

CHAPTER 4 COMPANY GOVERNANCE

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STRATEGIES FOR REACHING HIGHER
PROACTIVE AND FLEXIBLE ADAPTATION

THE BOARD OF MANAGEMENT

01 THE MEMBERS AND STRUCTURE OF THE BOM

As of December 31st, 2022, the Company's Board of Management has 7 members, including 1 Chairman, 1 member who also serves as the CEO, and 2 independent members of the BOM. In 2022, there were no changes in the personnel of the Company's Board of Management

Members of the BOM	Position	Date work starting/of no longer being Members of the BOM		Current position in another organization	Number of shares owned at period closing	Stock ownership ratio at period closing
		Appointment date	Resignation date			
Mr. Tran Ngoc Nguyen	Chairman of the BOM	January 10, 2019			0	0%
Mr. Van Tien Thanh	The Members of the BOM	June 12, 2018		The Members of the BOM do not hold management or operational positions in other related companies; they don't have cross-ownership with suppliers or stakeholders.	30,000	0.005667%
Mr. Tran My	The Members of the BOM	June 25, 2020			2,900	0.000548%
Mr. Nguyen Duc Hanh	The Members of the BOM	June 25, 2020			8,000	0.001511%
Mr. Le Duc Quang	The Members of the BOM	April 27, 2021			0	0%
Mr. Truong Hong	Independent Members of the BOM	April 27, 2021			0	0%
Ms. Do Thi Hoa	Independent Members of the BOM	April 27, 2021			0	0%

02 SUBCOMMITTEES OF THE BOM

> THE HR MANAGEMENT AND REMUNERATION COMMITTEE

The HR Management and Remuneration Committee consists of the following members:

- » Mr. Truong Hong, Independent Member of the BOM - Chairman of the HR Management and Remuneration Committee.
- » Mr. Nguyen Duc Hanh, Members of the BOM - Member of the HR Management and Remuneration Committee.
- » Mr. Tran My, Members of the BOM - Member of the HR Management and Remuneration Committee.

> THE HR MANAGEMENT AND REMUNERATION COMMITTEE

The Board of Auditing and Risk Management Committee consists of the following trustees:

- » Ms. Do Thi Hoa, Independent Members of the BOM - Chairwoman of the Board of Auditing and Risk Management Committee.
- » Mr. Tran My, Members of the BOM - Member of the Board of Auditing and Risk Management Committee.
- » Mr. Le Duc Quang, Members of the BOM - Member of the Board of Auditing and Risk Management Committee.

03 ACTIVITIES OF THE BOM IN 2022

- » In 2022, with their functions, tasks, and powers, the BOM of PVCFC has organized the implementation and execution of activities according to the content specified in the Company Governance Charter and Internal Regulations in a suitable and compliant manner, focusing on important tasks such as:
 - » Successfully organized the annual shareholders' meeting as regulated on April 26, 2022.
 - » Assigned and directed the organization to successfully carry out the production and business plan assigned by the 2022 shareholders' meeting, particularly exceeding the profit targets by multiple times.
 - » Developed the Company's strategy and 5-year (until 2025) plan targets, vision until 2035-2045.
 - » Completed the construction of the NPK project to be put into commercial operation.
- » Reviewed, updated, and improved regulations to continue enhancing the effectiveness of the BOM and the Executive Board.
- » Enhanced Company Governance capacity, in line with the practical situation and good governance practices, to make the company more and more developed and sustainable.
- » Disclosed information in full and on time, as regulated.

04 THE MEETINGS OF BOARD OF MANAGEMENT IN 2022

In 2022, the BOM held 15 meetings, and all Members of the BOM fully attended the meetings of the BOM.

No.	Members of the BOM	Attending meetings	Ratio	Reason for not attending
1	Mr. Tran Ngoc Nguyen	15/15	100%	
2	Mr. Van Tien Thanh	15/15	100%	
3	Mr. Tran My	15/15	100%	
4	Mr. Nguyen Duc Hanh	15/15	100%	
5	Mr. Le Duc Quang	15/15	100%	
6	Mr. Truong Hong	15/15	100%	
7	Ms. Do Thi Hoa	15/15	100%	

The BOM conducts all meetings in accordance with the regulations on Company Governance Charter and Internal Regulations, with the meeting documents being compiled and sent by the Company Secretary five days before the meeting

THE BOM (CONTINUED)

04 THE MEETINGS OF BOARD OF MANAGEMENT IN 2022 (CONTINUED)

In 2022, the BOM issued 77 Resolutions/Decisions on various aspects of the company's operations for the Board of Directors to implement. Some important Resolutions/Decisions of the BOM are as follows:

No.	No.	Date	Content
1	157/NQ-PVCFC	Jan 26, 2022	Resolution of the BOM meeting in Jan 2022
2	160/QĐ-PVCFC	Jan 26, 2022	Decision approving the promulgation of the Internal Audit Regulations of PVCFC
3	166/QĐ-PVCFC	Jan 26, 2022	Decision approving the promulgation of PVCFC's Internal Audit Process
4	96/BC-PVCFC	Jan 27, 2022	Company Governance situation report for 12 months of 2021
5	178/QĐ-PVCFC	Jan 28, 2022	Decision approving and promulgating the Technical and Economic Norms of PVCFC
6	309/NQ-PVCFC	March 01, 2022	Resolution of the BOM meeting in February 2022
7	321/QĐ-PVCFC	March 01, 2022	Approving and promulgating the Regulation on organization and operation of PetroVietnam Branch Ca Mau Fertilizer Joint Stock Company - Research and Development Center
8	322/QĐ-PVCFC	March 01, 2022	Approving the three-year audit plan 2022 - 2024
9	422/NQ-PVCFC	March 14, 2022	Resolution of the BOM meeting on March 8, 2022
10	440/QĐ-PVCFC	March 16, 2022	Decision on promulgating PVCFC's Regulation on management and use of confidential documents
11	515/NQ-PVCFC	March 28, 2022	Resolution approving the plan to hold the AGM in 2022
12	516/NQ-PVCFC	March 28, 2022	Resolution of the BOM meeting in March 2022
13	527/NQ-PVCFC	March 28, 2022	Resolution on approving the content of the 2022 AGM of PetroVietnam Packaging Joint Stock Company (PPC)
14	607/QĐ-PVCFC	March 31, 2022	Decision approving the Remuneration fund to be implemented in 2021 of PVCFC
15	769/NQ-PVCFC	April 20, 2022	Resolution of the BOM meeting in April 2022
16	787/NQ-PVCFC	April 22, 2022	Approved to increase 01 Deputy Director of Ca Mau Fertilizer Plant
17	1129/NQ-PVCFC	May 26, 2022	Resolution of the BOM meeting in May 2022
18	1136/NQ-PVCFC	June 14, 2022	Payment of dividends in 2021 in cash to shareholders
19	1405/QĐ-PVCFC	June 21, 2022	Approving and promulgating the Regulation on management, operation and use of PVCFC's Science and Technology Development Fund
20	1449/NQ-PVCFC	June 24, 2022	Resolution of the BOM meeting on June 23, 2022
21	1504/NQ-PVCFC	June 30, 2022	Resolution of the BOM meeting in June 2022
22	1512/QĐ-PVCFC	June 30, 2022	Approving the results of supplier selection (NCC) for the order "Providing audit services of financial statements in 2022"

No.	No.	Date	Content
23	1619/QĐ-PVCFC	July 11, 2022	Approving and promulgating the Regulation on organization and management of training activities of PetroVietnam Ca Mau Fertilizer Joint Stock Company
24	1650/QĐ-PVCFC	July 14, 2022	Decision to rename the internal Supervisory Board to PetroVietnam Legal and Compliance Department Ca Mau Fertilizer Joint Stock Company
25	1698/NQ-PVCFC	July 19, 2022	Agreeing on the content of the Draft Regulation on working relationship between the Party Committee, the BOM and the General Director of PetroVietnam Ca Mau Fertilizer Joint Stock Company
26	1723/NQ-PVCFC	July 25, 2022	Approving the separate financial statements for the second quarter of 2022 of PetroVietnam Ca Mau Fertilizer Joint Stock Company
27	1724/NQ-PVCFC	July 25, 2022	Approving the consolidated financial statements for the second quarter of 2022 of PetroVietnam Ca Mau Fertilizer Joint Stock Company
28	1895/NQ-PVCFC	August 10, 2022	Resolution of the BOM meeting in August 2022
29	1951/QĐ-PVCFC	August 15, 2022	Decision adjusting the Regulation on salary, bonus and welfare management of PetroVietnam Ca Mau Fertilizer Joint Stock Company
30	2048/QĐ-PVCFC	August 22, 2022	Decision approving the issuance of the Code of Business Conduct (COC) of PetroVietnam Ca Mau Fertilizer Joint Stock Company
31	2282/NQ-PVCFC	September 20, 2022	Resolution of the BOM meeting September 2022
32	2652/NQ-PVCFC	October 27, 2022	Resolution of the BOM meeting in October 2022
33	2667/QĐ-PVCFC	October 28, 2022	Decision promulgating the Regulation on service provision of PVCFC
34	2874/NQ-PVCFC	November 24, 2022	Resolution on the signing of Amendments and Supplements No. 09 of the Gas Purchase and Sale Contract
35	2955/NQ-PVCFC	December 02, 2022	Resolution of the BOM meeting in November 2022
36	2973/QĐ-PVCFC	December 05, 2022	Decision Assigning tasks to be in charge of professional fields in the BOM PVCFC
37	2974/QĐ-PVCFC	December 05, 2022	Decision to promulgate PVCFC's Employee Policy
38	2975/QĐ-PVCFC	December 05, 2022	Decision approving the promulgation of the Democratic Regulation of PVCFC
39	2976/QĐ-PVCFC	December 05, 2022	Decision approving and issuing the Safety Bonus Regulation of PVCFC
40	2980/NQ-PVCFC	December 05, 2022	Resolution approving the BOM PVCFC's Operational Plan 2023
41	2981/QĐ-PVCFC	December 05, 2022	Decision approving the promulgation of the Regulation on business management of PVCFC
42	2988/QĐ-PVCFC	December 06, 2022	Decision approving the promulgation of the Regulation on management of conflicts of interest and transactions with related persons of PVCFC
43	3341/NQ-PVCFC	December 29, 2022	Resolution approving the adjustment of PVCFC's 2022 production and business plan

THE BOM (CONTINUED)

05 OPERATIONS OF EACH MEMBER OF THE BOM

Operations of each Member of the BOM

The BOM has assigned each Member of the BOM to be in charge of specific areas of expertise. The Members of the BOM have proactively planned their work and regularly monitored, supervised, and encouraged the Executive Board in implementing the Resolutions/Decisions of the BOM. They actively exchanged and discussed to timely provide directions for business operations, such as:

No.	Members of the BOM	Position	Areas in charge
1	Mr. Tran Ngoc Nguyen	Chairman of the BOM	<ul style="list-style-type: none"> » Carry out the functions, duties, and authorities of the Chairman of the BOM as reviewed in the Company Charter and current legal documents. Be responsible to the GMS for the activities of the Company's Board of Management in accordance with the Company Charter. » Supervise and direct the overall implementation of tasks under the authority of the BOM.
2	Mr. Van Tien Thanh	The Members of the BOM – General Director	<ul style="list-style-type: none"> » Carry out the functions, duties, and responsibilities of the Members of the BOM/CEO of the Company in accordance with the provisions of the law and the Company Charter. Be responsible to the GMS, the BOM, and the law for the management of the Company's business operations. » Take responsibility for the effective implementation of Resolutions and Decisions of the BOM.
3	Mr. Tran My	The Members of the BOM	<ul style="list-style-type: none"> » Supervise and direct the implementation of tasks under the authority of the BOM related to the following areas: Planning, Investment, Insurance, Shareholder Relations, internal affairs of the office under the authority of the BOM, and other tasks at the Committees: Auditing and Risk Management and HR Management and Remuneration.
4	Mr. Nguyen Duc Hanh	The Members of the BOM	<ul style="list-style-type: none"> » Supervise and direct the implementation of tasks under the authority of the BOM related to the following areas: Business, Marketing, Information Technology, Trade Services, Training, Social Welfare, Corporate Culture, Trade Union Affairs, and the construction of a system of management practices that are good and pioneering according to the BOM.

No.	Members of the BOM	Position	Areas in charge
5	Mr. Le Duc Quang	The Members of the BOM	<ul style="list-style-type: none"> » Supervise and direct the implementation of tasks under the authority of the BOM related to the following areas: Operations of the Ca Mau Fertilizer Plant, the plants of the subsidiary company PPC, security, safety, environmental health, fire prevention and fighting, economic and technical norms, ISO compliance, legal compliance.
6	Mr. Truong Hong	Independent Members of the BOM	<ul style="list-style-type: none"> » Supervise and direct the implementation of tasks under the authority of the BOM related to the field of Research and Development (R&D). » - Chairman of the Administration - Personnel and Remuneration Committee.
7	Ms. Do Thi Hoa	Independent Members of the BOM	<ul style="list-style-type: none"> » Supervise and direct the implementation of tasks under the authority of the BOM related to the fields of Finance and Accounting, Audit, Inspection, Supervision, Internal Control, and Risk Management. » - Chairman of the Board of Auditing and Risk Management.

