

CORPORATE GOVERNANCE REPORT

Despite having achieved great success in corporate governance in recent years, Vinamilk continued to maintain and focus on corporate governance in 2022. In light of Vietnam's economy being impacted by the region's and the world's general difficult economic situation, the BOD at Vinamilk particularly focused on ensuring the Company's continuous and sustainable operation.

Vinamilk's new and bold move in 2022 was to join the Government of Vietnam's commitment to Net Zero 2050. This commitment has been included by the Company's BOD and BOM in the Company's business development strategy.

The corporate governance documents described in the corporate governance report 2021 are still in use at Vinamilk. Please see the report attached at:



We would like to update the changes in the corporate governance report as follows:

A. THE BOARD OF DIRECTORS' RESPONSIBILITIES

I **PRINCIPLE 1:** *Establishing clear roles, responsibilities and commitments of THE BOD*

At Vinamilk, the BOD always acts on the basis of sufficient information for the best and long-term interests of the Company, in a dedicated, diligent and prudent manner, serving the interests of all shareholders while also tending to the interests of stakeholders of the Company.

1.1.1 At Vinamilk, the roles and responsibilities of the BOD are specified in the Company's Charter and Regulations on Corporate Governance, which have been issued and published on the Company's website at:



The main information published on the website above includes:

- ❖ Company's Charter
- ❖ Regulations on Corporate Governance;
- ❖ The BOD Regulations
- ❖ Codes of Conduct

1.1.2 The BOD reviews and approves the Company's strategic orientation, risk management

policies, annual business plans, large investments valued from VND 300 billion and all external investment projects to form joint ventures, associates and subsidiaries of Vinamilk (including M&A activities). The BOD also oversees these investments by issuing regulations on post-investment performance assessment, as well as deciding on the divestment of these investments.

1.1.3 The BOD has been performing its oversight role well in monitoring the effectiveness of corporate governance and compliance with applicable laws. In addition, the BOD also paid special attention to the Company's sustainable development policies and its environmental protection and

social responsibility activities. All these contents were reported to the BOD by the BOM. Specifically, the Company had prepared sustainable development reports since 2012 and was officially audited by an independent consulting firm since 2016 to increase the accuracy, objectivity and reliability of the reports before they are issued. Please refer to the latest sustainable development reports of the Company at:



II PRINCIPLE 2: *Establishing a competent and professional BOD*

Vinamilk has been maintaining a professional, objective and effective BOD with the role of ensuring the Company's profitability and sustainability, for the best interests of the Company and all its shareholders.

Pursuant to Resolution No. 01/NQ-CTS.ĐHĐCD/2017, dated April 15, 2017 of the AGM 2017, the BOD's tenure for 2017-2021 has ended. The AGM 2022 held on April 26, 2022 elected the entire new BOD membership for the tenure 2022-2026. Accordingly, Mrs. Le Thi Bang Tam, Chairwoman for the 2017-2021 tenure, did not run for the new tenure due to personal reasons and Mr. Nguyen Hanh Phuc took her place, while the remaining members of the 2017-2021 tenure's BOD were re-elected as members of the BOD for the new tenure (2022-2026) starting from April 26, 2022 as follows:



No.	BOD member	Position
1.	Mr. Nguyen Hanh Phuc	Chairman, independent member
2.	Mdm. Mai Kieu Lien	Executive member
3.	Mr. Alain Xavier Cany	Non-executive member
4.	Mrs. Dang Thi Thu Ha	Non-executive member
5.	Mr. Do Le Hung	Independent member
6.	Mr. Michael Chye Hin Fah	Non-executive member
7.	Mr. Le Thanh Liem	Executive member
8.	Mr. Lee Meng Tat	Non-executive member
9.	Mr. Hoang Ngoc Thach	Non-executive member
10.	Mrs. Tieu Yen Trinh	Independent member

Vinamilk's BOD structure is supposed to have 11 members, according to the Company's Charter. The current structure has ten members, leaving one vacancy. In the near future, the Company will continue to look for candidates who fit the Company's development strategy to join the BOD.

PRINCIPLE 2.1: The BOD consists of members with diverse perspectives, expertise, skills, and competencies, who play leading and supervising roles in the Company. Please refer to the profile of each BOD member from page 23 to page 29 of this report.

