

No.: 427/QD-PVCFC

Ca Mau, February 29th, 2024

DECISION

**Establishing Environmental, Social and Governance Committee
and promulgating Committee's Regulation on organization and operation**

**BOARD OF DIRECTORS
PETROVIETNAM CA MAU FERTILIZER JOINT STOCK COMPANY**

Pursuant to the Charter of PetroVietnam Ca Mau Fertilizer Joint Stock Company (PVCFC) adopted by the General Meeting of Shareholders;

Pursuant to the Resolution no. 248/NQ-PVCFC dated January 31st, 2024 for the Board of Directors' (BOD) meeting held in January 2024, and Resolution no. 421/NQ-PVCFC dated February 29th, 2024 for the BOD meeting held in February 2024.

DECIDED:

Article 1. Establishing the Environmental, Social and Governance Committee under the Board of Directors of PetroVietnam Ca Mau Fertilizer Joint Stock Company (hereinafter referred to as ESG Committee).

Article 2. Issuing under this Decision the Regulation on organization and operation of the ESG Committee.

Article 3. This decision is effective from the date of signing.

Article 4. Members of Board of Directors, Board of General Directors, Heads of committees/units of the Company, and Representatives managing PVCFC's contributed capital in affiliated units shall carry out this Decision./.

C/c:

- As Article 4;
- Supervisory Board (in lieu of report);
- Filed: Archive, BOD.

**ON BEHALF OF BOD
CHAIRMAN**

(Signed and sealed)
Tran Ngoc Nguyen

PETROVIETNAM
PETROVIETNAM CA MAU FERTILIZER JOINT STOCK COMPANY



**REGULATION ON ORGANIZATION AND OPERATION OF
OF THE ENVIRONMENTAL - SOCIAL AND GOVERNANCE
COMMITTEE**

No: 2024 – HDQT – QC – ESG

(Promulgated with Decision No. 427/QĐ-PVCFC dated 29/02/2024 of the Board of Directors)

01	HUMAN RESOURCES MANAGEMENT BOARD	LEGAL AND COMPLIANCE DEPARTMENT	THE BOARD OF DIRECTORS
Issue No	Compiled by	Checked by	Approved by

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CHAPTER I: GENERAL PROVISIONS

Article 1. Scope

This Regulation regulates the organizational structure, operating principles, powers and obligations of the Environmental, Social and Governance Committee and members of the Environmental, Social and Governance Committee of PetroVietnam Ca Mau Fertilizer Joint Stock Company to operate in accordance with the provisions of the Law on Enterprises, the Company's Charter and other relevant laws.

Article 2. Regulated entities

This regulation is applicable to the Environmental, Social and Governance Committee and members of the Environmental, Social and Governance Committee of PetroVietnam Ca Mau Fertilizer Joint Stock Company.

Article 3. Interpretation of terms

The terms/words used in this regulation are abbreviated and understood as follows:

No	Terms/ Words	Abbreviations	Explanation
1.	Company	PVCFC	PetroVietnam Ca Mau Fertilizer Joint Stock Company
2.		BOD	Board of Directors
3.		GD	General Director
4.		ESG	Environmental, Social and Governance

Words or terms defined in the Law on Enterprises and the Company's Charter, if not contradictory with the subjects or contexts, shall have the same meanings in this Regulation.

CHAPTER II: PRINCIPLES OF ORGANIZATION AND OPERATION OF THE COMMITTEE

Article 4. Functions of the ESG Committee

The ESG Committee is a specialized unit under the Board of Directors with the function of advising, consulting, and supervising areas related to sustainable development and corporate governance for the Board of Directors.

Article 5. Operation principles of the ESG committee

1. The ESG Committee shall report directly in writing to the Board of Directors and shall not be interfered with in performing its tasks to ensure the Company to comply with all legal regulations.

2. Members of the ESG Committee perform work in compliance with the law and relevant regulations and shall not participate in activities that affect professional reputation.

3. Members of the ESG Committee shall not disclose the information provided unless the disclosure of information is required by Law.

4. Members of the ESG Committee shall be honest and not be influenced by anyone in drawing their conclusions.

Article 6. Composition of the ESG Committee

1. The ESG Committee has 02 (two) members or more. The Chairman of the ESG Committee shall be a non-executive BOD member. Other members of the ESG Committee shall be BOD members.

2. Members of the ESG Committee shall have knowledge of corporate governance to develop appropriate mechanisms and policies for orienting, operating and supervising the Company's activities. Members of the ESG Committee shall have a general understanding of laws and all areas of the Company's operation.

3. The Chairman of the ESG Committee shall have a university degree or higher in one of the majors in economics, finance, accounting, auditing, law, business administration, engineering, technology, environment. In case of graduation from another university, the candidate shall have experience in governance and management for at least 5 (five) years.

4. The appointment of the Chairman of the ESG Committee and other members of the ESG Committee shall be approved by the Board of Directors at the Board of Directors meeting.

5. Remuneration of members of the ESG Committee and operating expenses of the ESG Committee are implemented according to the decision of the Board of Directors.