All Members of the BOM, based on their assigned tasks, have performed their roles and responsibilities well, contributing to the excellent achievement of the 2022 plan targets as assigned by the AGM.

THE BOM (CONTINUED)

05 OPERATIONS OF EACH MEMBER OF THE BOM

5.2. Activities of Independent Members of the BOM

Regarding the activities of Independent Members of the BOM

- » Independent Members of the BOM have effectively fulfilled their roles in checking and representing the business operations of the company, performing their functions and tasks correctly to ensure the common interests of the company and its shareholders.
- » Independent Members of the BOM of PVCFC have fully participated in meetings and contributed opinions and votes to the decisions of the BOM. The contributions of Independent Members of the BOM in their assigned areas in 2022 have demonstrated their roles, responsibilities, objectivity, and independence.

Evaluation of Independent Members of the BOM for the activities of the Company's Board of Management

- » The PVCFC Board of Management has developed an operating plan, assigned specific areas of responsibility to each Member of the BOM according to their functions and tasks, and utilize the knowledge and experience of each member to create favorable conditions for Independent Members of the BOM to fully exercise their rights and obligations.
- » The activities of the BOM comply with the principles of Company Governance as prescribed by the Law on Enterprises, the Company's Charter, internal governance regulations, Board of Management operating regulations, and other legal regulations.
- » The BOM has operated in compliance with the listed Company Governance regulations, enforcing favorable conditions for Independent Members of the BOM to fully exercise their rights and obligations.
- » The BOM has effectively fulfilled its role in checking and the company's business operations. The checking and activities are carried out regularly and strictly, supervise the company's compliance with current regulations. The BOM has also regularly reviewed and updated the delegation of authority to the Executive Board to reduce participation in specific activities, focusing more on orientation and supervision.
- » The BOM regularly reviews and updates the plan targets to ensure that activities are appropriate for the company's development strategy, and builds long-term strategies for sustainable development.

- » The BOM has focused on improving Company Governance capacity by hiring consulting firms (IFC, Deloitte...) to evaluate the Company Governance situation and develop a roadmap to comply with good Company Governance practices.
- » The BOM, the Board of General Directors, and the Supervisory Board have coordinated well in handling tasks to issue appropriate policies in a timely manner, administering business operations to be carried out smoothly.

5.3. Activities of the Committees under the BOM

The Company's Board of Management currently has two committees: the Auditing and Risk Management Committee; and the HR Management and Remuneration Committee.

- » Members of the committees are non-executive members of the BOM, and the Chairpersons of the committees are Independent Members of the BOM. The composition and scale of the committees are suitable for the practical conditions of the Company. The activities of the committees help the BOM to enhance the overall strength, improve the role and effectiveness of the Company's management capabilities.

5.3.1. Activities of the Auditing and Risk Management Committee

- » In addition to regular discussions on specific issues, in 2022, the Auditing and Risk Management Committee held two meetings to evaluate the implementation of tasks assigned by the BOM.
- » The Auditing and Risk Management Committee monitors through: (i) Directly monitoring the activities of the BOM through meetings, discussions, and the manner of implementing resolutions of the BOM; (ii) Monitoring the activities of the Executive Board through the implementation of resolutions/decisions of the BOM as well as the delegation mechanism between the BOM and the Board of Directors; (iii) Monitoring through reporting channels and contact with members of the Executive Board, the Chief Accountant, the Internal Audit Board, and the Compliance Policy Chief; (iv) Monitoring through the reporting channel of the independent auditors.

- » In addition to regular discussions on specific issues, in 2022, the Auditing and Risk Management Committee held two meetings to consider important issues related to risk management, identifying potential risks, emerging risks to propose amendments to supplement the Risk Management Charter, risk appetite, risk acceptance statements, and risk metrics; review and evaluate the internal audit work of the Internal Audit Board for production and business activities according to the approved plan.
- » The Auditing and Risk Management Committee reported to the BOM on the evaluation of the company's audit and risk management activities in 2022 in the following aspects: (i) Compensation, operating expenses, and other benefits of the Auditing and Risk Management Committee and its individual members; (ii) Oversight of financial reporting, operational and financial status of the company; (iii) Evaluation of transactions between the company, subsidiaries, and other companies in which the company has a controlling interest of 50% or more of the charter capital with members of the BOM, the CEO, other executives of the enterprise and stakeholders of those entities; transactions between

EVALUATION AND MONITORING RESULTS

- » Monitoring of financial reports and financial situation of the company: The company's financial report is prepared based on accounting standards and current accounting regime, fully, truthfully, and reasonably reflecting the essential aspects of the company's financial situation. The financial and financial performance of the parent company situation will be evaluated by the Auditing and Risk Management Committee when the 2022 financial report has been audited.
- » The coordination of the Auditing and Risk Management Committee's activities with those of the BOM, CEO, and shareholders is closely based on the principles of transparency, clarity, compliance with legal regulations, and company regulations to ensure the balanced interests of the company and its shareholders.
- » The committee has received cooperation and support from the BOM and Board of General Directors in carrying out its duties.

the company and companies where members of the BOM, the CEO, other executives of the enterprise are founders or have managed the enterprise in the past 3 years before the transaction; (iv) Assessment of the company's internal control system, internal audit, and risk management; (v) Assessment of the coordination between the Auditing and Risk Management Committee, the BOM, the Board of Directors, and shareholders; (vi) Operational plan of the Committee in 2023.

5.3.1. The HR Management and Remuneration Committee

In addition to regular discussions on specific issues, in 2022, the HR Management and Remuneration Committee held 02 meetings and evaluated and reported to the BOM on issues related to:

- » Operational status of the Commission; Review and evaluate Company Governance policy and monitor Company Governance matters; Review and propose the structure and composition of the BOM and the Committees under the BOM.
- » The committee's operations; reviewing and evaluating Company Governance policies and monitoring Company Governance issues; reviewing and supervising the structure and scale of the BOM and its subordinate committees.
- » Reviewing and evaluating candidates for Members of the BOM and nominated the BOM to approve the candidate list: None.
- » Proposing the appointment of personnel belonging to the committees: None.
- » Reviewing and participating in the annual evaluation of Members of the BOM and committees, members of committees subordinate to the BOM.
- » Monitoring compliance with the company's Company Governance policy and code of business ethics.
- » Supporting the BOM in carrying out responsibilities related to salaries, bonuses, and policy regimes for the Executive Board and managers when submitting decisions to the BOM for consideration.
- » Monitoring the management of salary plans, allowances, bonuses, and welfare policies of the company.
- » Reviewing the contents of the company's annual report on salary policies and activities.

THE BOM (CONTINUED)

06 EVALUATION OF THE BOM'S ACTIVITIES IN 2022

Members of the BOM have strictly followed the regulations issued, such as the Internal Company Governance Regulations, the BOM's Operations Regulations, the Coordination Regulations between the Party Committee's Standing Board, the BOM, and the CEO, and comply with legal regulations and the company's Charter.

The BOM has reviewed and updated the agenda of the AGM through amending the Company's Charter, the Internal Regulations on Company Governance, and the Rules of Operation of the BOM in compliance with current regulations and towards the best practices in Company Governance. It has also issued regulations, rules, and decisions under the authority of the BOM to meet the actual situation and mission requirements, and to unify the direction to create conditions for the Board of General Directors to manage the company and build it stronger and stronger.

In addition, the BOM has also issued documents to enhance management work, and access to good practices in Company Governance such as:

- » Code of Conduct in business
- » Regulations on conflict of interest management and transactions with related persons of PVCFC
- » Revised Employee Policy and public disclosure of information on the company's portal.

With the assigned tasks, Members of the BOM have planned and seriously implemented their rights and responsibilities, regularly exchanging content and directions to unify their guidance. They regularly review and update the BOM's operational plan to ensure that activities are appropriate to the actual management situation.

Closely monitor the company's operations, promptly provide opinions to the CEO in accordance with the responsibilities and authority of the BOM.

Company Governance activities comply with the Internal Regulations on Company Governance, the Company's Charter, and the Rules of Operation of the BOM. The Chairman of the BOM and the assigned members regularly monitor and encourage compliance with the resolutions of the AGM, Shareholders and the BOM's resolutions/decisions, including and directing the CEO in managing the company's activities.

Organized the AGM in accordance with regulations and issue related resolutions for the Executive Board to implement. The BOM has reviewed and regularly assessed to ensure that the company's activities are in line with the development strategy.

07 TRAINING ON COMPANY GOVERNANCE

All Members of the BOM, the Executive Board, the Supervisory Board, and related departments have been trained and regularly updated on new regulations on Company Governance

The BOM and the Executive Board have sent representatives to attend training courses, seminars on Company Governance work, good practices in Company Governance in the region and the world, and updated new regulations on the Enterprise Law, Securities Law, Decrees, Circulars... organized by the Ho Chi Minh City Stock Exchange (HOSE), Deloitte, VIOD... in coordination.



The PVCFC team attends the annual course

THE SUPERVISORY BOARD

01 MEMBERS AND STRUCTURE OF THE SUPERVISORY BOARD

As of December 31st, 2022, the Supervisory Board of the Company consists of 03 members, including 01 Head of the Supervisory Board and 02 Supervisory Board Members.

Members of the Supervisory Board	Position	Date of starting/no longer being a member of the Supervisory Board		Number of shares owned end of term	Stock ownership ratio at the end of the period
		Appointment date	Resignation Day		
Ms. Phan Thi Cam Huong	Head of the Supervisory Board	June 25, 2020		200	0.000038%
Mr. Do Minh Duong	Member	April 27, 2021		2000	0.000378%
Mr. Tran Van Binh	Member	April 27, 2021		9	0.000002%

In 2022, there were no changes in personnel in the Supervisory Board of the Company.

02 ACTIVITIES OF THE SUPERVISORY BOARD

In 2022, the Supervisory Board successfully the operational plan approved by the GMS, exercised its rights and responsibilities honestly, carefully, and complied with the regulations of the law, the Company's Charter, and the Rules of Operation of the Supervisory Board.

- » The Supervisory Board conducts inspections and monitors the management and operation of the BOM, the Board of General Directors, compliance with the regulations of the law, the Company's Charter, the resolutions of the GMS, the Company's Regulations and production and business activities, and the financial situation of the Company on a regular and continuous basis.
- » Quarterly, the Supervisory Board reviewed, analyzed and evaluated the reports on production and business activities and reviewed the financial reports of the Company honestly and objectively; reviewed and provided opinions, recommendations for documents, Rules submitted to the BOM for approval; monitored investment activities, construction, implementation of strategic orientations, and production and business plans through participation in meetings, seminars, and related reports; carry out inspections of functional departments, affiliated units, and member units of the Company; monitor the implementation of recommendations by inspection teams and checks; fully participate in meetings of the BOM, meetings, and other relevant meetings of the Company.
- » Based on the inspection and monitoring activities of the actual operation of the above units, the Supervisory Board made specific assessments of the achieved results, promptly pointed out errors, limitations, and warned of risks while making suggestions and recommendations to the BOM, the Board of Directors of the Company in the management and operation of the Company.



PVCFC Team at the conference "Creativity and Innovation"

03 ACTIVITIES OF EACH MEMBER OF THE SUPERVISORY BOARD

The Supervisory Board includes three members, who perform their duties independently based on specific job assignments as follows:

The Supervisory Board includes three members	Who perform their duties independently based on specific job assignments as follows:
Ms. Phan Thi Cam Huong - In Charge Head of the Supervisory Board	<ul style="list-style-type: none"> » Responsible for general management of the activities of the Supervisory Board such as summoning meetings of the Supervisory Board; command the BOM to hold emergency meetings to handle cases of violations of the Company Law, the Company's Charter; on behalf of the Supervisory Board, summoning extraordinary General Meetings of Shareholders according to the provisions of the Company Law and the Company's Charter; consulting with the Chairman of the BOM on the reports of the Supervisory Board submitted to the GMS. » Organize the construction of the annual inspection, monitoring plan submitted to the GMS and organizing the implementation. » Monitor business operations, marketing; financial, accounting, and statistical activities of the company; preside over the appraisal of the company's quarterly, biannual, and annual financial reports. Consider and propose the selection of an audit firm to audit the company's financial reports. » Submit reports of the Supervisory Board to the GMS, PVN, or other major shareholders as required by the Enterprise Law and the Company's Charter. » Participate in meetings of the BOM, briefings, and other meetings of the company
Mr. Do Minh Duong - In charge Supervisor	<ul style="list-style-type: none"> » Supervision of planning and investment work; HR, training, salary, Company policies; research and development work. » Monitor the planning and investment activities; personnel, training, salary, and policy activities of the company; research and development activities. » Prepare appraisal reports for quarterly, biannual, and annual financial reports. Prepare appraisal reports for the implementation of the salary fund » Participate in the inspection of departments/units according to the plan of the Supervisory Board or in coordination with Internal Auditing Committee and relevant departments; Summarize the opinions of members during inspection periods, and prepare inspection records within the scope of assigned responsibilities. » Monitor the company's implementation of recommendations from inspection teams within the scope of assigned responsibilities.
Mr. Tran Van Binh - In charge Supervisor	<ul style="list-style-type: none"> » Supervising the implementation of the procurement; the production operation of the plant; the construction of economic and technical norms. » Monitor the procurement activities; plant operation activities; technical and economic planning activities of the company. Prepare reports of the Supervisory Board for submission to the GMS, PVN, or other major shareholders as required by the Enterprise Law and the Company's Charter. » Participate in the inspection of departments/units according to the plan of the Supervisory Board or in coordination with Internal Auditing Committee and relevant departments; Summarize the opinions of members during inspection periods, prepare inspection records within the scope of assigned responsibilities. » Monitor the company's implementation of recommendations from inspection teams within the scope of assigned responsibilities
Comments	<ul style="list-style-type: none"> » The members of the Supervisory Board have made efforts, actively perform their duties, and provided timely recommendations within the scope of their assigned responsibilities. They have completed their assigned tasks well, comply with the provisions of the Enterprise Law, the Company's Charter, and the Operating Regulations of the Supervisory Board.

