM, especially output, revenue and profit targets. As a member of the BOM, Mr. Doan Van Nhuom contributed opinions and voted independently on issues requiring decision/approval of the BOM.

### ❖ **Mr. Le Van Nghia – Full-time member of Board of Management**

Mr. Le Van Nghia – Full-time member of the BOM, was in charge of finance - accounting, inspection, supervision/audit work; Monitored and supervised the operations of units: PVOIL Phu Tho, PVOIL Hanoi, PVOIL Cai Lan, PVOIL Vung Tau, PVOIL Mien Dong, PVOIL Saigon, PVOIL Trans and Petromekong.

In 2023, Mr. Le Van Nghia properly performed his assigned responsibilities and tasks, worked with a high sense of responsibility, promoted the spirit of independence, and made positive contributions to the activities of the BOM. During his operation, he fully complied

with the provisions of the Enterprise Law and PVOIL's Charter related to the rights and obligations of the BOM/BOM members, participated fully in meetings, giving opinions and voting independently on issues that require decision/approval of the BOM, participated in monitoring and directing the activities of the BOD according to the work assignment of the BOM for the benefit of shareholders and the sustainable development of PVOIL.

**❖ Mr. Nguyen Mau Dung – Full-time member of Board of Management**

Mr. Nguyen Mau Dung – Full-time member of the BOM, was in charge of business, trade, and market development; Monitored and Supervised the operations of units: PVOIL Nam Dinh, PVOIL Vung Ang, PVOIL Phu Yen, PVOIL Binh Thuan, PVOIL Lube, PVOIL Laos, PVOIL Lao Trading and PVOIL Singapore.

In 2023, Mr. Nguyen Mau Dung properly performed his assigned responsibilities and tasks, worked with a high sense of responsibility, promoted the spirit of independence, and made positive contributions to the activities of the BOM. During his operation, he fully complied with the provisions of the Enterprise Law and PVOIL's Charter related to the rights and obligations of the BOM/BOM members, participated fully in meetings, gave opinions and voted independently on issues that required decision/approval of the BOM, participated in monitoring and directed the activities of the BOD according to the work assignment of the BOM for the benefit of shareholders and the sustainable development of PVOIL.

**❖ Mr. Nguyen Dang Trinh – Member of Board of Management concurrently serves as Vice President of the Corporation**

Mr. Nguyen Dang Trinh – Member of BOM concurrently serves as Vice President of the Corporation, was in charge of business, trade, and market development; Monitored and supervised the operations of units: PVOIL Thanh Hoa, PVOIL Nghi Son, PVOIL Mien Trung, PVOIL Quang Ngai, Petec, PVOIL Tay Ninh, PVOIL Tra Vinh và PVOIL Bac Lieu.

In 2023, Mr. Nguyen Dang Trinh properly performed his assigned responsibilities and tasks, worked with a high sense of responsibility, promoted the spirit of independence, and made positive contributions to the activities of the BOM. During his operation, he fully complied with the provisions of the Enterprise Law and PVOIL's Charter related to the rights and obligations of the BOM/BOM members, participated fully in meetings, gave opinions and voted independently on issues that require decision/approval of the BOM, participated in monitoring and directed the activities of the BOD according to the work assignment of the BOM for the benefit of shareholders and the sustainable development of PVOIL.

**❖ Mr. Tran Hoai Nam – Concurrent member of Board of Management**

Mr. Tran Hoai Nam – Concurrent member of BOM, supported financial work and capital arrangements; the Corporation's digital transformation work; Developed new business areas of the Corporation.

In 2023, Mr. Tran Hoai Nam properly performed his assigned responsibilities and tasks, worked with a high sense of responsibility, promoted the spirit of independence, and made



positive contributions to the activities of the BOM; participated in meetings, gave opinions and voted independently on issues that require decision/approval of the BOM.

❖ The performance results of independent members of the BOM are presented in Section 5.1 of this report.

## **5. Activities of independent members of the Board and results of independent members' evaluation of the activities of the Board of Management:**

### **5.1. Activities of Independent members of the Board of Management**

🚦 From January 1, 2023 to April 27, 2023:

- **Mr. Hang Anh Minh – Independent member of Board of Management:** In charge of planning and investment throughout the system; Supervised the operations of units: PVOIL Thanh Hoa, PVOIL Nghi Son, PVOIL BRVT, Petec, PVOIL Tra Vinh, PVOIL Bac Lieu, PVOIL Laos and PVOIL Lao Trading.

- **Mr. Le Ngoc Quang – Independent member of Board of Management:** In charge of engineering, technology, safety, health and environment; production in the system; Supervised operations of units: PVOIL Hai Phong, PVOIL Dinh Vu, PVOIL Thai Binh, Thai Binh PSC, PVOIL Phu Yen, PVOIL Phu My, PVOIL Nha Be, Timexco.

🚦 From April 27, 2023 to December 31, 2023:

- **Mr. Nguyen Xuan Quyen - Independent member of Board of Management:** In charge of engineering, technology, safety, health and environment; production in the system; Supervised the operations of units: PVOIL Hai Phong, PVOIL Dinh Vu, PVOIL Thai Binh, Thai Binh PSC, PVOIL Phu My, PVOIL BR-VT, PVOIL Nha Be and Timexco.

In 2023, the independent members of BOM properly performed the responsibilities and tasks assigned by the AGM, in accordance with PVOIL's Charter of organization and operations; made many positive contributions to the activities of the BOM; Fully participated in meetings and gave opinions and voted independently on issues that require the decision of the BOM; Participated in monitoring PVOIL's operations in accordance with the provisions of the Charter of Organization and Operation and the Enterprise Law.

### **5.2. Results of independent members' assessment of the Board of Management activities**

Evaluating the activities of PVOIL's BOM in 2023, Independent Board members found:

- PVOIL's BOM in 2023 worked with a high sense of responsibility, transparency in governance and compliance with the Corporation's Charter of Organization and Operation and regulations for public companies. The BOM held all regular meetings; Organized consultation of members at meetings in person or in writing to approve issues according to authority; Regularly directed and supervised the implementation of Resolutions of the BOM and the AGM.

- The Board Independent members found: PVOIL's BOM and BOD actively developed and implemented many appropriate and effective operating solutions in the face of complex developments in the petroleum market in 2023; Managed and controlled goods sources well, meeting system needs; Continued to exceed the Production and Business plan for 2023 with excellence in output, revenue, profit and retail system development targets; Acted for the benefit of shareholders.