2.1.1 According to the Company's assessment, Vinamilk's BOD met the conditions of competence and professionalism such as diversity of knowledge, experience in corporate management and compatibility with the Company.

2.1.2 The nomination of candidates to the BOD is also carefully considered by the BOD's Nomination Committee, following the standard candidate selection process before submitting to the BOD for review and proposing to the AGM for voting, as specified in the Company's applicable procedures.

2.1.3 Vinamilk's BOD currently has three female members, accounting for 30% of the total number of incumbent BOD members. This shows the diversity of gender in the BOD.



PRINCIPLE 2.2: Vinamilk's BOD currently consists of two executive members and eight non-executive members. Non-executive members meet all prerequisites to effectively participate and assist the BOD in making objective and independent judgments regarding the Company's operation, ensuring an appropriate control and balance mechanism.

PRINCIPLE 2.3: The BOD issued Resolution No. 09/NQ-CTS. HĐQT/2022 dated July 22, 2022

appointing a three-member Company Secretariat. The Secretariat is directly responsible to the BOD for all issues pertaining to the BOD's functions and operations. The Secretariat serves as the primary point of contact between the BOM, shareholders, investors and the BOD.

PRINCIPLE 2.4: All BOD members have attended domestic and overseas corporate governance training courses.

The Secretariat includes:

No.	Full name	Position at Vinamilk
1.	Mr. Tran Chi Son	Senior Finance Manager
2.	Mrs. Le Quang Thanh Truc	Director of Foreign Subsidiary Management
3.	Mr. Dong Quang Trung	Head of Investor Relations

In which:

- Mr. Tran Chi Son and Mrs. Le Quang Thanh Truc have been trained and certified in Corporate Governance.
- Mr. Dong Quang Trung plans to attend training in Corporate Governance in 2023.

Please refer to the Secretariat's profiles from page 33 to page 34 of this report. Furthermore, Mr. Tran Chi Son was appointed by the BOD to take charge of corporate governance from Mr. Nguyen Trung on August 1, 2022.

III PRINCIPLE 3: *Ensuring effective leadership and independence of the Board of directors*

PRINCIPLE 3.1: Vinamilk’s BOD has three independent members, meeting the required number of independent members by current regulations. Independent BOD members include Mr. Nguyen Hanh Phuc, Mrs. Tieu Yen Trinh and Mr. Do Le Hung. Independent BOD members at Vinamilk have the ability to promote the independent

judgment of all BOD members and the integrity of the governance system at Vinamilk.

PRINCIPLE 3.2: Mr. Hung has been an independent BOD member since April 2017. Mrs. Tieu Yen Trinh is an independent member appointed by the AGM on April 26, 2021 and Mr. Nguyen Hanh Phuc is an

independent member appointed on April 26, 2022. All these three independent BOD members are heads of the BOD’s committees as set forth in Principle 4 below.

PRINCIPLE 3.3: Mr. Nguyen Hanh Phuc, Chairman is an independent BOD member.

IV PRINCIPLE 4: *Establishing committees under the Board of directors*

At Vinamilk, the BOD has established four specialized committees under the BOD as follows:



THE STRATEGY COMMITTEE



THE AUDIT COMMITTEE



THE NOMINATION COMMITTEE



THE REMUNERATION COMMITTEE



The purpose of establishing these Committees is to assist the BOD in performing certain responsibilities and succeeding in its supervision duties. The BOD also established the limits of authority for approval of operating and capital expenditures, procurement of goods and services, and in order to optimize operational efficiency, clearly delegated relevant Committees to review and approve the transactions within the above limits. In addition to the special issues that require the BOD’s approval, the BOD is also responsible for reviewing

and approving annual budgets, financial plans, financial statements, business strategies and major transactions, such as M&As, divestments, financing and investment proposals, and is also responsible for reviewing and approving transactions that exceed certain thresholds.

In order to resolve and monitor possible conflicts of interest related to BOD members and the Company, the BOD members are not required to vote on any issue in which they have interests or conflicts.