04 THE MEETINGS OF THE SUPERVISORY BOARD

In 2022, the Supervisory Board held four (04) meetings to carry out its functions and duties, specifically, as follows:

Attending meetings of members

No.	Members of the Supervisory Board	Positions	Total attending meetings	Ratio	Reasons for not attending
1	Ms. Phan Thi Cam Huong	Head of the Supervisory Board	4/4	100%	
2	Mr. Do Minh Duong	Supervisor	4/4	100%	
3	Mr. Tran Van Binh	Supervisor	4/4	100%	

Results of the meeting of the Supervisory Board

No.	Date	Content	Conclusion/review	Attendance rate	Voting rate
1	29/03/2022	Make evaluation of the results of implementing the production and business plan and through the assessment report of the financial statements for 2021	The Company has exceeded the approved production and business targets by the GMS; the financial report truthfully and reasonably on the critical aspects of the financial situation, along with the business results of the company.	3/3	3/3
		Based on the report of The Supervisory Board to the AGM statements, participating the selection of the audit firm for the financial for the 2022	Agreeing and accepting the contents of the report presented to the GMS and the independent auditor who conducted the audit of the 2022 financial statements.	3/3	3/3
		Plan for coordinating the audit of the plant with Internal Auditing Committee	Agreeing on the inspection plan.	3/3	3/3
2	09/06/2022	Make assessment of the production and business situation and the financial statements for Q1 of 2022	In Q1 2022, the production, consumption, tax payment, revenue, and profits have all increased significantly compared to the plan; the company's financial situation is healthy, promoting capital preservation and development.	3/3	3/3
		Results of the inspection of the Company's Branch - Industrial Project Management Board	Agreeing and accepting the inspection results at the unit.	3/3	3/3
		Plan for coordinating the audit of the Board of Sales with the Internal Auditing Committee	Agreeing to the audit implementation.	3/3	3/3

No.	Date	Content	Conclusion/review	Attendance rate	Voting rate
3	26/09/2022	Make assessment of the mid-year financial statements for 2022 and the Supervisory Board's plan for monitoring and supervised in Q4/2022	Regarding the business production situation: In the first 6 months of the year, the company made efforts to promote product consumption, operate the plant safely and steadily, reduce costs, and exceeded targets for production volume, revenue, and tax payments. Especially, the pre-tax profit increased significantly compared to the plan. The financial situation of the company is healthy, capital is preserved and developed.	3/3	3/3
		Results of the inspection of the Company's Branch - Research and Development Center	Approve the checking results	3/3	3/3
		Plan of coordinating the auditing between the Board of Finance and Accounting and Internal Auditing Committee	Carry out the coordination checking to the Board of Finance and Accounting.	3/3	3/3
4	14/12/2022	Assessment of the production and business situation and the financial statements for Q3 and the first nine months of 2022	The company has exceeded targets for production output, urea consumption, total revenue, income, tax payments, and especially profit, which has increased significantly compared to the plan. The company's financial situation is healthy, with capital preservation and development.	3/3	3/3
		Summary of the activities of The Supervisory Board and each member of The Supervisory Board in 2022, and the plan for inspection and supervision in 2023	The Supervisory Board has reviewed and evaluated the results of the 2022 plan based on the activity reports of each member The Supervisory Board has reviewed and evaluated the results of the 2022 plan based on the activity reports of each member of the Supervisory Board and agreed on the 2023 operational plan for implementation and submission to the GMS for approval.	3/3	3/3
		Results of the inspection of the subsidiary - PetroVietnam Packaging Joint Stock Company	Approving the checking results.	3/3	3/3

05 SUPERVISION WORK IN 2022

REGARDING THE PRODUCTION AND BUSINESS ACTIVITIES

- » In 2022, PVCFC implemented synchronized, flexible, proactive, positive, and innovative solutions to both minimize negative external impacts and maintain stability, creating momentum for strong growth and breakthrough business achievements, as reported by The Executive Board in Chapter II of this report.

REGARDING THE GOVERNANCE WORK

- » In 2022, PVCFC implemented and improved their management system according to the best Company Governance regulations to increase competitiveness and market value.

REGARDING THE FINANCIAL INVESTMENT

- » As of December 31, 2022, PVCFC only invests in one (01) subsidiary company - PetroVietnam Packaging Joint Stock Company (PPC) with a contributed capital of 20.83 VND billion, accounting for 51.03% of the charter capital.

EVALUATING THE SYSTEM OF INTERNAL CONTROL, INTERNAL AUDIT AND RISK MANAGEMENT

- » The internal control system, internal audit, and risk management of the company with a 03-tier management model effectively and efficiently to ensure compliance and prevent risks and fraud.

AVALUATING THE FINANCIAL STATEMENTS

The Supervisory Board conducts an evaluation of the financial reports for the quarter, semester, and year of 2022, accuracy, transparency, and honesty in the reports.

- » The financial reports fully and honestly reflected the financial situation of the company as of December 31, 2022, as well as the results of business operations in 2022
- » The basic financial indicators show that the company's financial situation is healthy, demonstrating good repayment of debts, capital preservation and development, specifically

The current payment ratio reached

4.04 TIMES

The quick payment ratio reached

3.25 TIMES

The debt-to-total asset ratio reached

0.25 TIMES

The debt-to-equity ratio reached

0.34 TIMES

Consolidated profit after tax on equity (ROE) reached

47.79%

Consolidated profit after tax on total assets (ROA) reached

34.24%

The capital preservation ratio as of December 31, 2022, reached

1.4 TIMES (consolidated SHCE as of December 31, 2022, reached 10,605 VND billion/ consolidated SHCE as of December 31, 2021, reached 7,478 VND billion)

REVIEW OF THE PERFORMANCE AND REPORTS OF THE BOM, THE CEO AND OTHER EXECUTIVES

- » The BOM, General Director, and other executives' performance and reports were evaluated, and their activities in 2022 were carried out within the scope of authority, responsibilities, and regulations of the law, GMS, and the Company's Charter. The BOM Members attended all meetings and worked with a high sense of responsibility. The subordinate committees of the BOM fulfill their roles and tasks well to ensure the company's common interests.
- » The Board of General Directors shall seriously implement the Resolutions, Decisions, and Directives of the BOM and the GMS; flexibly and proactively manage the business operations of the Company and achieve beyond the production and business targets for the year 2022.

EVALUATION OF THE COORDINATION OF THE ACTIVITIES AMONG THE SUPERVISORY BOARD, THE BOM, THE BOARD OF GENERAL DIRECTORS, AND THE SHAREHOLDERS

- » The Supervisory Board closely coordinated with the BOM and the Board of General Directors in inspecting and monitoring the Company's activities to promptly handle existing issues to improve operational efficiency and ensure compliance with current regulations of the state management agencies.
- » The BOM and the Board of General Directors closely coordinated and created favorable conditions for the Supervisory Board to carry out inspection and monitoring tasks; provided full and related information and documents, invited full participation in meetings, and implemented recommendations from the Supervisory Board.
- » The Supervisory Board fully fulfills its reporting obligations to the shareholders in accordance with the provisions of the Enterprise Law and the Company's Charter

06 PROPOSAL OF THE SUPERVISORY BOARD

- » To ensure the business operations of PVCFC in 2023 achieve high efficiency, the Supervisory Board recommends the following:
- » Continue to implement programs and plans to optimize and save energy to improve production efficiency.
- » Promote scientific research and technology to increase the Company's competitive capacity and effectively utilize the development fund for science and technology.
- » Boost sales of manufactured products and self-trading
- » Accelerate the progress of investing in new projects and complete the settlement of completed projects put into operation.
- » Continue to improve risk management in good practice, especially risk management

07 PLAN OF ACTIVITIES OF THE SUPERVISORY BOARD IN 2023

- » In 2023, to fulfill the rights and responsibilities of the Supervisory Board as prescribed in the Enterprise Law, the Company's Charter, and the tasks of the AGM, the Supervisory Board will focus on inspecting and monitoring the following main contents:
- » Continue to improve risk management in good practice, especially risk management. Check/monitor the implementation and compliance with the Enterprise Law, state laws; the implementation and compliance with Resolutions of the GMS, the Charter, Regulations, Decisions, and Directives of the Company.
- » Check/monitor, evaluate the financial situation, balance of capital and cash flow management, operational efficiency and debt payment ability, capital management and utilization, preservation, and development of the Company's assets.
- » Monitor and supervise the implementation of production and business plans; research and development activities; management and implementation of investment projects; and other activities at the Company.
- » Review, inspect, and evaluate the effectiveness and efficiency of the internal control system, internal auditing, risk management, and early warning of the Company.
- » Review/recommend contracts, transactions with stakeholders under the approval authority of the BOM or the GMS and work on disclosing information parties about related and transactions with Stakeholders.
- » Approve bi-annual and annual financial reports.
- » Prepare reports for the GMS and perform other tasks in accordance with current regulations of the Enterprise Law and the Company's Charter



PVCFC's Supervisory Board

TRANSACTIONS, REMUNERATION AND BENEFITS OF THE BOARD OF DIRECTORS, BOARD OF DIRECTORS AND SUPERVISORY BOARD

01 SALARY, REMUNERATION AND BENEFITS

No.	Full names	Title	Remuneration (VND Million)	Bonus and welfare (VND Million)	Total (VND Million)
I. The BOM			10,631.94	1,395.88	12,027.82
1.	Tran Ngoc Nguyen	Chairman of the BOM	2,154.12	342.55	2,496.68
2.	Van Tien Thanh	Members of the BOM. General Director	2,154.12	342.55	2,496.68
3.	Tran My	Members of the BOM	1,787.90	236.93	2,024.82
4.	Nguyen Duc Hanh	Members of the BOM	1,787.90	236.93	2,024.82
5.	Le Duc Quang	Members of the BOM	1,787.90	236.93	2,024.82
6.	Truong Hong	Members of the BOM unspecialized	480.00	-	480.00
7.	Do Thi Hoa	Members of the BOM unspecialized	480.00	-	480.00
II. The Supervisory Board			4,400.70	359.13	4,759.83
1.	Phan Thi Cam Huong	Head of the Supervisory Board	1,699.04	180.12	1,879.16
2.	Do Minh Duong	Specialized controller	1,415.67	93.80	1,509.47
3.	Tran Van Binh	Specialized controller	1,285.99	85.21	1,371.20
Total			15,032.64	1,755.01	16,787.65

The Board of General Directors and Chief Accountant

No.	First and last name	Title	Salary remuneration (VND Million)	Bonuses and benefits (VND Million)	Total (VND Million)
I. The Board of General Directors			8,939.49	1,184.63	10,124.12
1.	Tran Chi Nguyen	Deputy General Director	1,787.90	236.93	2,024.82
2.	Le Ngoc Minh Tri	Deputy General Director	1,787.90	236.93	2,024.82
3.	Nguyen Tuan Anh	Deputy General Director	1,787.90	236.93	2,024.82
4.	Nguyen Thi Hien	Deputy General Director	1,787.90	236.93	2,024.82
5.	Thanh Tung Nguyen	Deputy General Director	1,787.90	236.93	2,024.82
II. Chief Accountant			1,699.04	180.12	1,879.16
1.	Dinh Nhu Cuong	Chief accountant	1,699.04	180.12	1,879.16
Total			10,638.53	1,364.75	12,003.28

Notes: Salary and remuneration include: Monthly salary, additional salary already paid in 2022 and projected to be paid in 2023 based on the 2022 remuneration fund

Bonus and benefits include: Bonus paid in 2022 and projected to be paid in 2023

02 INSIDERS' SHARE TRANSACTION

The person who made the transaction	Relationship with insiders/Major shareholders	Number of shares owned at the beginning of the period		Number of shares owned at the end of the period		Reasons for increase or decrease (buying, selling, converting, bonus...)
		Number of shares	Ratio (%)	Number of shares	Ratio (%)	
Mr. Dinh Nhu Cuong	Insiders - Chief Accountant	52,900	0.010%	2,900	0.000548%	Sell

03 CONTRACT OR TRADE WITH INSIDERS

- » In 2022, there will be no transactions between the company, its subsidiaries, or other companies in which the company holds ownership of fifty percent (50%) or more of the charter capital with members of the BOM, the General Director, and stakeholders of that member. There will also be no transactions between the company and a subsidiary in which a member of the BOM is a founder or business manager within the past three years prior to the occurrence of the transaction at PVCFC.
- » Contracts or transactions with relevant organizations and individuals

The Company signed an Amendment and Supplement to the Gas Purchase Agreement with the Vietnam Oil and Gas Group - the Company's major Shareholder