- PVOIL operates in the field of petroleum business, the capital structure of shareholders is dominated by State capital. Annually, in addition to the independent audit selected by the AGM, shareholders can trust in production and business results, documents and reports on operating situation because they are regularly approved by State Management Agencies such as: Inspectors from departments, tax authorities, and the State Audit review and supervise.

*(Appendix 2. Evaluation report of Independent members of the Board of Management on the activities of the Board of Management in 2023 attached to this Report)*

#### **6. Activities of the Audit Committee under the Board and subcommittees belong to the Board of Management:**

According to Point a, Clause 1, Article 137 of Enterprise Law No. 59/2020/QH14 dated June 17, 2020 (effective from January 1, 2021), PVOIL is now functioning under the model of a Joint Stock Corporation with an organizational structure including: AGM, BOM, BOS and CEO. This organizational model does not need the formation of an Audit Committee and Subcommittees under the BOM. In reality, PVOIL's organizational structure contains 11 functional departments, which are specialized departments, aiding the BOM and CEO, in line with PVOIL's operational model in the present time. In which the Internal Controllers Division is constituted by decision of the BOM, directly under the BOM and given the responsibilities and tasks of inspecting, monitoring and internally auditing the operations of the PVOIL system. In addition, adopting Decree No. 05/2019/NĐ-CP dated November 22, 2019 of the Government on internal audit, the BOM has allocated additional duties of executing internal audit work to the Internal Board of Supervisors. At the same time, establish the Internal Audit Regulations and Internal Audit Process of the Corporation as a foundation for executing this operation. Based on the process of monitoring system operations, system administration goals and available resources, the Internal Controllers Division develops and submits to PVOIL's BOM for approval the annual operating plan, including inspection plans, internal audits and implementation of actual activities. In 2023, the Internal Controllers Division successfully completed all elements of work according to the allocated plan, complying with the rules of law and internal regulations on inspection, supervision and internal audit.

#### **7. Transactions between the Corporation and its subsidiaries with Board of Management member and relation person of that member; Transactions between the Corporation and a company in which the Board of Management member is a founding member or a business manager for the last 3 years before the transaction:**

## **7.1. Transactions between the Corporation and its subsidiaries with Board of Management member and relation person of that member**

In 2023, there was no transactions between the Corporation, its subsidiaries and members of the BOM. Transactions only happened between the Corporation, its subsidiaries and related persons of members of the BOM, specifically as follows:

➤ PVOIL's Board members (Mr. Cao Hoai Duong, Mr. Doan Van Nhuom, Mr. Le Van Nghia, Mr. Nguyen Mau Dung và Mr. Nguyen Đang Trinh) are capital representatives of PetroVietnam (shareholders holding 80.52% of PVOIL's charter capital): In 2023, between PVOIL/subsidiary of PVOIL and PVN/Branch/Subordinate Unit/subsidiary of PVN, the following transactions arise: (i) buying and selling crude oil, gasoline, and condensate; (ii) business cooperation in processing and mixing condensate, processing condensate, RON-91 gasoline and DO bottom products, mixing E5 RON 92-II gasoline; (iii) related service contracts: entrusted crude oil export, crude oil dealer, importing entrustment DO FO, renting a petroleum warehouse, services at petroleum depots, oil spill response services, petroleum transportation, providing equipment, materials and construction works, credit, consulting, insurance, training, scientific research and using PVN's brand.

➤ Mr. Le Van Nghia - Member of the BOM of PVOIL concurrently holds the position of Chairman of the BOM at PVOIL Cai Lan, Petromekong, Comeco. PVOIL's charter capital ownership ratio at PVOIL Cai Lan is 80.19%, Petromekong is 89.37% and at Comeco is 44.79%.

- According to the Corporation's petroleum business model, PVOIL is responsible for ensuring and providing petroleum sources for companies in the system to supply and distribute to the market. In 2023, PVOIL had a petroleum trading contract and service contract with PVOIL Cai Lan and Petromekong.

- PVOIL Cai Lan has activities of buying/selling petroleum/lubricants, providing/renting services, and leasing petroleum warehouses with member companies controlled by PVOIL as follows: PVOIL Hanoi, PVOIL Hai Phong, PVOIL Phu Yen, PVOIL Saigon, Petec, PVOIL Tay Ninh, PVOIL Lube, PVOIL Ninh Binh, PVOIL Thai Binh, PVOIL Nam Dinh, PVOIL Thanh Hoa, PVOIL Trans and PSC Thai Binh.

- Petromekong has activities of buying/selling gasoline/lubricants, providing/renting services, and leasing petroleum warehouses with member companies controlled by PVOIL as follows: PVOIL Thai Binh, PVOIL Saigon, PVOIL Hai Phong, PVOIL Tra Vinh, PVOIL Vung Tau, PVOIL Hanoi, PVOIL Vung Ang, PVOIL Trans, Timexco, PVOIL Binh Thuan, PVOIL Thanh Hoa, PVOIL Tay Ninh, PVOIL Bac Lieu, PVOIL Central, PVOIL Nam Dinh, PVOIL Lube and PVOIL Phu Yen.

- Comeco has the activity of purchasing gasoline/lubricants from PVOIL Saigon and PVOIL Lube, which are member companies controlled by PVOIL.

➤ Mr. Nguyen Mau Dung - Member of the BOM of PVOIL concurrently holds the position of Chairman of the BOM at PVOIL Nam Dinh, PVOIL Phu Yen, PVOIL Vung Ang

and PVOIL Binh Thuan (from September 9, 2022 to July 25, 2023). PVOIL's charter capital ownership ratio at PVOIL Nam Dinh is 56.75%, at PVOIL Phu Yen is 67.13%, PVOIL Vung Ang is 56.50% and PVOIL Binh Thuan is 79.68%.

- According to the Corporation's petroleum business model, PVOIL is responsible for ensuring and providing petroleum sources for companies in the system to supply and distribute to the market. In 2023, PVOIL has petroleum trading contracts and service contracts with PVOIL Nam Dinh, PVOIL Phu Yen, PVOIL Vung Ang and PVOIL Binh Thuan.