Article 7. Meetings of the ESG

1. The ESG Committee meets at least 02 (two) times in 01 (one) year. Meeting minutes are prepared in detail and clearly and shall be fully kept and copied to the Board of Directors for information and reporting to the Board of Directors if there are any difficulties or problems. The minutes maker and members of the ESG Committee attending the meetings shall sign the minutes of the meetings.

2. The ESG Committee passes decisions by voting at meetings in the conventional form, online form or the form of collecting written opinions. Each member of the ESG Committee shall cast a vote. A decision of the ESG Committee shall be ratified if it is approved by a majority of attending members; in the event of equal votes, the vote of the Chairman of the ESG Committee is the decisive vote.

3. The decisions of the ESG Committee are only of advisory value for the Board of Directors to consider and decide issues under the authority of the Board of Directors.

4. The Company Secretary is responsible for preparing meetings, drafting minutes and advising on procedures for issuing documents of the ESG Committee according to the provisions of Law and the Company.

Article 8. Report on activities of the ESG Committee

1. The Chairman of the ESG Committee is responsible for reporting the Committee's activities at the annual meeting of the Board of Directors and upon request by the Board of Directors.

2. The report on activities of the ESG Committee shall ensure the following contents:

a. Summary of meetings of the ESG Committee and conclusions and recommendations of the ESG Committee.

b. Evaluation results of the Company's governance system, environmental and social policies.

c. Evaluation results of the coordination of activities between the ESG Committee with the Board of Directors, Board of General Directors.

- d. Other contents falling under the rights and obligations of the ESG Committee.

CHAPTER III: REPONSIBILITIES AND RIGHTS

Article 9. Responsibilities and rights of the Board of Directors

1. Approve the appointment of the Chairman of the ESG Committee and other members of the ESG Committee.
2. Approve the Regulation on organization and operation of the ESG Committee.
3. Decide salaries and remunerations of members of the ESG Committee and operating costs of the ESG Committee.

Article 10. Rights and obligations of the ESG Committee

1. The ESG Committee has the following rights:
 - Be entitled to access documents related to the Company's operation, discuss with other BOD members, the General Director and other managers (managers at department level or higher) to collect information for activities of the ESG Committee.
 - Be entitled to propose the mobilization of personnel from departments and units to carry out the Committee's tasks related to ESG.
 - Be entitled to propose the use of the Company's expenses to perform the Committee's work such as hiring legal, administrative consulting services or other external consulting services when necessary.
2. The ESG Committee has the following obligations:
 - Develop and adjust the regulations on organization and operation of the ESG Committee and submit it to the Board of Directors for promulgation.
 - Advise the Board of Directors in building PVCFC's orientation, strategy, and long-term sustainable development goals.
 - Supervise action programs, projects and sustainable development activities of the Executive Board (including the General Director, Deputy General Directors, Chief Accountant) based on long-term sustainable development orientations, strategies and goals of PVCFC approved by the Board of Directors.
 - Supervise the disclosure of information on sustainable development of PVCFC (including sustainable development contents in the Annual Report, Sustainable development report and disclosure of other information).
 - Annually review and evaluate the compliance with the Company's corporate governance policy (handbook), the Code of Conduct (COC) and other policies and regulations related to corporate governance.
 - Propose the Board of Directors to approve ESG risk management policies.

CHAPTER IV: IMPLEMENTATION PROVISIONS

Article 11. Implementation

1. Individuals and units mentioned in Article 2 are responsible for implementing this Regulation.

2. If there is inappropriate content during the implementation process, the ESG Committee shall propose to the Board of Directors for consideration and adjustment.

Article 12. Article of transition

This Decision shall take effect from the date of issue by the Board of Directors.

Article 13. Reward and discipline

1. Units and individuals who well implement this Regulation shall be rewarded according to PVCFC's regulations.

2. Units and individuals who violate the contents of this Regulation shall, depending on the nature and severity of the violation, be disciplined according to PVCFC's regulations or subject to other handling measures in accordance with laws./.

No.: 429/QD-PVCFC

Ca Mau, February 29th, 2024

DECISION

Appointing members to Environmental, Social and Governance Committee

BOARD OF DIRECTORS

PETROVIETNAM CA MAU FERTILIZER JOINT STOCK COMPANY

Pursuant to the Charter of PetroVietnam Ca Mau Fertilizer Joint Stock Company (PVCFC) adopted by the General Meeting of Shareholders;

Pursuant to the Resolution no. 248/NQ-PVCFC dated January 31st, 2024 for the Board of Directors' (BOD) meeting held in January 2024.

DECIDED:

Article 1. Appointing members to the Environmental, Social and Governance Committee (ESG Committee) as follows:

1. Mr. Nguyen Duc Hanh - Member of BOD: Chairman of ESG Committee;
2. Mr. Le Duc Quang - Member of BOD: Member of ESG Committee.

Article 2. This decision is effective from the date of signing.

Article 3. Members of Board of Directors, Board of General Directors, Heads of committees/units of the Company, Representatives managing PVCFC's contributed capital in affiliated units, and the personnel mentioned in Article 1 shall carry out this Decision./.

C/c:

- As Article 3;
- Supervisory Board (in lieu of report);
- Filed: Archive, BOD.

**ON BEHALF OF BOD
CHAIRMAN**

(Signed and sealed)
Tran Ngoc Nguyen