1 The Strategy Committee

✦ The Strategy Committee was established by the BOD following its Resolution No.05/NQ-CTS.HDQT/2021 dated April 26, 2021, and Resolution No.05/NQ-CTS.HDQT/2022 dated April 26, 2022, including five members as follows:

No	Member of the BOD	Position
1.	Mr. Nguyen Hanh Phuc	Chairman, Independent Member
2.	Mrs. Mai Kieu Lien	Head of the Committee Executive member
3.	Mr. Alain Xavier Cany	Non-Executive Member
4.	Mrs. Dang Thi Thu Ha	Non-Executive Member
5.	Mr. Do Le Hung	Independent Member

✦ The Strategy Committee is primarily responsible for drafting and proposing the Company's business strategy to the BOD, including:

- (1) approving the vision, mission and long-term strategic goals;
- (2) overseeing the formulation, implementation and execution of the strategy;
- (3) taking charge of the orientation of responsible and sustainable development;
- (4) take charge of integrated reporting; and
- (5) taking charge of stakeholder relations.

2 The Audit Committee

✦ The BOD established the Audit Committee and determined the qualifications of its members, as well as the authority and responsibilities of the Committee in the Audit Committee Regulations. The Audit Committee consists of four BOD members with personnel changes during the year as follows:

No	Position	As of January 01, 2022
1.	Head of the Committee Independent member	Mr. Do Le Hung
2.	Non-executive member	Mr. Michael Chye Hin Fah
3.	Non-executive member	Mr. Hoang Ngoc Thach
4.	Non-executive member	Mr. Alain Cany

✦ The Audit Committee is primarily responsible for reviewing the significant financial reporting issues and judgments so as to ensure the integrity of the Company's financial statements, internal control and internal audit systems, in compliance with the laws relating to the Company's business activities, associated transactions, related party transactions or transactions

which may give rise to conflicts of interest, the scope and results of the external audit, as well as considering and selecting the Company's and its subsidiaries' independent auditors.

✦ The Audit Committee supervises the implementation of the risk management function and the effectiveness of the internal control system for the entire

Company and reports to the BOD on a quarterly basis.

Please refer to the Audit Committee's report on the performance and responsibilities of the Audit Committee for the financial year ended December 31, 2022 on page 37 of this report.

3 The Nomination Committee

✦ The Nomination Committee was established by the BOD with Mr. Nguyen Hanh Phuc (an independent BOD member) acting as the Committee's Head and Mrs. Mai Kieu Lien, Mr. Lee Meng Tat and Mrs. Dang Thi Thu Ha as members.

✦ The Nomination Committee is primarily responsible for determining the criteria and selecting the right candidates to be appointed as BOD

members and key management positions, developing procedures and guidelines for such selection to uphold transparency, performing duties in accordance with the laws and the Listing Manual as well as any amendments made thereunder and orders of competent authorities to the extent that is relevant to the Committee's scope of authorities, duties and responsibilities, reviewing the nomination for re-appointment

of BOD members and assisting the BOD in deciding and reviewing the independence of independent BOD members at least once a year.

✦ The Nomination Committee is responsible for overseeing the implementation of the personnel succession planning in accordance with Principle 1.4 on Corporate Governance as presented.

4 The Remuneration Committee

✦ The Remuneration Committee was established by the BOD, consisting of four members with personnel changes during the year according to the Resolution of the BOD No. 05/NQ-CTS.HDQT/2022, dated April 26, 2022 as follows:

No	Position	As of January 01, 2022	As of April 26, 2022
1.	Head of the Committee Independent member	Mrs. Tieu Yen Trinh	Mrs. Tieu Yen Trinh
2.	Non-executive member	Mr. Michael Chye Hin Fah	Mr. Michael Chye Hin Fah
3.	Independent member	Mrs. Le Thi Bang Tam	Mr. Nguyen Hanh Phuc
4.	Non-executive member	Mr. Hoang Ngoc Thach	Mr. Hoang Ngoc Thach

✦ The Remuneration Committee is mainly responsible for:

- Developing policies and guidelines for determining salaries, bonuses and remuneration for members of the BOM and the BOD, as well as reviewing, modifying, amending or revoking procedures and regulations on the BOD members' remuneration to be approved by the Annual General Meeting of Shareholders ("AGM");

- Reviewing and evaluating the salaries, bonuses and remuneration of the BOD and BOM members and propose to the BOD;
- Proposing to the BOD a framework and standards for salaries, bonuses and remuneration of the BOD and BOM members;
- Proposing specific salaries, bonuses and other payments for each BOD member and the CEO.