Name of organization/ individual	Relationship with the Company	NSH Certificate Number*, date of issue, place of issue	Head office address / Contact address	Time of transaction with the Company	Number of Resolutions/ Decisions of the GMS/ the BOM... approved (if any, specify the date of issue)	Note
Vietnam Oil and Gas Group	Major shareholders hold 75.56%	0100681592, June 24, 2015	18 Lang Ha Street, Thanh Cong Ward, Ba Dinh, Hanoi	11/24/2022	2874/NQ-PVCFC, 24/11/2022	-

Value of transactions other than related people of the Company: transactions with subsidiaries of Vietnam Oil and Gas Group - Major shareholder of the Company

	From Jan 1, 2022 to December 31, 2022
Goods selling	
PetroVietnam Packaging Joint Stock Company	64,500,000,000
DMC - Southern Petroleum Chemicals JSC	19,125,000,000
Buying goods and services	
Vietnam Oil and Gas Group	4,149,469,384,746
PetroVietnam Packaging Joint Stock Company	262,942,152,535
PetroVietnam Fertilizer and Chemicals Corporation – Joint Stock Company - PetroVietnam Chemicals Business Branch	147,056,591,169
Southern PVI Insurance Company	24,386,539,317
PVD Technical Training and Certification JSC	38,330,426,892
PVI Ca Mau Insurance Company	12,121,737,103
PetroVietnam Security Service Corporation - Southwest Branch	15,907,341,497
PV Oil Saigon JSC	11,726,246,919
Branch of Vietnam Gas Corporation - Ca Mau Gas Company	11,717,320,941
College of Petroleum	14,846,725,197
Petroleum Trading JSC	20,133,161,550
PVD Trading and Technical Services Joint Stock Company	23,974,880,633
PVI Insurance Company - Ho Chi Minh City	1,227,005,000
Branch of Indochina Petroleum Transportation JSC in Ho Chi Minh City, Ho Chi Minh	1,233,734,800
Southwest Petrochemical and Fertilizer Joint Stock Company	373,349,316



RISK MANAGEMENT

As a pioneering brand in the fertilizer manufacturing and trading industry with a distribution network spread across many regions within and outside the country, PVCFC is well aware of the risks that businesses face in a market that is always subject to many fluctuations and challenges. As a result, the company has reasonable risk control measures to effectively carry out its Company Governance work, support business development, and contribute to the company's success and sustainable development.

Stepping into 2022 with many concerns about multi-domain crises in the economy, politics, security, society, etc., PVCFC's robust internal control and risk management system has played a crucial role in leading the company to proactively address challenges, capitalize on opportunities, and implement flexible and creative adaptive strategies, helping the company achieve outstanding objectives.



01 RISK MANAGEMENT ACTIVITIES



PVCFC always pays attention to monitoring and inspection in parallel with safe and effective operation. This activity is regularly carried out by quarter to help the Company proactively review and assess potential risks, and promptly establish accurate handling plans



The Company's control is specifically implemented by opening and applying the KRI warning index set. Based on this, risk measurement, monitoring, and warning can achieve high accuracy and effectiveness.



In addition, PVCFC has successfully developed the QTRR software for the Company's system, contributing to improving the efficiency of management at PVCFC

02 IDENTIFICATION AND MANAGEMENT OF MAJOR RISKS



In 2022, the Company analyzed, assessed, monitored and managed risks that greatly affected the strategy and business operations, including:



PRODUCTION RISKS

- » The energy crisis in 2022 led to a shortage of supply and pushed prices to record highs. Close monitoring of the situation, analysis of opportunities, and risk prediction helped PVCFC quickly adapt and respond in a timely manner.
- » Furthermore, by leveraging innovation, creativity, and technical improvement initiatives, PVCFC optimized its operational processes to increase capacity and efficiency, helping to save operating costs and losses. As a result, high-quality products continue to be produced regularly, meeting market demand well.



RISKS FROM THE SUPPLIERS (DISTRIBUTION CHANNEL SYSTEM)

- » The business distribution system includes the Company's products and those of other units, as well as a diverse range of imported products, making market competition and control more fierce.
- » In the past year, PVCFC has done well in expanding its distribution system, increasing brand recognition and leaving a mark as a leading fertilizer brand in the domestic and international markets.



RISKS FROM DIRECT COMPETITORS

- » Most fertilizer products do not differ in quality, coupled with the copying of policies and product classifications from other competitors, making it difficult for the brand to create uniqueness, penetrate the market, and reduce business efficiency.
- » Therefore, PVCFC is implementing many innovative and effective business solutions, promoting research and development, applying scientific and technological advances to production and business activities to improve product quality and production capacity, contributing to increasing the Company's competitiveness in the market.
- » In addition, the company also implements programs to accompany farmers in local areas, sharing the burdens and difficulties of farmers while helping to increase credibility and build trust with customers.

02 IDENTIFICATION AND MANAGEMENT OF MAJOR RISKS (CONTINUED)



RISKS FROM REPLACEMENT PRODUCTS

- » Currently, due to the larger supply than demand in the market and the ability to trade conveniently, the advantage of urea, other products for the Mekong Delta region is no longer significant because similar imported products have good quality and competitive prices, making it difficult to maintain a position in the market.
- » With the staff and experience of a pioneering brand in the production and business of fertilizers, along with the advantage of innovation and technical improvement, PVCFC is committed to submitting the market with superior quality fertilizer products, continuously improving the nutrition solutions for crops, thus practically contributing to the development of sustainable green agriculture.



FINANCIAL RISKS

- » Interest rate risk arises from the loans of the company (if any). High interest rates increase the financial costs, negatively impacting the company's profit. The company has analyzed and built a reasonable and safe capital structure that is suitable for the company's production activities.
- » Exchange rate risk is the risk of fluctuations in the foreign exchange market, the risk of the USD/VND exchange rate may affect the company's business results. Currently, the State Bank of Vietnam operates the central exchange rate according to the central exchange rate mechanism, and the foreign exchange market has stabilized. However, PVCFC still focuses on risk prevention, closely monitoring and forecasting macroeconomic developments inside and outside the country to ensure business efficiency while maximizing benefits for customers and partners of the company
- » Credit risk: Credit risk arises from the obligation of counterparties to make payments, and the main cause is that counterparties do not fulfill their payment obligations or fulfill them later than the prescribed deadline. To prevent this risk, the company conducts financial health assessment procedures for customers, classifies customers by specific industries to evaluate and compare before signing contracts, and promptly resolves any arising issues.
- » Liquidity risk: Liquidity risk occurs when the company faces difficulties in converting assets into cash or lacks assets to fulfill payment obligations to customers or suppliers. At PVCFC, cash flow management is well taken care of, thus minimizing the possibility of liquidity risk



LEGAL RISKS

- » During the company's operations, PVCFC not only has to comply with business law, tax law, plant variety law, but also is managed by securities law and related laws.
- » The company always respects and strictly adheres to the regulations of Vietnamese law, does not participate in any political or social activities or any other activities prohibited by Vietnamese law.
- » In addition, the company always proactively updates quickly and promptly changes in the legal system to make appropriate adjustments.



OTHER RISKS

- » In addition to the above risks, the operation of PVCFC may be affected by weather, natural disasters such as epidemics, earthquakes, floods, etc., which can affect business activities and cause significant asset damage to the company. To minimize the risks from these factors, PVCFC continuously improve its adaptability, is ready to deploy flexible, timely and creative coping solutions, to minimize negative impacts and stabilize its business production activities.

03 SUMMARY AND DIRECTION

THE RISK SYSTEM HAS BECOME AN ESSENTIAL PART OF EVERY OPERATION OF PVCFC.

In the coming years, PVCFC will continue to deploy and build a comprehensive QTRR system according to the COSO-ERM framework, combined with the company's self-built and practical QTRR system, to ensure effective control, management and monitoring of the company's risk portfolio, to help the company excellently achieve its goals, and contribute to the sustainable development of PVCFC.



INTERNAL CONTROL SYSTEM AND INTERNAL AUDITING OPERATIONS OF PVCFC

01 INTERNAL CONTROL SYSTEM OF PVCFC

INTRODUCTION



Research experts at PVCFC

For every business, internal control plays a crucial role in the operations of the entire business value chain, through measures, plans, policies, procedures, and efforts of all members in the organization to ensure that production and business operations are efficient and the set objectives are achieved in the best possible way.

In the operation of the company, PVCFC has been and is effectively utilizing internal control activities, corporate governance, and risk management - three closely related activities that impact each other, providing reasonable assurance for the company to achieve its objectives. In addition, PVCFC always pays attention to pioneering the application of advanced international practices for these activities, including the internal control system according to the COSO IC framework, enterprise risk management system according to the COSO - ERM framework, and management system according to the ISO standard.

OBJECTIVES

At PVCFC, the internal control system has been operated from early on and is increasingly being improved to maximize effectiveness to satisfy the company's control. Currently, the company's internal control system is aiming towards four main objectives:

Regarding financial information system
Internal control activities help PVCFC efficiently use resources during the production and business operations of the company.

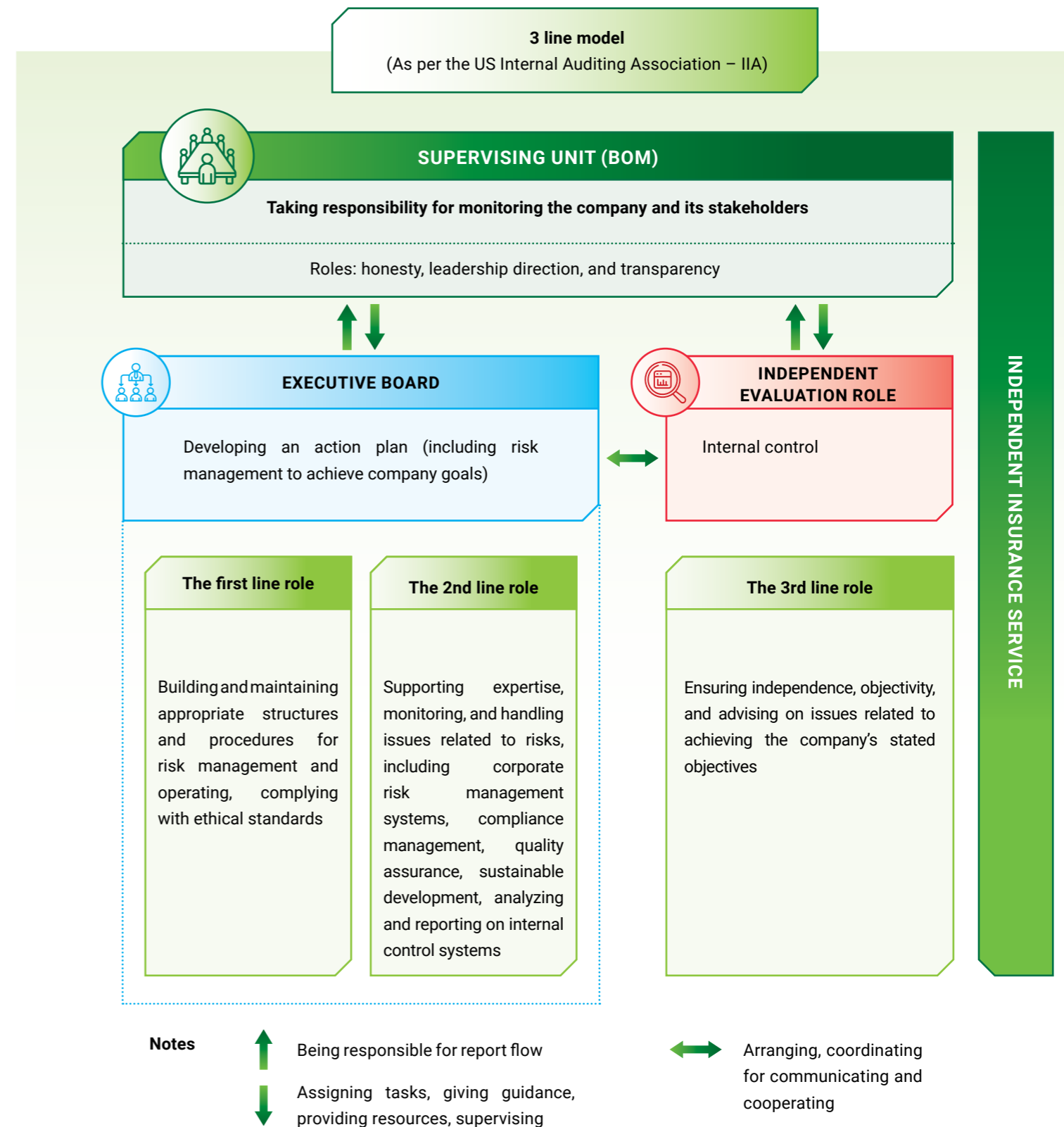
Regarding production and business activities
Internal control activities help PVCFC efficiently use resources during the production and business operations of the company.

High-level strategies, objectives in line with Company's vision
The internal control activities help PVCFC enhance its reputation, expand its market share, and implement the company's business strategies;

Compliance with laws and regulations
Internal control activities ensure compliance with legal and regulatory requirements. In addition, internal control guides all members in the organization to comply with the company's internal policies and regulations, thus enabling that the set objectives are achieved.


3-LINE MODEL

To ensure stability in the current conditions and sustainable development in the future, PVCFC has built, completed and standardized the internal control system according to the current advanced model, which is the 3-line model (issued in July 2020 by the Institute of Internal Auditors - IIA) based on the characteristics of the enterprise.




