

REPORT ON CORPORATE GOVERNANCE
First half of 2025

Attention: - Hanoi Stock Exchange.

Name of company: **VINACOMIN - NORTHERN COAL TRADING JOINT STOCK COMPANY.**

- Address of head office: No 5, Phan Dinh Giot Street, Phuong Liet Ward, Thanh Xuan District, Hanoi Capital.

- Telephone: 024.38642793; Fax: 024.38642792; Email: thanmienbac@yahoo.com;
Website: www.thanmienbac.vn

- Charter capital: 150 billion VND

- Stock symbol: TMB

- Governance model: General Meeting of Shareholders, Board of Directors, Board of Supervisors, General Director and Director.

- The implementation of internal audit: Implemented.

I. ACTIVITIES OD THE GENERAL MEETING OF SHAREHOLDERS

No.	Date	Contents
1	28/4/2025	Approval for Regulations of The Congress.
2		Approval for agenda of The Congress.
3		Approval for reports of the results of production and business for 2024, business plans for 2025.
4		Approval for Audited Financial Statements for 2024; profit distribution scheme, fund allocation, Dividend payouts for 2024.
5		Approval for reports of remuneration grade, wage and other profits for BOD, BOS and Company's Secretary for 2024; The pan of remuneration, wage and other profits for BOD, BOS and Company's Secretary for 2025.
6		Approval for report Appraisal of BOD: reports of the results of production and business and Audited Financial Statements for 2024; Reports of BOS's business for 2024.
7		Approval for selecting Audit's company to inspect Finacial Statement for 2025.
8		Approval for results of BOD's business for 2024.
10		Approval for authorizing BOD to sign the contracts, transactions with those specified in Article 167 of the Law on Enterprises.

No.	Date	Contents
11	28/4/2025	Approval for authorizing BOD to proactively decide to renovate the plan of business production for 2025 and construction investment plan for 2025 as Vinacomin's business corporation plans to adjust properly with reality of marketplace, business environment và process of implementing investment and construction.
		Proposal for Approval of Key Targets Orienting the Company's Five-Year Plan for 2026–2030.
12		Approval for Report and Resolution of The Congress.

II. BOARD OF DIRECTORS:

1. Information on the Board of Directors (BOD) Members:

No.	BOD's member	Position	Start/End date	
			Appointment date	Dismissal date
1	Mr Pham Tuan Ngoc	Chairman	01/03/2020	
2	Mr Ngo Quang Trung	Member of BOD	01/06/2018	
3	Mr Nguyen Minh Hai	Member of BOD	01/01/2007	
4	Mr Pham Ngoc Bao	Member of BOD	26/4/2022	
5	Mr Dinh Cong Nga	Independent member of BOD	26/4/2022	

2. Meetings of the BOD:

No.	BOD's member	Number of Meetings attended	Attendance rate	Reasons for absence
1	Mr Pham Tuan Ngoc	39/39	100%	
2	Mr Ngo Quang Trung	39/39	100%	
3	Mr Nguyen Minh Hai	39/39	100%	
4	Mr Pham Ngoc Bao	39/39	100%	
5	Mr Dinh Cong Nga	39/39	100%	

3. Supervisor activities of the BOD over the Executive Board:

- The BOD of Company has 2/5 members participate in the Company's management, including the Board of Directors members who are the General Director and Deputy General Director. The provision of information and reports to other non-executive members is carried out regularly and fully to promptly serve the direction and supervision of the Board of Directors with the Board of Directors.

- The BOD always closely monitor the activities of the General Director and the Executive Board, receive and promptly resolve arising issues under the authority of the BOD to facilitate the operations of the General Director and the Executive Board.

- By the period of supervising, the BOD allight to report the results of bussiness activities for 2024 and business plan for 2025 of the Company's Executive Board at the 2025 Annual General Meeting of Shareholders; acknowledge the efforts of the Board of Directors

and the Executive Board in strictly implementing the resolutions of the General Meeting of Shareholders, resolutions and decisions of the Board of Directors and the provisions of law. The Board of Directors has been united, proactive in promptly reporting and flexibly adjusting the implementation process of the production and business plan in accordance with actual market developments; increasing profits, stabilizing jobs and income for employees.