- PVOIL Nam Dinh has activities of buying/selling gasoline/lubricants, hiring services with member companies controlled by PVOIL as follows: PVOIL Hanoi, Petec, PVOIL Vung Ang, PVOIL Thai Binh, PVOIL Hai Phong, PVOIL Thanh Hoa, PVOIL Phu Tho, PVOIL Lube, PSC Thai Binh, PVOIL Cai Lan, Timexco, PVOIL Saigon, Petromekong, PVOIL Vung Tau and PVOIL Trans.

- PVOIL Phu Yen has activities of buying/selling petroleum/lubricants, providing/renting services, and leasing petroleum warehouses with member companies controlled by PVOIL as follows: Petromekong, PVOIL Saigon, Timexco, PVOIL Central, PVOIL Vung Tau, PVOIL Binh Thuan, PVOIL Phu Tho, PVOIL Cai Lan, PVOIL Hanoi, PVOIL Hai Phong, Petec, PVOIL Tay Ninh, PVOIL Vung Ang, PVOIL Thai Binh, PVOIL Thanh Hoa, PVOIL Lube and PVOIL Trans.

- PVOIL Vung Ang has activities of buying/selling petroleum/lubricants, providing/renting services, and leasing petroleum warehouses with member companies controlled by PVOIL as follows: Petec, PVOIL Phu Yen, PVOIL Nam Dinh, PVOIL Saigon, PVOIL Hanoi, PVOIL Binh Thuan, Petromekong, PVOIL Lube and PVOIL Trans.

- PVOIL Binh Thuan has activities of buying/selling petroleum/lubricants, renting services, renting petroleum warehouses with member companies controlled by PVOIL as follows: Petec, PVOIL Phu Yen, PVOIL Vung Tau, PVOIL Hai Phong, PVOIL Saigon, PVOIL Hanoi, PVOIL Central, PVOIL Tra Vinh, PVOIL Thanh Hoa, PVOIL Vung Ang, Petromekong, PVOIL Thai Binh, PVOIL Lube and PVOIL Trans.

- Mr. Nguyen Dang Trinh - Member of the BOM/Vice President of PVOIL concurrently holds the position of Chairman of the BOM at PVOIL Tay Ninh (from July 22, 2019 to November 20, 2023). PVOIL's charter capital ownership ratio at PVOIL Tay Ninh is 78.62%.

- According to the Corporation's petroleum business model, PVOIL is responsible for ensuring and providing petroleum sources for companies in the system to supply and distribute to the market. In 2023, PVOIL had a petroleum trading contract and service contract with PVOIL Tay Ninh.

- PVOIL Tay Ninh has activities of purchasing gasoline/lubricants and hiring services with member companies controlled by PVOIL as follows: PVOIL Lube, PVOIL Trans, Petec, PVOIL Central and PVOIL Tra Vinh.

➤ Mr. Tran Hoai Nam - Concurrent member of the BOM at PVOIL, currently holding the position of Vice President of HDBank.

- In 2023, PVOIL had transactions with HDBank through 1-month, 6-month and 12-month term deposit contracts, and transactions related to payment accounts. PVOIL's BOM issued a Resolution approving the plan and deposit limit for the year as a basis for implementing the signing of term deposit contracts.

- PVOIL Binh Thuan is a controlling subsidiary of PVOIL. During the year, PVOIL Binh Thuan had a cooperation contract to provide payment services for gasoline and oil purchases by card and QR code with HDBank.

✚ In 2023, contracts and transactions between PVOIL, PVOIL's subsidiaries and members of the BOM and related people of the members of the BOM were controlled and reported in accordance with regulations at Enterprise Law, Corporation Charter and regulations of the Securities Law; ensuring benefits between related parties and shareholders.

*(Details of transactions with related parties are presented in the audited 2023 financial statements)*

## **7.2. Transactions between the Corporation and a company in which the Board of Management member is a founding member or a business manager for the last 3 years before the transaction**

In 2023, there occurred a transaction between the Corporation and the firm, in which the member of the BOM is the business manager for the most recent 03 years before the transaction time. Specifically, the case of Mr. Doan Van Nhuom - Member of the BOM/CEO of PVOIL, from March 2019 to September 2020 held the post of Chairman of the BOM of PetroVietnam Transportation Joint Stock Corporation (PVTRANS). In 2023, PVOIL made a deal to employ PVTRANS to transport petroleum to service PVOIL's production and commercial operations. The selection of PVTRANS to transport petroleum for PVOIL was done via open bidding, assuring openness and transparency.

## **8. Monitoring Results for CEO and Other Executives:**

The BOD has executed the roles and tasks of managing Production and Business operations of the Corporation in line with the aims and orientations of the AGM and the BOM. Production and Business outcomes for the full year 2023 were accomplished as follows:

- Exceeded all planned targets for 2023, especially the impressive growth target of output, exceeding 29% over the same period, reaching 5,242 thousand M3, completing 159% of the 2023 plan; Consolidated revenue target reaches 103,639 trillion VND, completing 207% of the 2023 plan; Consolidated pre-tax profit reached 798 billion VND, completing 133% of the 2023 plan; The Holding company's pre-tax profit reached 611 billion VND, completing 122% of the 2023 plan.

- Safe and effective sale of all delivered crude oil and condensate; Provided adequate and timely crude oil for the operation of Dung Quat Oil Refinery.

- Implement well and effectively the chain linking raw materials - production - storage and distribution in the field of crude oil and oil products with units in the industry.

- In the context of unstable market supply, the Corporation proactively balanced the source of goods, implemented imports to compensate for the shortage, ensured sufficient supply of goods for the system, avoided the occurrence of a break in the supply of goods.

- Investment in developing petrol stations, repairing and upgrading the port warehouse system continued to be promoted; continuing to restructure member units; 4.0 technology application and digital transformation & ERP work continue to be deployed strongly, technical management of petroleum measuring columns was strengthened to standardize and improve the uniformity of technical means related to measurement and sales as a basis for building and deploying digital transformation solutions, improving governance and competitiveness through the implementation of projects 1114 and 808, PVOIL Easy service; strengthening the technical management of petroleum measuring columns to standardize and improve the uniformity of technical means related to measurement and sales, improve the efficiency of retail system management; security, safety, fire prevention, and terrorism prevention are guaranteed; the entire PVOIL system does not allow unfortunate incidents or damages to occur; union activities, social security, charity, are strongly cared for and implemented throughout the system with many meaningful activities.