THE DEPLOYED ACTIVITIES


In 2022, PVCFC conducted a review of its entire process and standardized its framework to provide a comprehensive view of the core activities for efficient value chain operation. In addition, it linked the activities of each function comprehensively and established a foundation to help the company determine the number of processes and regulations to optimize operations and avoid wasting resources and time.


 The company issued a "Code of Ethics and Conduct in Business" to apply to all members, considered a "handbook" for personal development and organizational building, as well as the basis for PVCFC to establish programs and policies to strive for high governance standards, enhance its position among customers and partners, and raise its competitive value in the market


The company performed well in risk management with close relationship and internal control system activities 

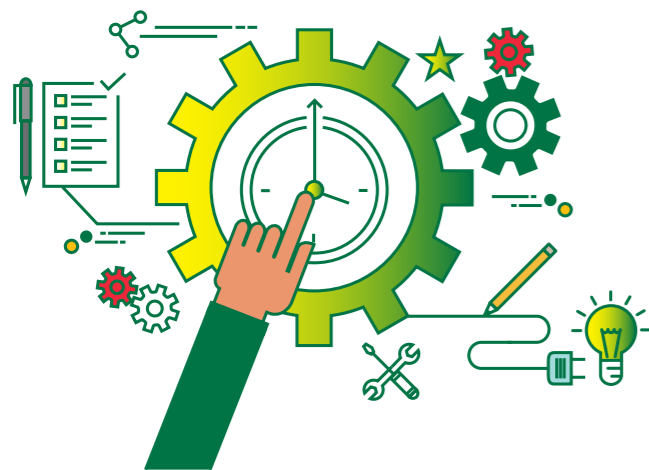
 The internal control system is built on the basis of identifying, analyzing, and preventing/minimizing potential risks that may affect the company's objectives. In fact, the company's QTRR work has been implemented since 2018, starting with the introduction of regulations, processes, risk appetite statements, risk acceptance levels, and risk measurement; and regularly updated to meet management requirements year by year.

Maintained an effective Safety-Quality-Environment system according to international standards ISO 9001, ISO 14001, ISO 45001, ISO/IEC 17020, ISO/IEC 17025. 

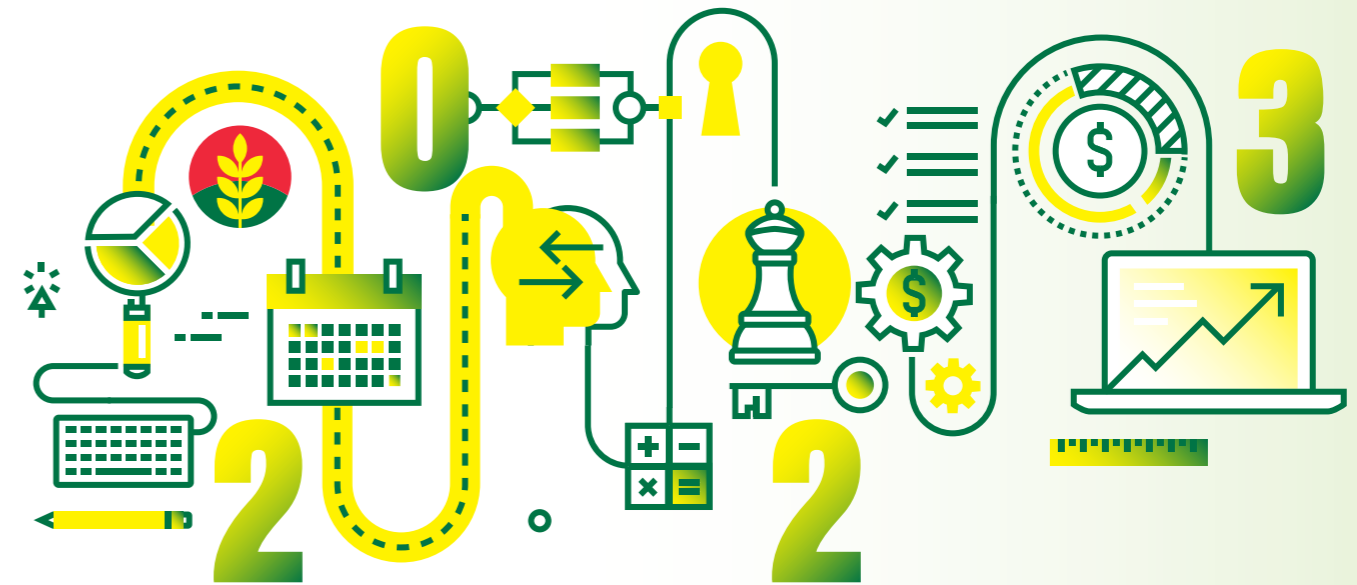
 Applies modern scientific and technological advancements and implement digital transformation to achieve better control.

Performed well in internal control under the supervision of two committees belonging to the Board of Auditing and Risk Management, and the HR Management and Remuneration Committee, to reinforce the monitoring function of the company's activities. 

 Furthermore, to ensure the integrity and reasonableness of financial information, increasingly transparent and reliable financial data, PVCFC also began to implement the roadmap to apply financial standards according to IFRS.



THE PLAN FOR 2023



With the efforts of the leadership and the collective of employees, who have contributed to building the PVCFC internal control system over the years, the effectiveness of the operation has been enhanced, helping the company achieve production and business results beyond the plan. Based on that foundation, PVCFC continues to pioneer the application of advanced regulations in management work as well as the internal control system, towards improving the efficiency and effectiveness of the system.

In 2023, PVCFC continues to implement the work of perfecting the policy framework. In fact, the policy framework is closely linked to the process framework and provides general content support for detailed drafting procedures, regulations, and policies, helping to establish the direction and framework for business operations and serving as a mechanism to control and minimize risks while providing a basis for the company's inspection and control activities.

At the same time, the company continues to develop policies and reports related to violations and conflicts of interest on the characteristics of the company's culture, infrastructure, and bases applicable during the operation process. These policies will contribute to promoting and enhancing the sense of ownership of PVCFC officials and employees, and their proactivity and confidence in providing feedback and disclosing information.

02 INTERNAL AUDITING ACTIVITIES AT PVCFC

“ THE INTERNAL AUDITING AT PVCFC IS ESTABLISHED TO CARRY OUT INDEPENDENT AND OBJECTIVE ASSURANCE AND CONSULTING ACTIVITIES AIMED AT INCREASING THE VALUE AND IMPROVING THE COMPANY’S ACTIVITIES, HELPING THE COMPANY ACHIEVE ITS APPROACH BY APPLYING A SYSTEMATIC AND PRINCIPLED APPROACH TO AND IMPROVING THE EFFECTIVENESS OF RISK MANAGEMENT, CONTROL, AND GOVERNANCE PROCESSES.

In compliance with the Government’s Decree No. 05/ND-CP dated Jan 22, 2019 on Internal Audit in listed companies, PVCFC has established the Internal Audit function by setting up an Internal Auditing Committee, which reports to the BOM in November 2020.

With the goal of conducting audits, evaluations, and consultations, the Internal Audit function at PVCFC will provide independent and objective assurances and recommendations regarding:



The Company’s Internal Control System has been established and appropriately operated to prevent, detect, and handle risks of the Company;



The Company’s management and risk management processes ensure effectiveness and high performance;



The operational objectives and strategic objectives, plans, and tasks that the Company achieves.

In 2022, PVCFC completed the construction of a policy framework for Internal Audit operations that is suitable for the Company’s operational characteristics, including: regulations, procedures, forms, tools for internal auditing operations...

The Internal Auditing Committee has audited functional units according to the approved audit plan by the BOM. The audit results were reported to the BOM, BGD with content that evaluates and concludes on the audited procedures; therefore giving opinions on weaknesses, existing problems, errors, correct, and recommending measures to violations, remedy errors, and handle violations; proposed rational measures to improve and perfect business process policies, internal control systems, and risk management systems of the Company.

With the “risk-oriented” auditing method, prioritizing resources to audit units and processes that are assessed to have high risk levels, PVCFC’s Internal Auditing Committee has evaluated risks based on strategy, production and business objectives, comprehensive activities, regulations, business processes, and Company’s subsidiaries to build a medium-term audit plan (2022 - 2024).

The medium-term audit plan was reviewed and commented on by the Auditing and Risk Management Committee, the Supervisory Board, the Board of General Directors before being submitted to the BOM for approval, as a basis for implementation in 2023 and subsequent years.

EVALUATING THE COMPANY GOVERNANCE PERFORMANCE BASING ON THE SCORECARD OF CORPORATE COMPANY GOVERNANCE IN ASEAN

01 EVALUATION ON THE IMPLEMENTATION OF REGULATIONS ON COMPANY GOVERNANCE

Law compliance

In 2022, PVCFC complies with all essential legal provisions related to Company Governance, as well as governance regulations for listed companies.

Compliance with international standards

While the company’s operations, PVCFC has always strived to its quality to meet international standards by applying and gradually improving Score to ASEAN Corporate Governance criteria, including the following key issues:

Equal treatment to the shareholders:

- » PVCFC provides complete and transparent information in accordance with regulations for all shareholders in both Vietnamese and English languages.
- » All shareholders have the right to attend or authorize attendance at PVCFC’s Annual General Meeting.

Securing shareholders’ rights

- » In 2022, PVCFC ensures the rights of all shareholders, investors, including financial benefits, access to information, and participation in some important decisions of the Company. Ensure the rights and roles of stakeholders.

Guaranteeing the rights and roles of the stakeholders

- » Information related to the company’s governance situation, business activities, and unusual information is also disclosed by PVCFC in a timely manner on the company’s website, HOSE, and SSC to ensure transparency and the interests of all shareholders and investors.

Disclosure and transparency of information

- » Information related to the company’s governance situation, business activities, and unusual information is also disclosed by PVCFC in a timely manner on the company’s website, HOSE, and SSC to ensure transparency and the interests of all shareholders and investors.

Enhancing the responsibilities of the BOM to shareholders





- » All activities of the BOM are conducted transparently, for the highest benefit of the company and shareholders, and concern with stakeholders.

Application of technology in Company Governance







- » PVCFC continues to promote its digital transformation strategy, improving its Company Governance process in a modern, scientific, and efficient direction
- » From the early days, the company has had a vision and strategy to strengthen and enhance the application of Industry 4.0 achievements in its operations to standardize processes, unify data, and ensure strong professional connections between internal units through Big Data systems.
- » Specifically, since 2015, PVCFC has begun to implement an ERP system. By early 2016, the company officially operated the system, which was seen as an early start to PVCFC’s digital technology application.
- » Currently, PVCFC owns a diverse ecosystem, including: ERP system, electronic office system (Eoffice), digital system for production management (DCS, APC...), maintenance and repair (SAP-PM, System #1, etc.), digital system for business operations and customer services (DMS), human resource management system (HRM), digital system for marketing and communication operations (CRM), 2Nong App, etc.
- » In 2022, the company strongly implements the use of digital signatures for all employees
- » These digital transformation achievements help PVCFC handle professional work, decision-making and general administration in the fastest and most accurate way, contributing to reducing procedure time, bringing high processing efficiency, and improving efficiency. fighting quality work.












02 THE QUESTIONNAIRE ON COMPANY GOVERNANCE

Convention:










-  Good: Follows 100% practice
-  Unresponsive: Not satisfying the practice
-  Incomplete: Partially accomplished but not complete under the Practice
-  N/A: This case does not happen at PetroVietnam Ca Mau Fertilizer Joint Stock Company (stock code: DCM)








PVCFC conducted an assessment of the Company Governance based on the ASEAN Corporate Governance Scorecard. As a result, PVCFC achieved a 100% compliance rate with the standard score of 158/184, accounting for 85.9%. However, there were 25 criteria that were not fully met, and one criterion was not applicable. PVCFC will consider improving in these areas in the coming years. Specifically, the evaluation criteria were as follows:

QUESTIONS	CONTENTS OF THE QUESTIONS	EVALUATION	GROUND FOR EVALUATION
A.	RIGHTS OF THE SHAREHOLDERS		
A.1	BASIC RIGHTS OF THE SHAREHOLDERS		
A.1.1	Does the company pay dividends (interim and final dividends each year) fairly and promptly, meaning all shareholders are treated equally and paid within 30 days after being (i) disclosed for interim dividends and (ii) approved by shareholders at the SGM for final dividends. In the case where the company discloses a choice to pay dividends in the form of "Scrip dividend", will the company pay dividends within 60 days from the disclosure date?		According to the Company's dividend policy: Dividends are paid within 03 months from the date of the GMS.
A.2	THE RIGHT TO PARTICIPATE IN DECISIONS RELATED TO IMPORTANT CHANGES OF THE COMPANY		
	Shareholders have the right to participate		
A.2.1	Do the shareholders have the right to participate in: Amending the company's regulations to allow for the application of additional shares, transfer of all or a significant portion of the company's assets leading to the sale of the company?		Refer to Article 14 of the Company's Charter.
A.3	THE RIGHT TO EFFECTIVELY PARTICIPATE AND VOTE AT THE SGM, AND TO BE INFORMED OF THE GMS MEETING RULES, INCLUDING VOTING PROCEDURES		
A.3.1	Do shareholders have the opportunity, as shown by the agenda item, to approve remuneration or any increase in remuneration for Non-executive members of the BOM?		The GMS approved the remuneration of the BOM as shown in the document of the SGM 2022.
A.3.2	Does the company allow non-controlling shareholders the right to nominate Members of the BOM?		Refer to Article 24 of the Company's Charter.
A.3.3	Does the company allow shareholders to elect each Member of the BOM?		Refer to Article 21 of the Company's Charter.
A.3.4	Does the company disclose the voting procedure used before the SGM?		Voting procedures are published in the GMS as prescribed.