✦ In 2022, the Remuneration Committee held a meeting and submitted proposals to the BOD for approval, including the main contents as follows:

- The BOD's remaining remuneration of 2021 (according to Resolution No.01/NQ-CTS.HDQT/2022, dated January 22, 2022);
- The BOM's remuneration bracket in 2022 (Resolution No. 08/NQ-CTS.HDQT/2022, dated June 18, 2022).

V **PRINCIPLE 5:** *Ensuring effective performance of the Board of directors*

At Vinamilk, the best benchmark for the BOD's effectiveness is through the BOD assessment process. All members of the BOD are evaluated at least once a year to assess their performance as a governing body as well as the BOD's performance in general to make appropriate adjustments.

PRINCIPLE 5.1: The BOD conducts an annual self-assessment of the performance of each committee. After that, the BOD shall hold a formal meeting to assess the performance of each committee and the whole BOD during the year. The performance assessment of each BOD member shall be considered by the BOD to be conducted at an appropriate time in the future.

PRINCIPLE 5.2: The assessment of members of the BOD is conducted through a process with clearly

defined and thoroughly considered assessment criteria to determine the effectiveness of the activities and efforts of each BOD member and committee accurately, completely and objectively.

PRINCIPLE 5.3: The BOD's remuneration in 2022 is approved by the Company's AGM at VND 25 billion for 11 members. The BOD's remuneration will be calculated and paid in proportion to the actual number of members. The actual remuneration paid to each member shall be proposed by

the Remuneration Committee to the BOD for approval based on the roles, tasks and performance results of each individual and the whole Company in the year, in order to create motivation for the BOD to lead the Company to achieve both short-term and long-term goals. Besides the remuneration detailed below, the BOM and BOD members are entitled to the Health & Accident Insurance Program for themselves and their immediate family members under the Company's general insurance policy.

The remuneration paid to each BOD member in 2022 is as follows:

No	Full name	Remuneration (VND million)	Note
1.	Mr. Nguyen Hanh Phuc	1,720	Chairman, Head of Nomination Committee (since April 2022)
2.	Mrs. Le Thi Bang Tam	1,837	Chairwoman, Head of Nomination Committee (until April 2022)
3.	Mrs. Mai Kieu Lien (*)	2,067	BOD member, Head of Strategy Committee, CEO
4.	Mr. Alain Xavier Cany	2,646	BOD member
5.	Mr. Michael Chye Hin Fah	2,646	BOD member
6.	Mrs. Dang Thi Thu Ha	2,398	BOD member
7.	Mr. Do Le Hung	2,398	BOD member, Head of Audit Committee
8.	Mr. Le Thanh Liem (*)	931	BOD member, CFO
9.	Mr. Lee Meng Tat	2,398	BOD member
10.	Mrs. Nguyen Thi Tham (**)	235	BOD member (until April 2021)
11.	Mrs. Tieu Yen Trinh	1,734	BOD member, Head of Remuneration Committee
12.	Mr. Hoang Ngoc Thach	2,411	BOD member
TOTAL		23,420	

(*) : Executive BOD member.

(**) : The remaining remuneration for 2021 was paid in 2022.

Regarding the BOM's remuneration, as the executive directors make an important team of the Company in a highly competitive labor market, along with the confidential nature of individual remuneration, in order to harmonize those influential factors, the Company shall announce the BOM members' remuneration brackets for the financial year 2022 as follows:

No.	Full name	Remuneration bracket	Salary	Bonus based on the Company's performance	Allowance	Other benefits
1.	Mdm. Mai Kieu Lien	C	30%	70%	0%	0%
2.	Mr. Mai Hoai Anh ⁽¹⁾	B	50%	44%	6%	0%
3.	Mr. Trinh Quoc Dung	B	55%	44%	1%	0%
4.	Mrs. Nguyen Thi Thanh Hoa ⁽²⁾	A	22%	71%	8%	0%
5.	Mrs. Bui Thi Huong	B	48%	49%	3%	0%
6.	Mr. Nguyen Quoc Khanh	B	56%	44%	0%	0%
7.	Mr. Le Thanh Liem	B	52%	43%	4%	0%
8.	Mr. Le Hoang Minh ⁽³⁾	A	74%	25%	1%	0%
9.	Mr. Nguyen Quang Tri	B	63%	36%	1%	0%
10.	Mr. Tran Minh Van ⁽⁴⁾	A	29%	65%	5%	1%

Remuneration brackets:

"A": total remuneration in the range of VND 1,000,000,000 to VND 4,000,000,000

"B": total remuneration in the range of VND 4,000,000,000 to VND 10,000,000,000

"C": total remuneration in the range of VND 10,000,000,000 to VND 16,000,000,000

(1) Mr. Mai Hoai Anh resigned on November 1, 2022.