4. Activities of subcommittees under the BOD: Not available.

5. Resolutions/Decisions of the BOD:

No.	Date	Contents	Approval rate
1	06/01/2025	The Distribution of Monetary Gifts to Delegates Participating in the 2024 Year-End conference and 2025 Work Plan Implementation Conference	100%
2	10/01/2025	Financial Support for Disadvantaged Families on the Occasion of the 2025 Âm Tý Lunar New Year in Phuong Liet Ward, Thanh Xuan District, Hanoi	100%
3	15/01/2025	The Temporary Allocation of the Salary Fund to be Recorded as an Expense in 2024 by Northern Coal Trading Joint Stock Company – Vinacomin	100%
4	16/01/2025	The Financial Support for the Activities of the Vietnam Coal Supply Retirees' Clubs, the Company's Retirees' Club, and for Visiting Former Officials Retired from the General Coal Supply Corporation	100%
5	23/01/2025	The Financial Support for the Activities of the Vietnam Coal Supply Retirees' Clubs, the Company's Retirees' Club, and for Visiting Former Officials Retired from the General Coal Supply Corporation	100%
6	12/02/2025	The Appointment of the Person in Charge of Corporate Governance Concurrently as the Company Secretary of Northern Coal Trading Joint Stock Company – Vinacomin	100%
7	14/02/2025	The Notification of Adjustment and Phase Transfer of the 2025 Investment Plan of Northern Coal Trading Joint Stock Company – Vinacomin	100%
8	14/02/2025	The Notification of Adjustment and Phase Transfer of the 2025 Investment Plan of Northern Coal Trading Joint Stock Company – Vinacomin	100%
9	14/02/2025	The Review and Opinion on Personnel Matters at Vinh Phu Coal Trading Company Following Its Merger into Hanoi Coal Trading Company.	100%
10	21/02/2025	The Review and Opinion on the Delegation of Authority for the Position of Branch Director in Quang Ninh	100%
11	25/02/2025	The Establishment of the Phu Tho Coal Trading Station under Hanoi Coal Trading Company	100%
12	28/02/2025	The Approval for Mr. Ngo Quang Trung to Go on a Business Trip to Laos	100%
13	03/03/2025	The Approval of the Organization of the International Women's Day Program on March 8, 2025	100%
14	10/03/2025	The Announcement of Key Targets for the 2026–2030 Five-Year	100%

		Plan Orientation	
15	10/03/2025	Resolution on Convening the 2025 Annual General Meeting of Shareholders	100%
16	12/03/2025	The Approval of the List of Athletes and the Budget for Participation in the 2025 TKV Traditional Sports Competition	100%
17	17/03/2025	The Approval of Organizing the 2025 Pickleball Tournament within Northern Coal Trading Joint Stock Company – Vinacomin	100%
18	18/03/2025	Resolution on the Approval of Provision for Inventory Devaluation in 2024 of the Executive Office of Northern Coal Trading Joint Stock Company – Vinacomin and Its Subsidiary Units	100%
19	19/03/2025	Opinions on Giving Gifts to Delegates and Employees on the Occasion of the 30th Anniversary of Northern Coal Trading Joint Stock Company – Vinacomin	100%
20	20/03/2025	The Approval of the 2025 Medical Examination and Treatment Program for Retired Former Leaders and Managers of Northern Coal Trading Joint Stock Company – Vinacomin	100%
21	24/03/2025	The Issuance of the Regulation on Occupational Safety and Hygiene Management in Northern Coal Trading Joint Stock Company – Vinacomin	100%
22	25/03/2025	The Approval of the Salary Fund to be Recorded as an Expense in 2024 of Northern Coal Trading Joint Stock Company – Vinacomin	100%
23	25/03/2025	The Directive to Implement Directive No. 93/CT-TKV Dated March 5, 2025 and Directive No. 110/CT-TKV Dated March 14, 2025 Issued by the Members' Council	100%
24	25/03/2025	The Finalization of Remuneration for the Board of Directors, the Supervisory Board, and the Company Secretary, and the Finalization of the Salary for the Trade Union President in 2024	100%
25	31/03/2025	The Approval of the Provisioning Method and the Provision Amount for Inventory Devaluation in 2024	100%
26	01/04/2025	The Preliminary Review of Q1 Business Performance and the Development of the Business Plan for Q2/2025	100%
27	02/04/2025	Decision on Compensation, Support, and Site Clearance Acceptance	100%
28	21/04/2025	The Approval for Mr. Ngo Quang Trung and Mr. Pham Ngoc Bao to Participate in an Overseas Tour	100%
29	23/04/2025	The Discussion and Approval of Charter Capital Increase from Owner's Equity	100%
30	28/04/2025	The Dismissal of the Chief Accountant and Assignment of the Financial and Accounting Department Leadership	100%
31	29/04/2025	The Approval for Mr. Ngo Quang Trung and Mr. Pham Ngoc Bao to Go on a Business Trip to South Africa	100%
32	13/05/2025	The Approval of the Organizational Restructuring Plan to Convert from a Two-Tier Unit to a One-Tier Unit of the Northern Coal Trading Joint Stock Company – Vinacomin	100%
33	19/05/2025	The Re-appointment of the Director of Hanoi Coal Trading Company	100%
34	26/05/2025	The Payment of Bonus to the Full-time Trade Union President for the Year 2024	100%