#### **General assessment:**

In general, in the management and administration of all aspects of operations at the Corporation, the CEO and managers complied with relevant legal regulations; properly performed the functions and tasks specified in the Charter and internal management regulations of the Corporation; fully and seriously deployed resolutions and decisions of the AGM and the BOM on Production and Business plans as well as restructuring work; Operated the Corporation's activities in line with the authorized orientation; Organized and thoroughly enforced restrictions on information disclosure for public enterprises, Production and Business outcomes for the entire year 2023 was extremely favorable; Other areas of operations was constant; Continued to enhance income and improved the lives of workers.

### **9. Status of implementation of the contents approved at PVOIL's GSM Resolution 2023:**

PVOIL's production and business tasks in 2023 were implemented and achieved good results in accordance with the goals and orientations in the Resolution of the 2023 AGM. Specifically, as follows:

- Production and Business results: Successfully completed production, business and financial targets for 2023, in which the Holding Company's pre-tax profit target reached 611 billion VND, equivalent to 122% of the year's plan.

- The Proposals approved by the AGM were fully implemented and in accordance with regulations, including: Final settlement report on salaries, allowances, and remunerations for 2022 and salary, allowances, and remuneration plans for 2023 of the BOM, BOS, and BOD of

PVOIL; Proposal on approval of audited 2022 financial statements; Proposal on approving the 2022 profit distribution plan; Proposal on selecting the auditor for PVOIL's 2023 financial statements; Proposal on approving the contract between PVOIL and Binh Son Refining and Petrochemical JSC (BSR) and Nghi Son Refinery Products Distribution Branch – PetroVietnam (PVNDB); Proposal on approving the election of members of the BOM and BOS of PVOIL for the 2023-2028 term.

- Other key tasks: The Corporation's BOM led and organized the full, serious and effective implementation of other key tasks approved by the AGM, some tasks are strategic in nature, oriented towards medium and long-term development; System restructuring, etc. needs to be continuously carried out; This content will be evaluated by the BOM and reported on implementation results at the AGM. Particularly in 2023, some key tasks such as restructuring the system (buying back shares from outside shareholders to convert 01 JSC into a one-member LLC); Responded to the energy transition trend through cooperation with Vinfast to install charging posts at the petrol station system and perform related services, organize regular monitoring of the energy transition trend; Digital transformation work; etc. were successfully deployed/implemented by the BOM.

#### **10. Remuneration, operating expenses and other benefits of the Board of Management and each Board member:**

- Based on the provisions of Decree 53/2016/NĐ-CP dated June 13, 2016, Circular 28/2016/TT-BLĐTBXH dated September 1, 2016 and related instructions, PVOIL's BOM has issued Decision No. 127/QĐ-DVN dated February 10, 2022 on promulgating regulations on salaries, job-specific allowances, remunerations, bonuses for Managers and Resolution No. 92/NQ-DVN dated December 28, 2023 on approving the principle of bonus payment for Managers as a basis for implementation.

- Salaries and remunerations were implemented in accordance with the resolution of the 2023 AGM. Specifically, as follows:

No.	Position	Average number of people		Salary allowance		Remuneration		% Actual /Plan	Note
		Plan	Actual	Plan	Actual	Plan	Actual		
1	Full-time BOM member (CEO, Vice President and Board member)	6.0	5.7	6,892	7,809			113.3%	02 TV suspension from April 27, 2023
									Elect 01 additional Vice President and Board Member from April 27, 2023 (record full salary 12 months)
2	BOM' independent members receive part-time allowances	0.0	0,7	0	122				Additional elections from April 27, 2023
3	Part-time BOM' members	1.0	1.0			180	180	100%	

- Other operating expenses of the BOM: Administrative and related expenses serving the activities of the BOM comply with the operating regulations of the BOM, financial regulations and internal spending norms of the Corporation.

## **II. Board of Management operation plans in 2024:**

On December 29, 2023, based on the medium-long-term development strategy orientation, the Corporation's restructuring plan for the period 2020 - 2025 and its 2024 production and business plan, the Corporation's BOM has issued the 2024 Work Program of the BOM, specifying the groups of tasks/work to be performed and the goals set in 2024 with specific contents:

- *Production and business activities*: Directing the successful implementation of the 2024 Production and Business Plan on the basis of ensuring adequate petroleum supply for the system and stabilizing the market; Maximizing competitive advantage, seizing development opportunities, and effectively utilizing benefits from the production - transportation - distribution chain within the PetroVietnam; Improving business output, expand market share; Effectively exploiting the petroleum storage system. Regularly monitoring the implementation of production and business plan targets through monthly/quarterly and annual production and business results of the Corporation and member units throughout the system; Directing necessary solutions to ensure completion of production and business plan for 2024.

- *Financial and debt management*: (i) Ensuring a healthy and safe financial situation; Mobilizing and using capital for the right purpose; Effective cash flow management to ensure liquidity and contribute to improving capital use efficiency; Shareholders' investment capital is preserved and developed; (ii) Directing to strengthen debt management, not allowing new bad debts to arise, focusing on collecting outstanding and bad debts; (iii) Directing the monitoring and evaluation of capital investment efficiency outside the enterprise; Considering the policy of increasing charter capital for some members to meet capital needs for business development and (iv) Directing the review and assessment of the operations of a number of units subject to special supervision to decide whether to add/remove from the subject of special control.

- *Restructuring and finalization of equitization*: Continuing to direct the implementation of PVOIL's arrangement and restructuring plan for the period 2020 - 2025; Continuing to direct the implementation of treatment plans for OBF, PVB and BSR-BF Biofuel projects; Directing and coordinate closely with competent authorities to promote the equitization settlement of PVOIL and PETEC; Continuing to direct the focus on divestment from companies that are not in the main business lines.

- *Digital transformation and application of 4.0 technology*: Continuing to supervise and direct the promotion of digital transformation and application of 4.0 technology in the PVOIL system with a focus on: Developing a Digital Transformation strategy for the period 2024-2030; ERP implementation; Accelerating the work of modernizing pumping stations at PVOIL petrol stations; Ensuring issuance of invoices for each sale and connection of sales data according to regulations; Deploying hardware and software solutions to upgrade and expand PVOIL Easy, Electronic Invoices and PVOIL B2B; Investing and upgrading technology,



management software and information technology infrastructure equipment to serve production and business.