(2) Mrs. Nguyen Thi Thanh Hoa resigned on January 1, 2022 (Salary and bonus for 2021 was paid in January 2022).

(3) Mr. Le Hoang Minh was appointed on February 1, 2022.

(4) Mr. Tran Minh Van resigned on February 1, 2022.

VI PRINCIPLE 6: Establishing and maintaining an ethical corporate culture

Vinamilk issued the Code of Conduct in January 2010 and applied it to all members of the BOD and the BOM, as well as all employees. In the coming time, the Code of Conduct will be further revised and supplemented along with the implementation of project Vinamilk's Updated Code of Corporate Culture in order to integrate, systemize and complement the application of the Code. In this report, the Company presents selected contents according to the current Code of Conduct.

PRINCIPLE 6.1: The Nomination Committee supervises the implementation of the Code of Conduct to establish a high standard of business culture throughout the Company. This Code of Conduct provides standards for professional and ethical behavior, as well as clarifies those behaviors and activities that are acceptable and unacceptable in internal and external relationships. The Code of Conduct has been disseminated appropriately to the BOD, the

BOM and all employees (including those of Vinamilk's subsidiaries) and is published on the Company's website at:



PRINCIPLE 6.2: The BOD ensures appropriate and effective implementation and monitors compliance with this Code of Conduct throughout the Company's

operations. The BOD encourages the application of this Code of Conduct to all of Vinamilk's subsidiaries and associates.

PRINCIPLE 6.3: The BOD is the focal point and collectively bears accountability for the governance of the company, its long-term success and the delivery of sustainable value to its stakeholders. The BOD always strives to be the role model for the BOM and employees of the Company.

B. CONTROL ENVIRONMENT

VII **PRINCIPLE 7:** *Establishing a sound risk management policy and control environment*

The BOD has successfully established an effective internal control system and risk management policy. The BOD is ultimately responsible for the Company's risk management policy and oversees the operation of the Company's internal control system. The BOD established the Audit Committee, the Internal Audit Department and the Internal Control and Risk Management Department to establish a strong control environment at the Company.

PRINCIPLE 7.1: The BOD ensures the integration of strategy, risk and control, and oversees the effectiveness of the Company's internal control system. All production and business activities of the Company must be considered by the BOM and the BOD in terms of the relevant risks.

Please refer to the Risk Management Report presented on page 96-98 of this report.

PRINCIPLE 7.2: The BOD has established the Internal Audit function to provide objective assurance and independent advice to improve the Company's operations, consisting of the following units.

- ✦ The Audit Committee, which oversees the Internal Audit function in terms of expertise, to make sure that Internal Audit has sufficient authority and resources to ensure the independence, objectivity and professionalism of Internal Audit.

- ✦ The Internal Audit Department, established as an independent unit to assist the BOD via the Audit Committee, to evaluate and improve the effectiveness of risk management, internal control and management processes.



- ✦ During the financial year ended 31 December 2022, the Internal Audit conducted audits as detailed in the internal audit plan submitted to and approved by the Audit Committee. Please refer to the Audit Committee report for more details.

PRINCIPLE 7.3: The BOD has also established a compliance function, namely the Internal Control and Risk Management Department, as the second line of defense with the necessary standing and authority.

- ✦ The BOD recognizes the responsibility to ensure a system of risk management and internal control to protect the investments of shareholders and

the Company's assets. In this regard, the Audit Committee has each of its members oversee various areas to ensure the adequacy and effectiveness of financial, operational, compliance and information technology controls, including systematic risk management through the identification of subjects, structures, strategies and risks, and the monitoring of risk management results.