35	28/05/2025	The Appointment of the Director of Ha Bac Coal Trading Company	100%
36	04/06/2025	The Execution of the Right to Pay Dividends in Cash for the Year 2024	100%
37	16/06/2025	The implementation of Official Letter No. 3456/TKV-ĐT dated June 13, 2025, on "Notification of Adjustment to Investment Phasing Plan for 2025"	100%
38	18/06/2025	Minutes of the Board of Directors' Meeting on Approval of the Organizational Restructuring Plan and Workforce Staffing Norms of Northern Coal Trading Joint Stock Company - Vinacomin	100%
39	20/06/2025	Minutes of the Board of Directors' Meeting on Approval for Mr. Ngo Quang Trung to Go on a Business Trip to Germany	100%

III. BOARD OF SUPERVISORS/ AUDIT COMMITTEE

1. Information about members of Board of Supervisors or Audit Committee (BKS):

No.	<i>Members of Board of Supervisors</i>	<i>Position</i>	<i>The date becoming/ceasing to be the member of the Board of Supervisor</i>	<i>Qualification</i>
1	Dang Thi Hai Ha	BOS leader	01/01/2007	Bachelor of Accounting and BA at National Economics University
2	Cao Thi Nhung	Member	01/12/2017	Bachelor of Business Administration
3	Bui Thi Phuong Thao	Member	21/04/2017	Bachelor of Business Accounting, Masters of Economic

2. Meetings of Board of Supervisors or Audit Committee

No	<i>Members of Board of Supervisors</i>	<i>Number of meetings attended</i>	<i>Attendance rate</i>	<i>Voting rate</i>	<i>Reasons for absence</i>
1	Dang Thi Hai Ha	8	100%	100%	
2	Cao Thi Nhung	8	100%	100%	
3	Bui Thi Phuong Thao	8	100%	100%	

3. Supervising Board of Directors, Board of Management and shareholders by Board of Supervisors or Audit Committee:

The Supervisory Board has operated in strict accordance with the items approved at the 2024 and 2025 Annual General Meetings of Shareholders, as well as the provisions set forth in the Company's Charter and the law:

- Monitor the implementation of the production and business plans..
- Monitor the management and utilization of state capital and state assets within the Company.
- Monitor the results of the company's production and business activities.
- Monitor compliance with laws on investment, management, and utilization of state capital in the enterprise, as well as the promulgation and implementation of the enterprise's financial management regulations.

- Monitor the implementation of wage policies, remuneration, bonuses, responsibility allowances, and other benefits for employees, enterprise managers, controllers, and representatives of the enterprise's share capital in accordance with the Labor Code.

4. The coordination among the Board of Supervisors, Audit Committee, the Board of Management, Board of Directors and other managers

- The Supervisory Board receives support from the Board of Directors, the CEO, and the company's management team in carrying out its duties; it participates in meetings of the Board of Directors, the Executive Board, and other company meetings (when invited) with a spirit of responsibility, constructiveness, and cooperation.