- *Work on building value chains; brand building and development:* Continuing to direct business cooperation and building value chains with units within the PetroVietnam; Directing the development of the PVOIL brand, embellishing/synchronizing the brand identity of the entire PVOIL system, expanding PVOIL brand coverage.

- *Investment work:* Directing, urging and supervising the implementation of planned investment projects, including transitional projects from 2023, ensuring progress and efficiency; Focusing on promoting investment in petrol stations in accordance with PVOIL's development strategy; Continuing the task of reviewing and arranging the planning of warehouse and port systems throughout the PVOIL system to reduce operating costs and increase the efficiency of port warehouse use; Continuing to direct the implementation of research and development of Jet A1 jet fuel business development project.

- *Review of internal management regulations documents:* Directing the review, promulgation, amendment and supplementation of internal management regulations to be consistent with actual production and business activities and changes in law and business environment.

- *Inspection and supervision work:* Organizing regular and closing supervision of production and business activities of member units; Regularly monitoring the implementation of powers, responsibilities and obligations of Representatives at member units; Strengthen inspection and control to ensure that units in the system operate according to the set orientation and goals.

- *Continuing to closely follow the development orientation of the petroleum industry and the context of energy transition in the world and in the country to build;* Timely amend and supplement PVOIL's production and business strategies and plans accordingly.

Best regards!

**ON BEHALF OF  
THE BOARD OF MANAGEMENT  
CHAIRMAN**

**Cao Hoai Duong**

## APPENDIX 1

*(Attached to the report of the Board of Management of PetroVietnam Oil Corporation – JSC at the 2024 AGM)*

### Statistics of Resolutions/Decisions of the Corporation's BOM issued in 2023

No.	NQ/QĐ No.	Date	Context
1	1/NQ-DVN	January 9, 2023	Resolution on approving bonus levels for Part-time Managers and Retired Managers in 2021
2	2/NQ-DVN	January 11, 2023	Resolution on approving the 2023 plan for member units of PetroVietnam Oil Corporation – JSC
3	3/NQ-DVN	January 11, 2023	Resolution on assigning the 2023 production and business plan of the Holding Company - PetroVietnam Oil Corporation – JSC
4	4/NQ-DVN	January 18, 2023	Resolution on personnel work at member units
5	5/NQ-DVN	January 31, 2023	Resolution on the 2023 supply work of Petroleum and Materials JSC
6	6/NQ-DVN	February 10, 2023	Resolution on approving the investment plan to buy shares of shareholders to convert Thanh Hoa Petroleum JSC into a one-member LLC
7	7/NQ-DVN	February 15, 2023	Resolution on personnel work at member units
8	8/NQ-DVN	February 15, 2023	Resolution on approving contracts and transactions between PetroVietnam Oil Corporation – JSC and related persons
9	9/NQ-DVN	March 2, 2023	Resolution on approving the plan to organize the 2023 AGM of PetroVietnam Oil Corporation – JSC
10	10/NQ-DVN	March 2, 2023	Resolution on finalizing the list of shareholders to organize the 2023 AGM of PetroVietnam Oil Corporation – JSC
11	11/NQ-DVN	March 3, 2023	Resolution on approving the 2023 labor utilization plan of PetroVietnam Oil Corporation – JSC
12	12/NQ-DVN	March 6, 2023	Resolution on approving the transaction content between PetroVietnam Oil Corporation – JSC and related persons
13	13/NQ-DVN	March 6, 2023	Resolution on approving the policy of strengthening the organizational structure of Vietnam Petroleum Transport one-member LLC
14	14/NQ-DVN	March 9, 2023	Resolution on changing the representative at Phu Yen Cashew – JSC
15	15/NQ-DVN	March 10, 2023	Resolution on approving the organizational structure and staff work at Thanh Hoa Petroleum one-member LLC

<b>No.</b>	<b>NQ/QĐ No.</b>	<b>Date</b>	<b>Context</b>
16	16/NQ-DVN	March 23, 2023	Resolution on personnel work to participate in the BOM and BOS of member units in 2023
17	227/QĐ-DVN	March 28, 2023	Decision to abolish "Regulations on setting up, management and use of risk reserve fund, compensation for environmental damage at PetroVietnam Oil Corporation – JSC"
18	17/NQ-DVN	March 29, 2023	Resolution on approving the content of the 2023 AGM of member units with controlling capital contribution of PetroVietnam Oil Corporation – JSC
19	18/NQ-DVN	April 4, 2023	Resolution on approving the content of the 2023 AGM of Petroleum and Materials JSC
20	19/NQ-DVN	April 5, 2023	Resolution on approving results of assessment of completion of 2022 production and business plans of member units
21	20/NQ-DVN	April 7, 2023	Resolution on approving the salary and remuneration fund implemented in 2022 of the Holding Company – PetroVietnam Oil Corporation – JSC
22	21/NQ-DVN	April 12, 2023	Resolution on changing representatives and staff work at member units
23	22/NQ-DVN	April 13, 2023	Resolution on personnel work at PetroVietnam Oil Corporation – JSC
24	23/NQ-DVN	April 20, 2023	Resolution on approving the content of the 2023 AGM of Petroleum Trading JSC
25	24/NQ-DVN	April 20, 2023	Resolution on approving the content of the 2023 AGM of Phu Yen Cashew JSC
26	25/NQ-DVN	April 26, 2023	Resolution on approving the results of appraisal of salary, remuneration and bonus funds implemented in 2022 for member units
27	26/NQ-DVN	April 27, 2023	Resolution on electing Chairman of the BOM of PetroVietnam Oil Corporation – JSC
28	27/NQ-DVN	April 27, 2023	Resolution on approving the audited financial statements and 2022 distribution plan of Vietnam Petroleum Transportation Co., Ltd.
29	28/NQ-DVN	April 27, 2023	Resolution on approving the audited financial statements and profit distribution plan for 2022 of Bac Lieu Petroleum One Member LLC
30	29/NQ-DVN	May 5, 2023	Resolution on introducing personnel to join the BOM and BOS at member units
31	30/NQ-DVN	May 11, 2023	Resolution on approving the salary fund, job-specific allowances, and remuneration plan for 2023 of the