- ✦ To ensure compliance with applicable laws and regulations, the BOD has also developed effective internal control systems to monitor compliance with laws and regulations related to the Company's business activities

PRINCIPLE 7.4: Recognizing the importance of information technology to the Company’s business operations, the BOD has accordingly established and monitored the effective operation of a cybersecurity policy for many years. The cybersecurity policy established and applied by Vinamilk is an integral part of the Company’s overall risk management system.

PRINCIPLE 7.5: The BOD established the criteria for independent auditor selection and work quality evaluation of the independent auditor, and determined follow-up procedures regarding independent auditors’ recommendations.

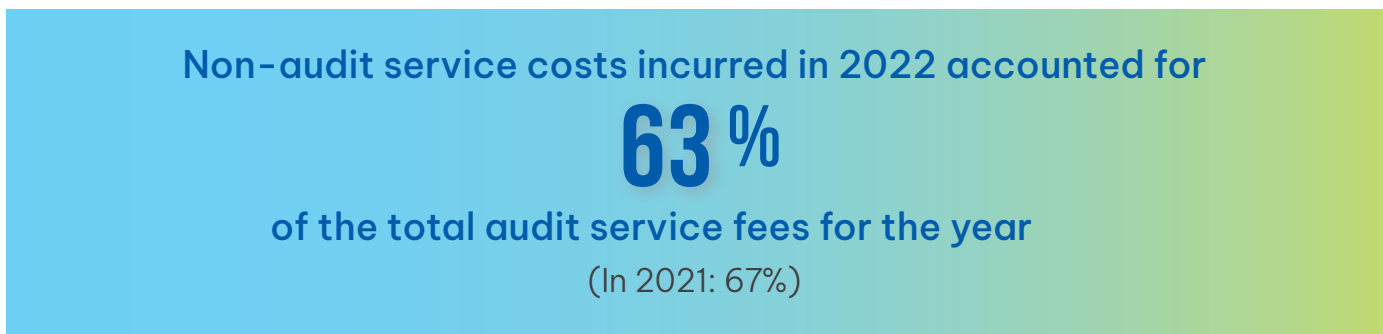
✦ When selecting the Company’s independent auditor, the Audit Committee considers independent auditor candidates in terms of qualifications, recognized achievements and independence in providing audit services with no relationship or interest with the Company, including non-audit services that shall affect the independence of the auditor. The bidding process for selecting independent auditors has been implemented at the Company with professionalism, publicity and transparency.

✦ The AGM 2022 and the BOD approved the selection of KPMG Vietnam Company Limited as the independent auditor for the financial year 2022. According to the Audit Committee’s assessment and report to the BOD, the quality and timeliness of KPMG’s quarterly and annual audit work during the year are satisfactory to the Company.

✦ The Audit Committee holds regular meetings with the independent auditor every quarter before publishing quarterly financial statements. In these meetings, the Audit Committee

shall review all contents related to financial statements and recommendations of the independent auditor, if any.

✦ Non-audit service costs incurred in 2022 accounted for 63% of the total audit service fees for the year (in 2021: 67%). Non-audit consulting services include regular tax advisory advice, compliance studies for related-party transactions and consulting services to prepare financial statements in accordance with International Financial Reporting Standards (“IFRS”).



C. DISCLOSURE AND TRANSPARENCY

VIII **PRINCIPLE 8:** *Strengthening the company's disclosure practices*

The BOD commits to and ensures adequate communication with shareholders, investors, regulators and the general public by pursuing a transparent and effective information disclosure policy.

PRINCIPLE 8.1: The Company commits to transparency and fairness in disclosing information to all shareholders and other stakeholders.

✦ The CEO is the person disclosing information of the Company and during the year the Company did not violate the law on information disclosure;

✦ Information, when disclosed outside of the Company, are also sent to all BOD members, the division in charge of corporate governance and relevant functional departments to supervise the disclosure.

PRINCIPLE 8.2: To promote cost-effective access to information, Vinamilk ensures easy and non-discriminatory access to published information through various communication tools. In addition, Vinamilk has a dedicated investor relations department that is always ready to welcome shareholders and investors.

✦ Vinamilk commits to maintaining bilingual information disclosure (in Vietnamese and English) so that shareholders and foreign investors can update information quickly and conveniently.