QUESTIONS	CONTENTS OF THE QUESTIONS	EVALUATION	GROUND FOR EVALUATION
A.3.5	Do the minutes of the latest SGM record that shareholders have the opportunity to ask questions or propose issues?		
A.3.6	Does the company disclose the voting results including the number of votes for, against and blank for each draft content of the latest GMS?		
A.3.7	Does the company disclose the list of Members of the BOM attending the latest SGM?		Refer to the minutes of the AGM.
A.3.8	Does the company disclose that all Members of the BOM and the Board of Directors attend the most recent SGM?		
A.3.9	Does the company allow absentee voting?		
A.3.10	Does the company use voting based on the number of votes of Shareholders (not by show of hands) for all Resolutions at the latest SGM?		Vote by "voting card" on issues at the General Meeting according to each item according to the percentage of shares owned.
A.3.11	Does the company disclose that it has appointed an independent party (checker, supervisor) to count and or verify votes at the SGM?		At the General Meeting, one shareholder is always invited to participate in supervising the counting of votes.
A.3.12	Does the company publicly disclose on the next working day the voting results for all the Resolutions in the most recent SGM?		Minutes and resolutions of the GMS are published within 24 hours on the PVCFC website.
A.3.13	Does the company give notice at least 21 days in advance for the annual/extraordinary SGM?		At the 2023 AGM, the Company posted the SGM documents on the Company's website 21 days in advance.
A.3.14	Does the company provide the basis, information and explanation for each item in the draft Resolution that needs to be approved by Shareholders in the notice of the GMS, documents of the GMS, the draft or attached reports?		Documents of the AGM provided sufficient information and basis on the issues submitted to the GMS for approval.
A.3.15	Does the company give shareholders the opportunity to propose issues in the agenda of the SGM?		Before the General Meeting, shareholders can submit proposals on issues to be included in the agenda of the GMS (must be in writing and must be sent at least three (03) working days before the opening date of the GMS). At the General Meeting, the Company always spends more than 30 minutes for shareholders to ask questions to the BOM about the issues on the agenda of the Meeting, including questions related to independent audit... The discussion questions are recorded in the minutes of the meeting.

EVALUATING THE COMPANY GOVERNANCE PERFORMANCE BASING ON THE SCORECARD OF CORPORATE COMPANY GOVERNANCE IN ASEAN (CONTINUED)

QUESTIONS	CONTENTS OF THE QUESTIONS	EVALUATION	GROUND FOR EVALUATION
A.4	THE COMPANY'S TAKEOVER MARKET MUST BE ALLOWED TO OPERATE IN AN EFFICIENT AND TRANSPARENT MANNER		
A.4.1	In cases of mergers, acquisitions, or takeovers that require shareholder approval, Does the BOM of the Company shall appoint an independent party to evaluate the reasonableness of the merger or acquisition transaction price?		In 2022, PVCFC did not have these cases.
A.5	IT IS NECESSARY TO FACILITATE THE EXERCISE OF OWNERSHIP RIGHTS FOR ALL SHAREHOLDERS, INCLUDING INSTITUTIONAL INVESTORS		
A.5.1	Does the company publicly disclose policies/practices to encourage shareholders to attend the GMS or participate and contribute to the Company's activities?		PVCFC organizes shareholder and investor meetings to update business results. Investor relations department is ready to answer questions as well as receive feedback from shareholders and investors.
B.	EQUAL TREATMENT TO SHAREHOLDERS		
B.1	SHARES AND VOTING RIGHTS		
B.1.1	Each ordinary share of the Company has 1 vote?		The program of voting rules at the General Meetings clearly shows this content.
B.1.2	In case the Company has more than 1 class of shares, does the Company disclose the number of votes attached to each class of shares?		PVCFC has only one type of stock: common stock.
B.2	DISCLOSURE OF THE AGM		
B.2.1	Each Resolution in the most recent GMS is only related to one content of the draft Resolution, that is, not to include many contents in the same Resolution?		The Resolution of the General Assembly has well implemented this principle.
B.2.2	Was the notice and document of the most recent SGM fully translated into English and published on the same day as the document in the local language?		Documents of the GMS have not been translated into English.
B.2.3	Provide biographies of Members of the BOM to be elected/re-elected?		Disclosed in the documents of the GMS.
B.2.4	Are the auditors to be elected/re-elected clearly identified?		PVCFC has disclosed information such as name, age, training level, expertise, working history and positions held at other companies...
B.2.5	Power of attorney to attend the GMS is provided easily?		Uploaded on PVCFC website.


QUESTIONS	CONTENTS OF THE QUESTIONS	EVALUATION	GROUND FOR EVALUATION
B.3	INSIDER TRADING AND ABUSE OF PERSONAL GAIN MUST BE PROHIBITED		
B.3.1	Does the company have a policy or regulation that prohibits Members of the BOM and employees from profiting from knowledge that is not publicly available?		Refer to Article 65, Internal Governance Regulations.
B.3.2	Are the Members of the BOM required to report trading in Company shares within 3 working days?		PVCFC has been implementing this principle well in accordance with the Company's Regulations and Charter.
B.4	STAKEHOLDER TRANSACTIONS OF MEMBERS OF THE BOM AND SENIOR MANAGEMENT		
B.4.1	Does the Company have a policy to require Members of the BOM to disclose relevant interests in transactions and any conflicts of interest with the Company?		Refer to Clause 4, Article 24 of the Internal Regulations on Company Governance. In 2022, the Company issued the Regulation on management of conflicts of interest & transactions with related people.
B.4.2	Does the Company have policy to require a Subcommittee of the Independent Members of the BOM to review material Stakeholder transactions to determine whether they are in the best interests of the Company and its shareholders?		Refer to Clause 2, Article 39 and Clause 4, Article 42 in the Company's Charter.
B.4.3	Does the company have a policy to require Members of the BOM not to attend the BOM meetings in meetings about trading activities where the members have conflicts of interest?		As stipulated in the Regulation on management of conflicts of interest & transactions with related persons published in 2022.
B.4.4	Does the company have a loan policy for Members of the BOM that prohibits this practice or ensures that loans are made on a fair transaction basis at market rates?		As stipulated in the Regulation on management of conflicts of interest & transactions with related persons published in 2022.
B.5	PROTECTING MINORITY SHAREHOLDERS FROM ABUSES		
B.5.1	Does the company disclose that Stakeholder transactions are conducted in a manner that ensures that such transactions are reasonable and according to market mechanisms?		Presented in the Annual Report [Chapter IV - M3].
B.5.2	In the event that shareholder approval is required through Stakeholder transactions, the voting for approval must be voted on by unrelated shareholders.		









EVALUATING THE COMPANY GOVERNANCE PERFORMANCE BASING ON THE SCORECARD OF CORPORATE COMPANY GOVERNANCE IN ASEAN (CONTINUED)

QUESTIONS	CONTENTS OF THE QUESTIONS	EVALUATION	GROUND FOR EVALUATION
C.	ROLES OF STAKEHOLDERS		
C.1	THE RIGHTS OF THE STAKEHOLDERS PRESCRIBED BY LAW OR UNDER BILATERAL AGREEMENTS MUST BE RESPECTED. THE COMPANY HAS PUBLISHED POLICIES AND PRACTICES REGARDING:		
C.1.1	Disclose policies and practices to protect customer interests?		
C.1.2	Disclose the policy and practices, processes and procedures for selecting contractors?		
C.1.3	Disclose policies and practices, describe the Company's efforts to ensure that the Company's value chain is environmentally friendly or suitable for promoting sustainable development?		Presented in the Annual Report.
C.1.4	Disclose policies and practices, describing the Company's efforts in interacting with the communities in which it operates?		
C.1.5	Disclose anti-corruption policies and practices?		
C.1.6	Disclose policies and practices, describing how to protect the interests of creditors?		PVCFC will consider additional policies to protect the interests of creditors.
C.1.7	Does the company write its own content report describing its efforts on social and economic environmental issues?		Presented in the Annual Report.
C.2	WHEN THE INTERESTS OF STAKEHOLDERS ARE PROTECTED BY LAW, STAKEHOLDERS MUST HAVE THE OPPORTUNITY TO EFFECTIVELY COMPLAIN WHEN THEIR INTERESTS ARE VIOLATED.		
C.2.1	Does the Company provide contact information on the Company's website or Annual Report so that stakeholders (eg: customers, suppliers, the public...) can use to speak up. about concerns and or complaints about possible violations of their rights?		PVCFC has published contact information on the Company's website, Annual Report.
C.3	MECHANISMS TO IMPROVE WORKER PARTICIPATION SHOULD BE ALLOWED TO BE DEVELOPED		
C.3.1	Does the company clearly disclose its employee health, safety and welfare policy?		
C.3.2	Does the company disclose relevant information about policies and training and development programs for employees?		Fully covered in the Annual Report.
C.3.3	Does the company have a reward policy to promote the company's performance in the long term rather than the short term?		









QUESTIONS	CONTENTS OF THE QUESTIONS	EVALUATION	GROUND FOR EVALUATION
C.4	THE STAKEHOLDERS, INCLUDING BOTH EMPLOYEES AND ORGANIZATIONS REPRESENTING THEM, MUST BE FREE TO EXPRESS THEIR CONCERNS ABOUT ILLEGAL OR UNETHICAL ACTIVITIES TO THE BOM, AND THIS MUST NOT AFFECT THEIR RIGHTS AND INTERESTS		
C.4.1	The Company has a whistleblower policy that includes a complaint process for employees and stakeholders about illegal (including corrupt) or unethical behavior and provides detailed complaint contact information. details mentioned on the Company website or Annual Report?		Defined in the Cultural Identity, the regulation on implementing democracy, the regulation on dialogue and the regulation on receiving citizens at the Company. In addition, PVCFC also applies the Workplace channel to deploy more centralized information receiving channels for employees in the Company.
C.4.2	Does the company have a policy or procedure to protect individual employees from retaliation and for disclosing illegal/unethical behavior?		
D.	INFORMATION DISCLOSURE AND TRANSPARENCY		
D.1	TRANSPARENT OWNERSHIP STRUCTURE		
D.1.1	Does shareholder information reveal the identities of owners holding 5% or more shares?		
D.1.2	Does the company disclose direct and (supposedly) indirect share ownership by major shareholders?		Specifically presented in the Annual Report and the annual Company Governance report.
D.1.3	Does the company disclose direct and (supposedly) indirect share ownership of Members of the BOM?		
D.1.4	Does the company disclose direct and (supposedly) indirect share ownership of the Executive Board?		
D.1.5	Does the company disclose details about the Parent Company, Subsidiaries, Associates, Joint Ventures and the enterprise/Special Purpose Company (SPE)/ (SPV)?		Refer to Financial Statements and Annual Reports.
D.2	QUALITY OF ANNUAL REPORT		
D.2.1	» Company objectives » Financial performance indicators » Non-financial performance indicators » Dividend policy		
-	» Biographical details of the Members of the BOM		Refer to Financial Statements and Annual Reports.
D.2.7	» Details of the attendance of each Member of the BOM at Board of Management meetings held during the year » Total remuneration of each Member of the BOM		
D.2.8	Does the Annual Report typically include a statement or declaration affirming the company's full compliance with the rules of Corporate Governance, and in the event of non-compliance, it should clearly identify and explain the reasons for each such issue?		Refer to the Annual Report.















EVALUATING THE COMPANY GOVERNANCE PERFORMANCE BASING ON THE SCORECARD OF CORPORATE COMPANY GOVERNANCE IN ASEAN (CONTINUED)

QUESTIONS	CONTENTS OF THE QUESTIONS	EVALUATION	GROUND FOR EVALUATION
D.3	DISCLOSURE OF STAKEHOLDER TRANSACTIONS		
D.3.1	Does the company publish a policy on reviewing and approving material Stakeholder transactions?		Refer to Annual Report and Financial Statement.
D.3.2	Does the company disclose the name, relationship, nature, and value of each material Stakeholder transaction?		
D.4	THE MEMBERS OF THE BOM TRADES COMPANY SHARES		
D.4.1	Does the Company disclose transactions of the Company's shares conducted by the Company's insiders?		Before the stock transactions take place, insiders are required to disclose information three (3) days prior to the transaction, and all transactions are reported in the Management Report and Annual Report.
D.5	INDEPENDENT AUDITOR AND AUDIT REPORT		
D.5.1	Are audit/non-audit service fees publicly disclosed?		The company has information about signing a contract with the audit company, but has not disclosed the audit service fees..
D.5.2	Is the non-audit service fee higher than the audit service fee?		The company has hired specialized firms for advice on building internal control systems (such as PwC) and tax advisory services (such as Deloitte). When hiring, PVCFC is always cautious in considering potential conflicts of interest.
D.6	MEDIA		
	Does the company use the following forms of communication?		
D.6.1	Quarterly Report		The company publishes on the website and the mass media according to the time limit for information disclosure.
D.6.2	Company website		The company has a website in Vietnamese and English to ensure that the information is transmitted appropriately.
D.6.3	Analyst's rating		Every year, the Company holds a meeting of shareholders and investors to update the Company's business results.
D.6.4	Information on media press conference		The company regularly has articles to update the business situation, promote images on the media.