<b>No.</b>	<b>NQ/QĐ No.</b>	<b>Date</b>	<b>Context</b>
			Holding Company – PetroVietnam Oil Corporation – JSC
32	31/NQ-DVN	May 12, 2023	Resolution on approving the transaction content between PetroVietnam Oil Corporation – JSC and related persons
33	32/NQ-DVN	May 12, 2023	Resolution on approving the content of the 2023 AGM of Ninh Binh Petroleum JSC
34	33/NQ-DVN	May 12, 2023	Resolution on introducing representatives to run for election to the BOM and BOS of Ca Mau Trading JSC for the term 2023-2027
35	34/NQ-DVN	May 23, 2023	Resolution on the direction of operations of PVOIL Laos and PVOIL Laos Trading
36	35/NQ-DVN	May 30, 2023	Resolution on approving the content of the 2023 AGM of Ca Mau Trading JSC
37	36/NQ-DVN	May 30, 2023	Resolution on approving the content of the 30th annual Board of Members meeting, fiscal year 2022 of Vina Plastics Chemicals Co., Ltd.
38	37/NQ-DVN	May 30, 2023	Resolution on approving the content of the 2023 AGM of Thach Han Trading JSC
39	398/QĐ-DVN	June 6, 2023	Decision promulgating "Safety management regulations of PetroVietnam Oil Corporation – JSC"
40	38/NQ-DVN	June 7, 2023	Resolution on approving the content of the 2023 AGM of Mekong Petroleum Transportation JSC
41	39/NQ-DVN	June 7, 2023	Resolution on approving PVOIL Trans's policy of implementing new business activities and supplementing the 2023 production and business plan
42	40/NQ-DVN	June 8, 2023	Resolution on approval of investment policy in 2023 for the Holding Company – PetroVietnam Oil Corporation – JSC
43	41/NQ-DVN	June 9, 2023	Resolution on approving the scope of work, estimate and plan for selecting the 2023 financial statement audit service provider of PetroVietnam Oil Corporation – JSC
44	42/NQ-DVN	June 16, 2023	Resolution on changing the capital management representative of PetroVietnam Oil Corporation – JSC at member units
45	43/NQ-DVN	June 19, 2023	Resolution on changing the capital management representative of PetroVietnam Oil Corporation – JSC at member units
46	44/NQ-DVN	June 20, 2023	Resolution on approving the Salary Regulations for Managers and Employees of Tra Vinh Petroleum one-member LLC

<b>No.</b>	<b>NQ/QĐ No.</b>	<b>Date</b>	<b>Context</b>
47	45/NQ-DVN	June 20, 2023	Resolution on approving the content of the 2023 AGM of Central Petroleum Biofuel JSC
48	46/NQ-DVN	June 20, 2023	Resolution on approval of investment policy in 2023 for the Holding Company – PetroVietnam Oil Corporation – JSC
49	47/NQ-DVN	June 26, 2023	Resolution on approving the policy of selecting an auditing unit for the 2023 financial statements for one-member LLC under the system of PetroVietnam Oil Corporation – JSC
50	48/NQ-DVN	June 29, 2023	Resolution on personnel work at Phu Yen Cashew Petroleum JSC
51	50/NQ-DVN	July 3, 2023	Resolution on staff work at the Safety Technical Committee
52	51/NQ-DVN	July 4, 2023	Resolution approving the policy of hiring to manage and operate Nghi Son petroleum warehouse
53	508/QĐ-DVN	July 12, 2023	Decision Approving the results of contractor selection for the package "2023 Financial Statement Audit Service of PetroVietnam Oil Corporation – JSC
54	509/QĐ-DVN	July 12, 2023	Decision Approving and promulgating the Financial Management Regulations of Vietnam Petroleum Transportation one-member LLC
55	52/NQ-DVN	July 12, 2023	Resolution on voting in the written opinion form of Petroleum Trading JSC (Petechim)
56	53/NQ-DVN	July 13, 2023	Resolution on the appointment of representatives and staff work at member units
57	54/NQ-DVN	July 17, 2023	Resolution on the appointment of representatives and staff work at member units
58	55/NQ-DVN	July 28, 2023	Resolution on personnel work at PetroVietnam Oil Corporation – JSC
59	56/NQ-DVN	July 31, 2023	Resolution on personnel work at member units of PetroVietnam Oil Corporation – JSC
60	57/NQ-DVN	August 1, 2023	Resolution on the appointment of representatives and staff work at International Oil Trading Co., Ltd.
61	58/NQ-DVN	August 8, 2023	Resolution on approving the policy of supplementing the 2023 production and business plan of Thanh Hoa Petroleum one-member LLC
62	59/NQ-DVN	August 8, 2023	Resolution on organizational and personnel work at PetroVietnam Oil Corporation – JSC
63	60/NQ-DVN	August 9, 2023	Resolution on dividend payment in 2022 of PetroVietnam Oil Corporation – JSC

<b>No.</b>	<b>NQ/QĐ No.</b>	<b>Date</b>	<b>Context</b>
64	61/NQ-DVN	August 9, 2023	Resolution on approving the basic terms of shareholder agreement of PVOIL Singapore Pte Ltd between Sebrina Trading Pte Ltd and PetroVietnam Oil Corporation – JSC
65	62/NQ-DVN	August 10, 2023	Resolution on approving the policy for OBF to hand over security assets/collateral to handle debt recovery
66	63/NQ-DVN	August 15, 2023	Resolution on personnel work at PetroVietnam Oil Corporation – JSC
67	64/NQ-DVN	August 15, 2023	Resolution on staff work at Vietnam Petroleum Transport one-member LLC
68	66/NQ-DVN	August 21, 2023	Resolution on approving the policy of supplementing the 2023 investment plan for Hanoi Petroleum JSC
69	67/NQ-DVN	August 21, 2023	Resolution on approving the results of appraisal of salary, remuneration and bonus funds planned for 2023 for member units
70	68/NQ-DVN	August 29, 2023	Resolution on approving the audited financial statements and profit distribution plan for 2022 of Thanh Hoa Petroleum one-member LLC
71	69/NQ-DVN	September 8, 2023	Resolution on approving contracts and transactions between PetroVietnam Oil Corporation – JSC and related persons
72	70/NQ-DVN	September 22, 2023	Resolution on appointing representatives and staff work at Bac Lieu Petroleum one-member LLC
73	71/NQ-DVN	September 25, 2023	Resolution on approving the audited financial statements and profit distribution plan for 2022 of Lao Petroleum Co., Ltd. and Lao Domestic Petroleum Trading Co., Ltd.
74	72/NQ-DVN	September 25, 2023	Resolution on the plan, budget, scope of work and selection plan of Petroleum Transportation Service Unit from Dung Quat oil refinery and Nghi Son petrochemical refinery on PVOIL's headstock system (ownership/lease warehouse/deposit warehouse) from 01 January 2024 to 31 December 2024.
75	73/NQ-DVN	October 11, 2023	Resolution on approving the audited financial statements and profit distribution plan for 2022 of International Oil Trading Co., Ltd.
76	74/NQ-DVN	October 11, 2023	Resolution on approval for member units to add business lines
77	75/NQ-DVN	October 17, 2023	Resolution on approving the plan to select a list of reputable auditing companies to introduce to member units