✦ Vinamilk maintains a variety of channels for information disclosure such as:

- On the Company's website at:



- On HOSE's website at:



- In the mass media
- Through the Company's Investor Relations Unit (IR) as follows:
 1. Vietnam Dairy Products Joint Stock Company
10 Tan Trao, Tan Phu Ward, District 7, Ho Chi Minh City
 2. Tel: (+84 - 28) 541 55555
 3. Ext: 108247
 4. Email: dqtrung@vinamilk.com.vn
 5. Investor Relations page:



✦ Following a period of inability to receive investors and shareholders at the Company due to the Covid-19 pandemic, Vinamilk resumed direct shareholder and investor reception in 2022, and led shareholders and investors on tours of the Company's factories and dairy farms.

✦ In addition, the Company issued press releases and held meetings on a regular basis with shareholders and investors, attended by the CEO and BOD members, to update the Company's situation and business results.

PRINCIPLE 8.3: The Board commits to ensuring the best possible disclosure of non-financial information, including environmental and social reports. Please refer to the content presented in Principle 1.1.3 of this report.

D. SHAREHOLDERS' RIGHTS

IX **PRINCIPLE 9:** *Establishing a framework for effective exercise of shareholders' rights*

The BOD should protect the rights of shareholders and ensure fair treatment of all shareholders, including minority and foreign shareholders.

PRINCIPLE 9.1:

Shareholders' rights:

✦ The Company recognizes and respects the rights of shareholders and owners of the Company, including minority and foreign shareholders.

✦ The Company has ensured fair and appropriate treatment for each shareholder through accurate, transparent and timely disclosure of information. The Company attaches great importance to the completeness of information disclosure so that shareholders can make informed decisions at the shareholders' meeting, including voting and expressing opinions on significant changes and electing BOD members based on accurately, completely, transparently, and fairly disclosed information.

✦ Shareholders' rights are also clearly defined in the Company's Charter and protected by Vietnamese law. In addition, the BOD closely supervises these contents. Details of shareholders' rights in the Company's Charter are published on the Company's website at:



PRINCIPLE 9.2: Every year, the BOD holds an effective Annual General Meeting of Shareholders.

✦ The AGMs are held in accordance with the agenda mentioned in the relevant meeting invitation. The Company sends to shareholders full information related to the meeting in the meeting invitation and its attached documents. The Company also posts information related to the meeting on HOSE's and Vinamilk's websites so that shareholders have sufficient time to thoroughly study the information. In addition, at least 21 days before the meeting date, the notice of the meeting of shareholders and a full set of meeting documents will be published on Vinamilk's website to provide shareholders with sufficient time to prepare for the meeting, as required by relevant laws and regulations.

✦ The Chairwoman and Heads of the Audit Committee, the Remuneration Committee, the Strategy Committee and the Nomination Committee, as well as BOD members, are usually present and ready to answer questions of shareholders at these meetings. Vinamilk's independent auditor, KPMG Vietnam is also present to address shareholders' requests regarding the conduct of the audit, and the preparation and contents of the independent audit report. During the meeting, the Chairwoman allows shareholders to ask questions, express opinions and make recommendations openly and equally.

✦ During the AGM 2022, the Company invited representatives of the Internal Audit Department and the Control and Risk Management Department to be members of the Vote Counting Committee, and invited representatives of the shareholders to witness the vote counting as independent supervisors.

✦ The Chairwoman and the BOM also answered questions and provided full information at the request of shareholders. Meeting minutes must be recorded accurately, fully and timely in accordance with the law and published together with the Resolution of the General Meeting of Shareholders for HOSE, SSC and listed on Vinamilk's website within 24 hours after the meeting.

✦ Due to the complicated pandemic situation and to ensure the safety of shareholders, the Company held the AGM 2022 online in accordance with current law. All documents related to the AGM (including minutes and resolutions of the AGM), not only in 2022 but also from previous years are kept on Vinamilk's website in both Vietnamese and English for shareholders' easy access at:



PRINCIPLE 9.3: Implement a fair and consistent dividend policy.

✦ Vinamilk's dividend policy is approved by the AGM based on the Company's business results in the year. Normally, Vinamilk shall pay dividends to shareholders in 03 (three) installments during the year.