QUESTIONS	CONTENTS OF THE QUESTIONS	EVALUATION	GROUND FOR EVALUATION
D.7	SUBMIT ANNUAL REPORT/FINANCIAL REPORT ON TIME		
D.7.1	Is the audited annual financial statements disclosed to the public within 120 days from the end of the financial year?		The company complies with the regulations.
D.7.2	Is the annual report disclosed to the public within 120 days from the end of the financial year?		The company complies with the regulations.
D.7.3	Is the truthfulness and reasonableness of the annual financial statements confirmed by the Members of the BOM or an authorized executive member of the Company?		Audited financial statements with a Report of The Board of General Directors showing this.
D.8	COMPANY WEBSITE		
	The company has a website that publishes updated information about:		
	» Financial report (latest quarter)		
	» Documentation of analysts and media agencies		
D.8.1	» Annual report can be downloaded		Refer to the Company's website by following the link: https://www.pvcfc.com.vn Shareholder relations section.
-	» Notice and documents of the GMS and/or Extraordinary GMS		
D.8.6	» Minutes of the GMS and or the Extraordinary GMS		
	» The Company Charter can be downloaded		
D.9	INVESTMENT RELATIONS		
D.9.1	Does the company disclose contact information (e.g. phone number, fax and email) of the officer/ department responsible for investment relations?		The Company's website has a contact and FAQ section and hotline numbers for individuals/units to contact conveniently.
E.	RESPONSIBILITIES OF THE BOM		
E.1	ROLES AND RESPONSIBILITIES OF MEMBERS OF THE BOM		
	The responsibilities of the BOM and Company Governance are clearly defined		
E.1.1	Does the company publish the Company Governance, Charter of Board of Management regulations?		The Company's website publishes the Internal Regulations on Company Governance.
E.1.2	Are the types of decisions that require the approval of Members of the BOM to be made public?		Resolutions/Decisions of the BOM are disclosed in accordance with Circular 155/2015/TT-BTC and presented in the Company Governance Report, Annual Report.
E.1.3	Are the roles and responsibilities of Members of the BOM clearly defined and disclosed?		Company Governance's Charter and Internal Regulations clearly state the roles and responsibilities of Members of the BOM.

EVALUATING THE COMPANY GOVERNANCE PERFORMANCE BASING ON THE SCORECARD OF CORPORATE COMPANY GOVERNANCE IN ASEAN (CONTINUED)

QUESTIONS	CONTENTS OF THE QUESTIONS	EVALUATION	GROUND FOR EVALUATION
Company's vision and mission			
E.1.4	Does the company have the latest vision and mission statement?		Refer to the Company's website, Annual Report.
E.1.5	The Members of the BOM play an important role in developing and reviewing the Company's strategy each year?		Annually, the BOM reviews and develops the Company's strategy and is presented in the Annual Report and SGM documents.
E.1.6	Do the members of the BOM monitor the implementation of the Company's strategy?		Quarterly, the BOM reviews and reports on the implementation of the strategy quarterly and recommends adjustments suitable to the Company's situation.
E.2	STRUCTURE OF THE BOM		
Code of Ethics or Conduct			
E.2.1	Are details of the Code of Ethics or Conduct publicly available?		The Company's website can detail and explain the meaning of 04 core values of the Company; codes of ethics and conduct with stakeholders. At the same time, the Company has a handbook "Cultural Identity of Ca Mau Fertilizer" and will consider posting it on the Company's website.
E.2.2	Does the company disclose that all Members of the BOM, senior management and employees must comply with the code?		The Company has disclosed its compliance with the Code to the BOM, the Executive Board, managers and employees.
E.2.3	Does the company disclose how to implement and monitor compliance with the Code of Ethics or Conduct?		The Company has published a Code of Business Conduct.
Composition and structure of the BOM			
E.2.4	Independent Members of the BOM makeup at least 50% of the Members of the BOM?		The company applies a governance model with the Supervisory Board. In which, the Company has 2/7 Members of the BOM who are independent members.
E.2.5	Does the company have a term limit of 9 years or less or 2 terms of 5 years for Independent Members of the BOM?		The Company's Charter specifically stipulates that the term of Members of the BOM shall not exceed 5 years. At the same time, the criteria and conditions are that Independent Members of the BOM "are not a person who has worked as a Member of the BOM, the Supervisory Board of PVCFC at least in the previous five (05) years and has not done so for more than 2 terms".












QUESTIONS	CONTENTS OF THE QUESTIONS	EVALUATION	GROUND FOR EVALUATION
E.2.6	Has the Company set a limit of up to five Board of Management positions that an Independent Member of the BOM/non-executive may hold simultaneously in other Companies?		The Company's Charter stipulates: "The Members of the BOM may concurrently be Members of the BOM of another Company, but may not be Members of the BOM of more than five (5) other companies. from August 1, 2019".
E.2.7	Does the company have any Executive Members of the BOM serving at more than 2 the Boards of Management of listed companies outside the Group?		No. All Members of the BOM do not hold managerial - executive positions at other companies.
E.2.8	Does the company have the HR Sub-Committee?		The company has the Board of HR Management & Remuneration.
E.2.9	Does the HR Sub-Committee consist of a majority of Independent Members of the BOM?		Have. Internal Auditing Committee is managed by Independent Members of the BOM.
E.2.10	Is the Chairman of the HR Sub-Committee Independent Members of the BOM?		Yes, the Board of HR Management & Remuneration is run by Independent Members of the BOM.
E.2.11	Does the company disclose the operating regulations/governance structure/charter of The HR Sub-Committee?		Have. The Board of HR Management & Remuneration's charter and regulations are publicly disclosed.
E.2.12	Does The HR Sub-Committee meet at least 2 times a year and are publicly available?		Twice a year, the Board of HR Management & Remuneration meets and reports to the BOM.
Remuneration and Bonus Sub-Committee			
E.2.13	Does the company have a Remuneration Sub-Committee?		Yes, the Board of HR Management & Remuneration handles it.
E.2.14	Does the Remuneration Sub-Committee include a majority of Independent Members of the BOM?		Same as item E.2.9.
E.2.15	Is the Chairman of the Remuneration Sub-Committee Independent Members of the BOM?		Same as item E.2.10.
E.2.16	Does the company disclose the operating regulations/governance structure/charter of the Remuneration Sub-Committee?		Same as item E.2.11.
E.2.17	Does the Remuneration Sub-Committee meet at least twice a year and is publicly disclosed?		Same as item E.2.12.
Audit Subcommittee			
E.2.18	Does the company have an Audit Committee/The Supervisory Board?		Yes, the Internal Auditing Committee is led by the Independent Members of the BOM.
E.2.19	Does the Audit Committee/The Supervisory Board consist of all Non-executive members of the BOM with a majority of Independent Members of the BOM?		The Internal Auditing Committee is managed by the Independent Members of the BOM.







EVALUATING THE COMPANY GOVERNANCE PERFORMANCE BASING ON THE SCORECARD OF CORPORATE COMPANY GOVERNANCE IN ASEAN (CONTINUED)

QUESTIONS	CONTENTS OF THE QUESTIONS	EVALUATION	GROUND FOR EVALUATION
E.2.20	Is the Chairman of the Audit Committee Independent Members of the BOM?		In charge of the Internal Auditing Committee are Independent Members of the BOM and has experience and expertise in finance.
E.2.21	Does the company publish the operational regulations/governance structure/charter of the Audit Committee/The Supervisory Board?		The Charter, internal regulations on Company Governance and the operation regulations of the Audit Committee stipulate this content.
E.2.22	Does at least one Independent Member of the BOM of the Audit Committee have accounting expertise (accounting qualifications or experience)?		The person in charge of the Audit Committee is a person with experience and expertise in finance.
E.2.23	Does the Audit Committee meet at least 4 times a year and is it made public?		Quarterly, the Audit Committee meets and sends reports to the BOM.
E.2.24	Does the Auditing Subcommittee have primary responsibility for making recommendations on the appointment and dismissal of independent auditors?		Quarterly, the Audit Committee meets and sends reports to the BOM.
E.3	OPERATION PROCESS OF THE BOM		
	Meeting and attending the BOM		
E.3.1	Is the BOM meeting scheduled before the start of the financial year?		The BOM prepares and issues the BOM meeting plan at the beginning of the year to submit to the BOM.
E.3.2	Do the members of the BOM meet at least six times a year?		In 2022, the Shareholders' General Meeting held 15 sessions (detailed in the 2022 Governance Report).
E.3.3	Does each Member of the BOM attend at least 75% of the BOM meetings during the year?		Each Member of the BOM attends 100% of the meetings.
E.3.4	Does the company have a minimum attendance requirement of 2/3 of the Members of the BOM for the BOM's decision-making meetings?		Referring to Clause 8, Article 29 of the Company's Charter states as follows: "Meetings of the BOM are conducted when at least three quarters (3/4) of the total number of Members of the BOM are present. directly or through a representative if approved by a majority of the Members of the BOM".
E.3.5	Do the Company's non-executive members of the BOM hold a private meeting at least once a year without the presence of Executive Members?		Except for the General Manager, all the remaining members of the BOM are non-executive members.
	Approach to information		
E.3.6	Are documents for the BOM meetings provided to the BOM at least 5 business days prior to the BOM meeting?		Notices and meeting documents of the BOM are sent to the Members of the BOM at least five (05) working days before the meeting date.


QUESTIONS	CONTENTS OF THE QUESTIONS	EVALUATION	GROUND FOR EVALUATION
E.3.7	Does the Company Secretary play an important role in assisting the BOM in carrying out its responsibilities?		Refer to Clause 6, Article 29 of Company Governance's Charter and Internal Regulations.
E.3.8	Is the company secretary trained in legal, accounting or secretarial practice and accompanying the relevant departments?		PVCFC complies well with this criterion.
	Appointment and re-election of Members of the BOM		
E.3.9	Does the Company the criteria used to select the new Members of the BOM?		PVCFC complies well with this criterion. Members of the BOM of PVCFC are diverse in expertise, age and gender.
E.3.10	Does the company disclose the process adopted to appoint new Members of the BOM?		
E.3.11	All Members of the BOM must be re-elected at least once every 3 years or every 5 years for Listed Companies operating in a country where a 5-year term is required by law?		The term of members of the BOM at PVCFC is 5 years.
	Compensation issues		
E.3.12	Does the company publish a customary remuneration policy for Members of the BOM and the Board of Directors?		Refer to the Annual Report.
E.3.13	Is the remuneration structure for Non-executive members of the BOM publicly available?		
E.3.14	Does the shareholder or the BOM approve the remuneration of the Executive Members of the BOM and/or senior leadership?		The BOM's remuneration is approved annually by the GMS. The BOM approved the salary range of The Board of General Directors, Functional Director.
E.3.15	Does the Company have measurable standards and policies to align remuneration based on the performance of the Executive Members of the BOM or the Executive Board with the long-term interests of the Company, such as: apply terms of withdrawal, refund policy (Clawback provision, deferred bonus)?		Will consider adding this indicator in the coming years.
	Internal audit		
E.3.16	Does the company have a separate Internal Audit function?		The company has a separate Internal Audit department.
E.3.17	Is the Head of Internal Audit identified, or if outsourced, is the name of the External Company made public?		Yes
E.3.18	Is the appointment and dismissal of the Internal Auditor subject to the approval of the Audit Committee?		The appointment and dismissal of the Internal Auditor shall be decided by the BOM.

EVALUATING THE COMPANY GOVERNANCE PERFORMANCE BASING ON THE SCORECARD OF CORPORATE COMPANY GOVERNANCE IN ASEAN (CONTINUED)

QUESTIONS	CONTENTS OF THE QUESTIONS	EVALUATION	GROUND FOR EVALUATION
Risk control			
E.3.19	Does the company have an internal control process/Risk Management system and is periodically reviewed for effectiveness?		Quarterly, the Legal and Compliance Department performs to evaluate and update the risk management system.
E.3.20	Does the annual report disclose that Members of the BOM have reviewed the Company's key control points and Risk Management systems?		
E.3.21	Does the company disclose key risks?		Refer to the Annual Report.
E.3.22	Does the annual report present a statement from the Members of the BOM or the Audit Committee on the adequacy of the internal controls of the Company's Risk Management system?		
E.4	PERSONNEL IN THE BOM		
Chairman of the BOM			
E.4.1	Two different people serving as president of the BOM and the Board of Directors?		At PVCFC, the titles of Chairman of the BOM and General Director are separated.
E.4.2	Is the Chairman Independent Members of the BOM?		The Chairman is not an Independent Members of the BOM.
E.4.3	Have any of the Members of the BOM been the former General Director/CEO of the Company in the previous 2 years?		Are not.
E.4.4	Are the BOM Chair's roles and responsibilities publicly available?		The Charter and Regulations on governance specifically express this content.
Head of Independent Members of the BOM			
E.4.5	If the Chairman of the BOM is not independent, does the BOM appoint experienced Independent Members of the BOM with clearly defined job requirements?		There are 2 Independent Members of the BOM to assist and carry out related work.
Skills and Abilities			
E.4.6	Have at least 1 non-executive members of the BOM with previous work experience in the main field in which the Company is operating?		PVCFC has 6/7 Non-executive members of the BOM and members all have experience in the oil and gas, processing and financial industries.
E.5	PERFORMANCE OF THE BOM		
E.5.1	Does the company have an orientation program for the new Members of the BOM?		The contents of annual performance evaluation for the BOM/CEO are reflected in the Company's internal regulations. However, orientation programs for the new Members of the BOM are all oriented and trained in Company Governance.