No.	NQ/QĐ No.	Date	Context
78	76/NQ-DVN	October 17, 2023	Resolution on approving contracts and transactions between PetroVietnam Oil Corporation – JSC and related persons
79	77/NQ-DVN	October 18, 2023	Resolution on assigning the production and business plan for the fourth quarter of 2023 to International Oil Trading Co., Ltd.
80	78/NQ-DVN	November 2, 2023	Resolution on approving the Financial Management Regulations of Phu Yen Petroleum JSC
81	79/NQ-DVN	November 8, 2023	Resolution on approving the policy of hiring consultants to serve the conversion of Binh Thuan Petroleum JSC into a one-member LLC
82	80/NQ-DVN	November 8, 2023	Resolution on approving the adjustment of the total estimated value and price of the bidding package “Transporting petroleum from Dung Quat Refinery and Nghi Son Refinery to PVOIL's upstream warehouse system (owned warehouse/leased warehouse/shipment warehouse) from January 1, 2024 to December 31, 2024”
83	81/NQ-DVN	November 15, 2023	Resolution on approving the results of appraisal of the salary, remuneration, and bonus funds implemented in 2022 and the 2023 plan of International Oil Trading Co., Ltd.
84	82/NQ-DVN	November 24, 2023	Resolution on approving the content of adjusting the 2023 production and business plan of Central Petroleum Biofuel JSC
85	933/QĐ-DVN	December 1, 2023	Decision Approving and promulgating Debt Management Regulations of PetroVietnam Oil Corporation – JSC
86	83/NQ-DVN	December 6, 2023	Resolution on approving the content of the Feasibility Study Report of the Project "Expanding the capacity of 40,000m <sup>3</sup> of Petec Hai Phong petroleum warehouse"
87	84/NQ-DVN	December 7, 2023	Resolution on personnel work at PetroVietnam Oil Corporation – JSC
88	85/NQ-DVN	December 20, 2023	Resolution on approving the 2024 production and business plan of the Holding Company - PetroVietnam Oil Corporation – JSC
89	86/NQ-DVN	December 20, 2023	Resolution on approving the 2024 production and business plan of member units of PetroVietnam Oil Corporation – JSC

<b>No.</b>	<b>NQ/QĐ No.</b>	<b>Date</b>	<b>Context</b>
90	87/NQ-DVN	December 22, 2023	Resolution on approval for Phu My Petroleum Production and Processing JSC to add business lines
91	88/NQ-DVN	December 25, 2023	Resolution on approving the principles for determining the annual salary fund for managers and employees at the Units (from 2023)
92	89/NQ-DVN	December 25, 2023	Resolution on approving contracts and transactions between PetroVietnam Oil Corporation – JSC and related persons
93	90/NQ-DVN	December 27, 2023	Resolution on approving the 5-year production and business plan for the period 2024-2028 and plan to increase charter capital of Vietnam Petroleum Transportation Co., Ltd.
94	1026/QĐ-DVN	December 27, 2023	Decision approving the contractor selection results for the 2024 petroleum transportation contract of PetroVietnam Oil Corporation – JSC
95	1027/QĐ-DVN	December 27, 2023	Decision approving the increase in charter capital of Vietnam Petroleum Transportation Co., Ltd.
96	91/NQ-DVN	December 28, 2023	Resolution on the re-appointment of officials
97	92/NQ-DVN	December 28, 2023	Resolution on approving bonus payment principles for Managers
98	93/NQ-DVN	December 28, 2023	Resolution on approving the Salary Regulations of Vietnam Petroleum Transportation Co., Ltd.
99	94/NQ-DVN	December 28, 2023	Resolution on approving the cash flow management plan and deposit limit in 2024 of PetroVietnam Oil Corporation – JSC



## APPENDIX 2

### EVALUATION REPORT OF INDEPENDENT MEMBERS OF THE BOARD OF MANAGEMENT ON THE ACTIVITIES OF THE BOARD OF MANAGEMENT YEAR 2023

*(Attached to the report of the Board of Management of PetroVietnam Oil Corporation – JSC at the 2024 AGM)*

Carry out the roles and responsibilities of an independent member of the Board of Management (BOM) according to the provisions of the Enterprise Law, the Securities Law and the Charter of Vietnam Oil Corporation - Joint Stock Company (Corporation/PVOIL). Independent members of the BOM report to the Annual General Meeting of Shareholders (AGM) on evaluating the performance of the BOM of the Corporation in 2023 as follows:

#### 1. Activities of independent members of PVOIL's Board of Management

At PVOIL's 2023 Annual General Meeting of Shareholders (AGM) held on April 27, 2023, there were 02 independent members of the Board of Management (BOM), Mr. Hang Anh Minh and Mr. Nguyen Ngoc Quang, whose term (2018 - 2023) expired and was dismissed by the General Meeting of Shareholders. At the same time, the AGM elected Mr. Nguyen Xuan Quyen as an Independent Member for the term (2023 - 2028).

In addition to the functions and duties of independent members of the BOM according to the provisions of the Enterprise Law and PVOIL's Charter of organization and operation, in 2023, independent members of the Board of Directors undertook tasks assigned by the BOM of the Corporation is as follows:

❖ From January 1, 2023 to April 27, 2023:

- **Mr. Hang Anh Minh – Independent member of Board of Management:** In charge of planning and investment throughout the system; Supervising the operations of units: PVOIL Thanh Hoa, PVOIL Nghi Son, PVOIL BRVT, Petec, PVOIL Tra Vinh, PVOIL Bac Lieu, PVOIL Laos and PVOIL Lao Trading.