✦ The AGM approves the cash dividend payment for 2022 at VND 3,850/share. Dividend advance payments were made during the year as follows:

- The first advance payment of 2022: VND 1,500/share, made on August 19, 2022.
- The second advance payment of 2022: VND 1,400/share, made on February 28, 2023.

- Thus, the Company has made two advance payments for dividends in a total amount of VND 6,061 billion. The remaining dividend for 2022 will be paid to shareholders after the AGM 2023.

✦ Dividend for the financial year 2021: The total dividend of the financial year 2021 approved by the AGM 2021 is VND 3,850/share, or VND 8,064 billion in total amount paid, equivalent to 76% consolidated net profit after tax of the Company (in 2020 the total dividend was VND 7,871 billion, equivalent to 71% of the Company's consolidated net profit after tax).

PRINCIPLE 9.4: Related party transactions should be approved and conducted in a manner that ensures conflicts of interest are properly managed and protects the interests of the Company and its shareholders.

✦ The Company has developed a risk management policy and avoids conflicts of interest. Accordingly, all management levels must declare information for the purpose of controlling transactions to avoid conflicts of interest of internal people and related parties.

✦ During the financial year ended December 31, 2022, business transactions between Vinamilk and its insiders and related parties are presented on page 162 of the attached financial statements.

Stock trading transactions of insiders and insiders' related parties are disclosed as below:

Stock trading transactions by insiders

Insiders	Position at Vinamilk	Ownership at year beginning		Ownership at year end	
		Number of shares	%	Number of shares	%
1. Mdm. Mai Kieu Lien	BOD member cum CEO	6,400,444	0.31%	6,400,444	0.31%
2. Mr. Trinh Quoc Dung	Executive Director	241,950	0.01%	241,950	0.01%
3. Mrs. Bui Thi Huong	Executive Director	134,176	0.01%	134,176	0.01%
4. Mr. Le Thanh Liem	BOD member cum Finance DExecutive Director	493,381	0.02%	493,381	0.02%
5. Mr. Le Hoang Minh	Executive Director	-	-	-	-
6. Mr. Nguyen Quoc Khanh	Executive Director	29,755	0.00%	29,755	0.00%
7. Mr. Nguyen Quang Tri	Executive Director	7,651	0.00%	7,651	0.00%
8. Mr. Tran Chi Son	Company Secretariat, person in charge of corporate governance	18	0.00%	-	-
9. Mrs. Le Quang Thanh Truc	Company Secretariat	222,037	0,01%	222,037	0,01%
10. Mr. Dong Quang Trung	Company Secretariat	-	-	-	-

Stock trading transactions by related parties

	Related parties	Relationship with insiders	Ownership at year beginning		Ownership at year end	
			Number of shares	%	Number of shares	%
1.	State Capital Investment Corporation	Mrs. Dang Thi Thu Ha, Mr. Le Thanh Liem, Mr. Hoang Ngoc Thach	752,476,602	36.00	752,476,602	36.00
2.	F&N Dairy Investments Pte Ltd	Mr. Michael Chye Hin Fah and Mr. Lee Meng Tat	369,752,859	17.69	369,752,859	17.69
3.	F&Nbev Manufacturing Pte. Ltd.	Mr. Michael Chye Hin Fah and Mr. Lee Meng Tat	56,432,376	2.70	56,432,376	2.70
4.	Platinum Victory Pte.Ltd.	Mr. Alain Xavier Candy	221,856,553	10.62	221,856,553	10.62
5.	Mr. Mai Quang Liem	Mdm. Mai Kieu Lien's younger brother	36,094	0.00	36,094	0.00
6.	Mrs. Le Thi Ngoc Thuy	Mrs. Mai Kieu Lien's sister-in-law	619,303	0.03	619,303	0.03
7.	Mrs. Truong Huynh Nhu Y	Mr. Tran Chi Son's wife	10,000	0.00	-	-

E. STAKEHOLDER RELATIONS

X **PRINCIPLE 10:** *Building effective stakeholder engagement*

The BOD commits to considering and respecting the interests of all stakeholders affected by the Company's activities.

Vinamilk has been well applying the Company's Code of Conduct to stakeholders. This Code of Conduct is published on the Company's website at:



In addition, the Company has also issued policies on the management of related-party transactions. And during the year, no transactions having conflicts of interest with the Company were detected. The anti-corruption and anti-bribery policies are also strictly enforced by the Company.