QUESTIONS	CONTENTS OF THE QUESTIONS	EVALUATION	GROUND FOR EVALUATION
E.5.2	Does the company have a policy to encourage Members of the BOM to participate in continuing or professional training programs?		The Company has policies to encourage Members of the BOM to participate in training programs undertaken by The Board of HR Management & Remuneration. Members regularly attend training classes on Company Governance.
Appointment and Effectiveness of the Board of Directors/The Executive Board			
E.5.3	Does the Company disclose how Members of the BOM develop the succession plan for the position of Chairman/CEO and key personnel?		PVCFC has a plan to build a successor team, but has not yet disclosed it publicly.
E.5.4	Do the members of the BOM conduct an annual performance review of the Chairman of the BOM/ General Director?		The annual report presents the performance evaluation of the General Director, not the performance evaluation for the Chairman of the BOM.
Review upon the BOM			
E.5.5	Are annual performance reviews conducted for the BOM and published criteria and procedures for conducting the assessment?		An assessment has been conducted but not detailed in the Annual Report.
Review upon Members of the BOM			
E.5.6	Are annual performance reviews conducted for each Member of the BOM and disclosed criteria and procedures for conducting the assessment?		The Company evaluates the performance of the BOM in the Report of the BOM at the GMS.
Review Subcommittee			
E.5.7	Are annual performance reviews conducted for the BOM Subcommittees and published criteria and procedures for conducting the evaluation?		An assessment has been conducted but not detailed in the Annual Report.

BONUS SCORECARDS

QUESTIONS	CONTENTS OF QUESTIONS	EVALUATION	GROUND FOR EVALUATION
(B) A. SHAREHOLDERS' RIGHTS			
(B) A.1. BASIC RIGHTS OF SHAREHOLDERS			
(B) A.1.1	Does the company allow the use of secure electronic absentee voting at the GMS?		Company Governance's charter and internal regulations have the form of remote voting, but PVCFC has not yet implemented it at the General Meetings because it has not met the necessary conditions. It will be considered for implementation in the following General Meetings.

EVALUATING THE COMPANY GOVERNANCE PERFORMANCE BASING ON THE SCORECARD OF CORPORATE COMPANY GOVERNANCE IN ASEAN (CONTINUED)

BONUS SCORECARDS (CONTINUED)

QUESTIONS	CONTENTS OF QUESTIONS	EVALUATION	GROUND FOR EVALUATION
(B) B.	EQUAL TREATMENT TO SHAREHOLDERS		
(B) B.1	NOTICE OF GMS		
(B) B.1.1	Does the company issue a notice on the GMS (with detailed agenda and explanatory notice), as notified to the Exchange, at least 28 days before the meeting date?		Notice of invitation to the meeting of the GMS, the Company makes the disclosure 21 days in advance.
(B) C.	ROLES OF PARTIES WITH RELEVANT BENEFITS		
(B) B.1	THE RIGHTS OF THE STAKEHOLDERS PRESCRIBED BY LAW OR UNDER BILATERAL AGREEMENTS MUST BE RESPECTED		
(B) C.1.1	Does the company implement an internationally recognized reporting framework for sustainability (i.e. GRI, Integrated Reporting, SASB)?		The PVCFC Sustainability Report is prepared according to GRI standards.
(B) D.	INFORMATION DISCLOSURE AND TRANSPARENCY		
(B) D.1	QUALITY ANNUAL REPORT		
(B) D.1.1	Are the audited annual financial statements made publicly available within 60 days of the end of the financial year?		Audited annual financial statements are published on February 28, 2022 (After 59 days from the end of the fiscal year).
(B) D.1.2	Does the company disclose details of the Board of Directors' remuneration?		Presented in the Annual Report.
(B) E.	RESPONSIBILITIES OF THE BOM		
(B) E.1	COMPETENCE AND DIVERSITY OF THE BOM		
(B) E.1.1	Does the company have at least one female Independent Member of the BOM?		The company has a female Independent Member of the BOM.
(B) E.1.2	Does the company publish a policy and measurable objectives for implementing the BOM diversity and Progress Report?		PVCFC has not met this regulation well.
(B) E.2	STRUCTURE OF THE BOM		
(B) E.2.1	Does the HR Sub-Committee include the entire Independent Members of the BOM?		Have Independent Members of the BOM as chair of the Board of HR Management & Remuneration.
(B) E.2.2	Does The HR Sub-Committee implement the process of building quality criteria for Members of the BOM in line with the Company's strategic direction?		PVCFC has not met this regulation well.
(B) E.3	APPOINTMENT AND RE-ELECTION OF THE BOM		
(B) E.3.1	Does the Company use external independent candidate searchers or sources (such as the Members of the BOM database established by Members of the BOM institutes or shareholder associations) when searching candidates member for Members of the BOM?		PVCFC implements this regulation well.

QUESTIONS	CONTENTS OF QUESTIONS	EVALUATION	GROUND FOR EVALUATION
(B) E.4	STRUCTURE & COMPOSITION OF THE BOM		
(B) E.4.1	Does the company have Independent non-executive members of the BOM accounting for more than 50% of the Members of the BOM with the chairman being an independent member?		PVCFC meets this regulation well.
(B) E.5	RISK MANAGEMENT		
(B) E.5.1	The BOM describes the governance process for IT related issues such as disruption, cybersecurity, disaster recovery, to ensure that all key risks are identified, managed and Report to the BOM?		Specific regulations in "Cultural identity" and Company rules. Quarterly, the Internal Auditing Committee reports to the BOM on the key risks identified.
(B) E.6	PERFORMANCE OF THE BOM		
(B) E.6.1	Does the company have a separate Risk Management Subcommittee?		The Company has a separate Audit & Risk Committee from the Legal and Compliance Department.













CARD PENALTY POINTS

QUESTION	CONTENT QUESTIONS	EVALUATE	ASSESSMENT BASIS
(P) A.	SHAREHOLDERS' RIGHTS		
(P) A.1	BASIC RIGHTS OF SHAREHOLDERS		
(P) A.1.1	Does the company or negligently treat all shareholders fairly with regard to share repurchases?		Company Governance's charter and internal regulations clearly stipulate the fair treatment of share repurchases for all shareholders. During the year, this case did not arise.
(P) A.2	SHAREHOLDERS, INCLUDING INSTITUTIONAL SHAREHOLDERS, ARE REQUIRED TO COMMUNICATE WITH EACH OTHER ON MATTERS RELATING TO FUNDAMENTAL SHAREHOLDER RIGHTS AS OUTLINED IN THESE COMPANY GOVERNANCE PRINCIPLES, WITH THE EXCEPTION OF EXCEPTIONS INTENDED TO PREVENT ABUSES.		
(P) A.2.1	Is there any evidence of barriers to shareholders not communicating or consulting with other shareholders?		PVCFC did not record any barriers.
(P) A.3	THE RIGHT TO PARTICIPATE EFFECTIVELY IN AND VOTE IN THE GMS AND TO BE INFORMED OF THE REGULATIONS, INCLUDING THE VOTING PROCEDURE THAT TAKES PLACE AT THE GMS.		
(P) A.3.1	Does the company include additional and undisclosed content on the agenda in the notice of the SGM/Extraordinary GMS?		The Company always informs shareholders in advance of additional contents in the Shareholders' General Meeting/Extraordinary Shareholders' General Meeting program.
(P) A.3.2	Does the Chairman of the BOM, the Chairman of the Audit Committee and the General Director/Director attend the latest SGM?		PVCFC implements this regulation well. At the GMS, all Members of the BOM, the subcommittees under the BOM and the Board of General Directors attended.
(P) A.4	PVCFC IMPLEMENTS THIS REGULATION WELL. AT THE GMS, ALL MEMBERS OF THE BOM, THE SUBCOMMITTEES UNDER THE BOM AND THE BOARD OF GENERAL DIRECTORS ATTENDED.		
(P) A.4.1	Does the company not disclose the existence of a shareholder agreement?		This case didn't arise.

EVALUATING THE COMPANY GOVERNANCE PERFORMANCE BASING ON THE SCORECARD OF CORPORATE COMPANY GOVERNANCE IN ASEAN (CONTINUED)

CARD PENALTY POINTS (CONTINUED)

QUESTION	CONTENT QUESTIONS	EVALUATE	ASSESSMENT BASIS
(P) A.4.2	Does the company not disclose the existence of voting limits?		The Company specifically stipulates in the Program - voting rules at the GMS.
(P) A.4.3	Does the company not disclose the existence of multiple voting shares?		The company does not have shares with many voting rights.
(P) A.5	CAPITAL STRUCTURES AND AGREEMENTS THAT ALLOW CERTAIN SHAREHOLDERS TO HOLD CONTROL NOT PROPORTIONAL TO THEIR SHARE OF OWNERSHIP MUST BE PUBLICLY DISCLOSED.		
(P) A.5.1	Do pyramidal ownership structures and/or cross-ownership structures exist?		The Company does not record a pyramidal or cross-ownership structure.
(P) B.	EQUAL TREATMENT TO SHAREHOLDERS		
(P) B.1	INSIDER TRADING AND ABUSE OF PERSONAL GAIN SHOULD BE BANNED		
(P) B.1.1	Has the Company been found to have had any insider trading violations involving Members of the BOM, the Executive Board and Company employees over the past three years?		The company did not record any violations.
(P) B.2	PROTECTING MINORITY SHAREHOLDERS FROM ABUSE		
(P) B.2.1	Have there been any instances of non-compliance with laws, rules, and regulations related to significant or material Stakeholder transactions in the previous three years?		The company did not record any violations.
(P) B.2.2	Are there any Stakeholder transactions that could be classified as financial assistance (i.e. not reasonably executed on a market basis) for entities that are not Subsidiaries?		
(P) C.	THE ROLE OF THE STAKEHOLDERS		
(P) C.1	THE RIGHTS OF THE STAKEHOLDERS PRESCRIBED BY LAW OR UNDER BILATERAL AGREEMENTS MUST BE RESPECTED		
(P) C.1.1	Are there any violations of the law on labor, employment, consumer, bankruptcy, trade, competition or environmental issues?		The company did not record any violations.
(P) C.2	WHEN STAKEHOLDERS ARE INVOLVED IN THE COMPANY GOVERNANCE PROCESS, THEY MUST HAVE ACCESS TO RELEVANT, COMPLETE AND RELIABLE INFORMATION ON A TIMELY AND REGULAR BASIS.		
(P) C.2.1	Has the company been subject to any regulatory penalties and has failed to Disclose within the required time period for material events?		PVCFC has implemented Disclosure and has not recorded any material breaches.
(P) D.	INFORMATION DISCLOSURE AND TRANSPARENCY		

QUESTION	CONTENT QUESTIONS	EVALUATE	ASSESSMENT BASIS
(P) D.1	REGULATORY AGENCY PENALTIES RELATED TO FINANCIAL REPORTING		
(P) D.1.1	Does the company receive an "exclusion opinion" in the Independent Auditor's Report?		The opinion of the independent auditors on the annual financial statements is "Full and emphatic".
(P) D.1.2	Does the company receive an "adverse opinion" in the Independent Auditor's Report?		
(P) D.1.3	Does the company receive a "disclaimer of opinion" in the Independent Auditor's Report?		
(P) D.1.4	Does the company amend its financial statements for reasons other than changes in accounting policies?		
(P) E.	RESPONSIBILITIES OF THE BOM		
(P) E.1	COMPLIANCE WITH APPLICABLE LISTING REGULATIONS, RULES AND LAWS		
(P) E.1.1	Is there any evidence that the Company did not comply with any listing rules and regulations in the past year other than the Disclosure regulations?		PVCFC did not record any violations.
(P) E.1.2	Are there instances where non-executive members of the BOM have resigned and raised any concerns regarding governance?		PVCFC did not record any cases.
(P) E.2	STRUCTURE OF THE BOM		
(P) E.2.1	Does the company have Independent Members of the BOM who have served for more than 9 years or two 5-year terms in the same position?		No. PVCFC fulfills this target well.
(P) E.2.2	The company does not specify who the Independent Members of the BOM are?		PVCFC has 2 Independent Members of the BOM.
(P) E.2.3	Does the company have any independent Non-executive members of the BOM serving at more than 5 Boards of Management of listed companies?		No. PVCFC fulfills this target well.
(P) E.3	INDEPENDENT AUDIT		
(P) E.3.1	In the past 2 years, have any Members of the BOM or senior executives been an employee or general partner of the current Independent Auditing Firm?		No. PVCFC fulfills this target well.
(P) E.4	COMPOSITION AND STRUCTURE OF THE BOM		
(P) E.4.1	Has the Chairman been the Board of Directors of the Company for the past 3 years?		The Board of Directors of the Company is a non-concurrent chairman.
(P) E.4.2	Do Independent Non-executive members of the BOM receive the right to buy shares, bonus shares?		PVCFC fulfills this target well.