

**VIETNAM NATIONAL  
REINSURANCE CORPORATION**

141 Le Duan, Hoan Kiem, Hanoi  
Licence: 28/GP/KDBH issued by MoF dated  
15/11/2004

Ref: 23/2025/NQ-DHDCD



**THE SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

Hanoi, 22 July 2025

## **RESOLUTION**

### **THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2025**

#### **VIETNAM NATIONAL REINSURANCE CORPORATION**

Pursuant to:

- *The Charter of Organisation and Operation of Vietnam National Reinsurance Corporation;*
- *The Minutes of the Extraordinary General Meeting of Shareholders 2025 held on 22<sup>nd</sup> July 2025;*

## **RESOLVE**

**Article 1:** To approve the dismissal of Ms. Nguyen Thi Huong Giang from the position of Member of the Board of Directors of Vietnam National Reinsurance Corporation for the term 2025–2030.

**Article 2:** To approve the amendment to Article 11 of the Corporate Governance Regulations as follows:

#### **“Article 11. Committees under the Board of Directors**

1. The BOD shall have the following Committees:

a. Strategy and Sustainability Committee, responsible for advising the BOD on:

- Approve the vision, mission, and objectives of the Sustainable Development Policy;
- Identify necessary strategic adjustments, review bottom-up planning, set goals including allowable thresholds, and evaluate VINARE's key development areas;
- Oversee the formulation, implementation, and execution of the Sustainable Development Policy; define ESG-related goals and strategies aligned with VINARE's core values and long-term objectives; Monitor progress and evaluate the achievement of ESG targets;
- Develop dividend policies;
- Assess the operational performance of the Corporation;
- Engage with stakeholders.

b. Human Resources and Remuneration Committee, responsible for advising the BOD on:

- Establish qualification and competency criteria for BOD members, Board of Management members, Chief Accountant, and other positions under BOD authority as per legal provisions, VINARE's Charter, and practical requirements;

- Assess the size and composition of the BOD and Board of Management, make recommendations to the BOD on necessary structural or personnel changes to be presented to the next General Meeting of Shareholders;
- Appoint and dismiss members of the Board of Management, Chief Accountant, and other positions under BOD authority;
- Select and appoint, or outsource the appointment of, the Chief Executive Officer;
- Determine the independence of non-executive BOD members;
- Develop evaluation processes for the BOD and propose objective performance criteria;
- Plan for human resources development, including identifying, recruiting, training, and developing successors for BOD-appointed positions;
- Develop policies on remuneration, bonuses, and other benefits for BOD members, Board of Control members, and different positions under BOD authority;
- Determine and manage salary, bonus, and benefit schemes for full-time BOD members, Board of Control members, Board of Management, and Chief Accountant;
- Propose bonus share schemes for employees who have made or are expected to make significant contributions to the Corporation.

c. Audit and Risk Management Committee, responsible for advising the BOD on:

- Provide recommendations and advice on finance and audit-related matters;
- Establish organizational structures for risk management, internal control, and internal audit;
- Develop risk management policies for each period, approve internal risk management regulations, and periodic risk management reports by the CEO;
- Direct internal audit activities: formulate audit plans, supervise implementation, and approve internal audit reports;
- Decide on the selection of independent auditors from the list approved by the General Meeting of Shareholders.

2. Committee Structure

- a. The number of members in each Committee is determined by the BOD and may vary, but each Committee must have at least 3 members;
- b. Committee members need not be BOD members. Each Committee must have at least 2 BOD members, including at least 1 independent or non-executive member. The BOD shall appoint one BOD member as Head of the Committee;
- c. The number of external members shall not exceed the number of BOD members on the Committee;
- d. Other stakeholders, particularly management staff not on the Committees, may be invited to attend discussions on specific matters as observers only and shall not have decision-making authority.

3. Criteria for Committee Head and members

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- a. Based on VINARE's actual context, the Head of the Audit and Risk Management Committee and the Human Resources and Remuneration Committee shall be preferably selected among the BOD's independent members. The Committee Head shall report to the BOD Chairman and attend General Meetings of Shareholders to address shareholder inquiries;
  - b. Members of the Strategy and Sustainability Committee should have senior leadership experience in VINARE's areas of operation, strategic consulting, or relevant management fields;
  - c. Members of the Human Resources and Remuneration Committee should possess knowledge of labor and Human Resource laws, Human Resource management expertise, and experience in compensation policy design;
  - d. Members of the Audit and Risk Management Committee should have a solid understanding of accounting standards, auditing, tax law, corporate law, securities law, etc., and the ability to analyze financial statements, assess risks, and evaluate internal control systems.
4. Committee Head shall:
- a. Inform the BOD of all significant Committee matters at least once every 3 months;
  - b. Implement necessary management measures to ensure the Committee fulfills its duties;
  - c. Assign responsibilities to individual Committee members.
5. Establishment of Committees
- a. The formation of other Committees shall be decided by the BOD when necessary or as required by law;
  - b. The BOD shall approve each Committee's authority, operating regulations, procedures, and reporting responsibilities."

**Article 3:** This Resolution is of full force and effect from 22<sup>nd</sup> July 2025. The Board of Directors and the related personnel are responsible for the implementation of this Resolution./.

**Receivers:**

- BOD, BOC, BOM
- Filing: BOD Secretaries

**CHAIRMAN OF THE BOARD  
MEETING CHAIRMAN**

(Signed)

**Nguyen Anh Tuan**