- It proactively coordinates with the company's specialized departments and its branches/affiliated units in implementing its tasks.

- It regularly maintains communication between the members of the Supervisory Board and the Board of Directors, the Executive Board, and the company's shareholders.

5. Other activities of the Board of Supervisors and Audit Committee: Non

IV. BOARD OF MANAGEMENT

No.	Member of Board of Management	Date of Birth	Qualifications	Date of appointment/dismissal of members of the Board of Management
1	Ngô Quang Trung General Director	03/10/1971	Economics and Business Administration Engineer	01/06/2018
2	Nguyễn Minh Hải Deputy General Director	13/01/1972	Bachelor of Economic in Accounting, Master of Business Administration	26/04/2016
3	Nguyễn Thành Nam Deputy General Director	27/9/1974	Bachelor of Economics, Foreign Languages, and Political Science	17/02/2023
4	Hoàng Minh Long Deputy General Director	26/02/1979	Mining Engineer, Master of Political Science	16/4/2024

V. IN CHARGE OF FINANCE AND ACCOUNTING DEPARTMENT

Name	Date of Birth	Qualifications	Date of appointment/dimissal
Tran Thi Duong	24/03/1990	Master's Degree in Finance and Banking	28/05/2025

VI. CORPORATE GOVERNANCE TRAINING:

Members of the Board of Directors, Supervisory Board, and the Company's Executive Board have participated in training courses provided by the Vietnam Coal and Mineral Industries Group – Vinacomin.

VII. THE LIST OF AFFILIATED PERSONS OF THE PUBLIC COMPANY AND TRANSACTIONS OF AFFILIATED PERSONS OF THE COMPANY

1. The list of affiliated persons of the Company.

No.	Name	Securities trading account	Position at the Company	NSH No.*, date of issue, place of issue	Address	Time of starting to be affiliated person	Time of ending to be affiliated person	Reason	Relationship with the Company
1	Phạm Tuấn Ngọc		Chairman			01/03/2020			Internal member
2	Ngô Quang Trung		Member of the Board of Directors			01/06/2018			Internal member
			General Director						
3	Nguyễn Minh Hải		Member of the Board of Directors			01/01/2007			Internal member
			Deputy General Director						
			Information Disclosure Officer						
4	Phạm Ngọc Bảo		Member of the Board of Directors			26/4/2022			Internal member
5	Đinh Công Nga		Directly Subordinate Member of the Board of Directors			26/4/2022			Internal member

6	Nguyễn Thành Nam		Deputy General Director			17/02/2023			Internal member
7	Hoàng Minh Long		Deputy General Director			16/4/2024		App	Internal member
8	Trần Thị Dương		In Charge of Accounting Department			28/05/2025		App	Internal member
9	Đặng Thị Hải Hà		Chief of the Supervisory Board			01/01/2007			Internal member
10	Cao Thị Nhưng		TV BKS			01/12/2017			Internal member
11	Bùi Thị Phương Thảo		TV BKS			21/4/2017			Internal member
12	Nguyễn Thanh Hưng		Người phụ trách Q.Trị - Thư ký Công ty			19/02/2025		App	Internal member
13	Trần Minh Tâm		Phụ trách Kiểm toán NB			01/4/2021			Internal member

2. Transactions between the Company and its related parties; or between the Company and major shareholders, insiders, or related persons of insiders: Non

3. Transactions between the Company's insiders or their related persons and the Company's subsidiaries or entities under the Company's control: Non

4. Transactions between the Company and other parties: Non

VIII. SHARE TRANSACTIONS BY INSIDERS AND THEIR RELATED PERSONS

1. List of Insiders and Their Related Persons: See Attached Appendix

2. Transactions by Insiders and Their Related Persons Involving the Company's Shares:

Non

IX. OTHER ISSUES TO BE NOTED: Non

Recipients:

- As above;
- Board of Directors (BOD), Supervisory Board (e-copy);
- Deputy General Directors (e-copy);
- Chief Accountant (e-copy);
- Archived at Office, Company Secretary.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN



Pham Tuan Ngoc