- **Mr. Le Ngoc Quang – Independent member of Board of Management:** In charge of engineering, technology, safety, health and environment; production in the system; Supervising operations of units: PVOIL Hai Phong, PVOIL Dinh Vu, PVOIL Thai Binh, Thai Binh PSC, PVOIL Phu Yen, PVOIL Phu My, PVOIL Nha Be, Timexco.

❖ From April 27, 2023 to December 31, 2023:

- **Mr. Nguyen Xuan Quyen - Independent member of Board of Management:** In charge of engineering, technology, safety, health and environment; production in the system; Supervising the operations of units: PVOIL Hai Phong, PVOIL Dinh Vu, PVOIL Thai Binh, Thai Binh PSC, PVOIL Phu My, PVOIL BR-VT, PVOIL Nha Be and Timexco.

In 2023, the independent members of BOM properly performed the responsibilities and tasks assigned by the AGM, in accordance with PVOIL's Charter of organization and operations; made many positive contributions to the activities of the BOM; Fully participated in meetings and give opinions and vote independently on issues that require the decision of the BOM; Participated in monitoring PVOIL's operations in accordance with the provisions of the Charter of Organization and Operation and the Enterprise Law

## **2. Evaluation results of independent members of the BOM on the activities of the BOM of the Corporation in 2023**

### **2.1. The organization and activities of the Board of Management**

- PVOIL's BOM includes 7 Members. In 2023, 5/7 members of the BOM expired. The dismissal and election of new BOM members were carried out in accordance with the format and regulations of the Enterprise Law and PVOIL's Charter of organization and operation. PVOIL's BOM has fully issued internal regulations/regulations as a basis for implementing the activities of the BOM and the coordination mechanism between the BOM, CEO and Board of Supervisors (BOS) to ensure principles of management, administration and control all aspects of the Corporation's operations.

- The BOM has developed an annual Action Program; Specify short-, medium- and long-term goals and tasks; Every 6 months, organize evaluation of the results of implementing the Action Program to evaluate the achieved goals and propose solutions to remove problems/promote unfinished work groups within the scope of authority of the BOM.

- Assign specific tasks to each member in task assignment decisions No. 05/QD-DVN dated January 9, 2023 and No. 372/QD-DVN dated May 24, 2023. The assignment of specific tasks to each member is to strengthen the supervision of the BOM over the activities of the Corporation and its affiliated units/member units, as well as maximize management capacity, work experience of each member of the BOM.

- In 2023, the BOM held 13 meetings, issued 07 decisions, 92 resolutions to approve/issue/direct contents within its authority. Meetings of the BOM were convened and conducted with specific schedules, fully prepared documents, and complied with the provisions of the Corporation's Charter, internal regulations on Corporation governance and regulations of the Corporation law. The content of the meetings was discussed, criticized, and fully and carefully evaluated by members of the BOM before voting/decision.

- Corporate governance is transparent and complies with regulations for public companies.

### **2.2. Performance results of the Board of Management**

- In 2023, PVOIL's BOM led the Corporation to successfully implement the 2023 plan tasks assigned by the AGM; Many important production and business indicators set new

records: Petroleum business output reached 5,242 thousand M3, completing 159% of the year's plan; Revenue reached 103,639 billion VND, completing 207% of the year's plan; Pre-tax profit reached 798 billion VND, completing 133% of the year's plan; The parent company's pre-tax profit alone reached 611 billion VND, completing 122% of the year's plan; The entire PVOIL system has developed 107 petroleum stations, completing 184% of the year's plan and bringing the total number of PVOIL's petroleum stations to 756 by the end of 2023. In addition, the BOM also focused on other key tasks: restructuring, finance, investment, human resources, digital transformation, directing representatives and building a management system, ...

- Regularly monitor energy transition trends; Assess the impact of electric vehicles on the Corporation's operations in the short and long term to promptly adjust the Corporation's strategy and development orientation; Gradually deploy solutions to adapt to the energy transition trend. In 2023, the Corporation directed to promote cooperation with Vinfast in implementing the installation of charging towers and accompanying services at petroleum stations in the system and generating significant revenue from this activity for the entire system.

- Coordination between members of the BOM, as well as between the BOM, the BOS and other members is strict, regular and effective; Ensuring compliance with the principles of coordination and proper implementation of the functions and tasks of each department as stipulated in the Charter and internal regulations of the Corporation

### **2.3. Regarding management and supervision of management staff:**

- Overall, the BOM has performed its role well in implementing the plans, policies, and strategic directions set forth by the AGM.

- The BOM has complied with regulations on corporate governance, promptly directed and issued resolutions/decisions appropriate to the actual situation, bringing practical benefits to the Corporation.

- The BOM has performed the correct roles and responsibilities in directing, supporting and supervising the BOS and other members to implement the contents approved by the AGM and the BOM, ensuring compliance with legal regulations, closely following plans and development strategies of the Corporation.

- The members of the BOM proactively played roles and responsibilities to support the Executive Board and shared experiences, interacted, and discussed with BOS and other members on important issues related to the management/administration of the Corporation.

- Every year, the Corporation has organized the evaluation/classification of management ministries according to the Corporation's Personnel Management Regulations.

### **General assessment:**

- The BOM has fully implemented its roles, functions and tasks in the management of PVOIL's operations, in accordance with PVOIL's Charter of organization and operations, the Enterprise Law and the Securities Law; PVOIL leaders have fully implemented the tasks assigned by the AGM; Exceeding the production and business plan targets for 2023.

- In addition to performing the management and supervision functions of the BOS, the BOM coordinated closely with the BOS to find solutions to overcome difficulties and promote production and business activities in 2023 and other key tasks have been assigned by the AGM.

- The Corporation's BOM has worked with a high sense of responsibility and transparency in governance and compliance with regulations for public companies; act in the interests of shareholders.

- In addition, PVOIL operates in the field of petroleum business, the capital structure of shareholders is dominated by State capital. Every year, in addition to the independent audit selected by the AGM, shareholders can trust the production and business results, documents and reports on the operating situation because they are regularly reviewed by state management agencies such as: Inspectors from departments, tax authorities, and the State Audit review and supervise.

Sincerely!

**INDEPENDENT MEMBER OF THE  
BOM**

**Nguyen Xuan Quyen**