

**REPORT OF THE BOARD OF DIRECTORS
YEAR 2024 AND THE TERM 2020 - 2024**

(Document for 2025 Annual General Meeting of Shareholders on 28/4/2025)

I. OPERATION OF THE BOARD OF DIRECTORS 2024

A/ The implementation results of the Resolution of the Annual General Meeting of Shareholders 2024:

- Dividend payment in cash at 10%
- Dividend payment by shares at 10%.
- Select PWC as the independent auditor
- Fulfillment of 2024 business plan

B/ 2024 business results:

- According to the business plan assigned by the General Meeting of Shareholders:

Unit: VND million

Chỉ tiêu	Performance 2024	Plan 2024	Fulfillment	Performance 2023	Y-O-Y
Gross written premium	3,153,316	2,918,000	108.1%	2,677,422	17.8%
Core business	2,903,724	2,778,000	104.5%	2,540,491	14.3%
Banca PA	249,593	140,000	178.3%	136,932	82.3%
Pre-tax profit	465,332	463,000*	100.5%	473,642	-1.8%

**/ Resolution No. 24/2024/NQ-HĐQT dated 21/11/2024: “To acknowledge the Report of the Board of Management and agree in principle to adjust the Pre-tax Profit Target of 2024 to the extent that ensures the fulfillment of the 2020 – 2024 business plan which has been approved by the AGM. The Chairman shall direct the Board of Management to secure measures to ensure the above end, report to the Board of Directors, and submit to the AGM at the nearest meeting.”*

**/ Resolution No. 02/2025/NQ-HDQT dated 06/2/2025: To agree that the pre-tax profit of VND465.48 billion (according to the Quarter 4/2024 financial report) achieved in 2024 exceeds the pre-tax profit target of VND463 billion, as agreed and approved by the Board of Directors to ensure the achievement of the 2020-2024 business plan; and submit it to the General Meeting of Shareholders for approval at the nearest GMS.*

- Highlights of 2024:
 - FAST500 - Top 500 Fastest Growing Enterprises (Vietnam Report)
 - PROFIT500 - Top 500 Most Profitable Enterprises (Vietnam Report)
 - VNR500 - Top 500 Largest Enterprise (Vietnam Report)
 - 2024 Listed Companies Awards
 - ✓ Top 10 Mid-Cap Companies for Best Corporate Governance
 - ✓ Top 10 Financial Sector Companies for Best Annual Report
 - Top 10 Companies for Best Corporate Governance 2023–2024 (HNX)
 - 2024 Ranking of Enterprises Meeting Information Disclosure Standards (Vietstock)
 - Top 10 Strong Brands for Impressive Growth (VnEconomy – VN Economic Times)
 - VALUE 500 - TOP 500 Value Creators 2024 (Investment Review and Viet Research)
 - Top 50 Pioneering and Committed Companies for Corporate Governance Excellence in Vietnam (VNCG50) (VIOD)
 - Certificate of Merit from the Minister of Finance for its role in developing Vietnam’s insurance market from 2022 to 2023
 - Certificate of Merit from the Insurance Association of Vietnam for outstanding business performance in 2023

C/ Activities of the Board of Directors in 2024

In 2024, the BoD conducted regular meetings (3 times), collected opinions in writing, and also voted for some issues relating to the operation of the Corporation (8 times).

1. BOD meetings in 2024:

❖ The 13th BOD meeting, 4th term dated 02/04/2024

- To approve 2023 audited Financial Statement;

- To approve the allocation of profit 2023 and submit to the General Meeting of Shareholders for approval;
- To approve and submit to the General Meeting of Shareholders the remuneration for BOD, BOC and secretaries in 2023;
- To approve the related party transaction in 2023;
- To approve the Report of the Board of Directors 2023;
- To approve the report on bonus share issuance for 2022 dividend payment and submit to the AGM for approval;
- To approve the Report on Risk Management 2023;
- To approve business plan for 2024;
- To approve the plan on share issuance for 2023 dividend payment;
- To approve the internal audit plan 2024;
- To approve the Establishment of the Risk Management & ESG Committee under the BOD;
- To agree with and submit to the General Meeting of Shareholders to approve the proposal of the BOC on the list of auditing companies for 2024;
- The BOD delegates to the Chairman to approve the documents to submit to the General Meeting of Shareholders 2024 and to decide on arising relating to the convention of the Annual General Meeting of Shareholders 2024.

❖ **The 14th BOD meeting, 4th term dated 22/8/2024**

- To acknowledge the business results report for the first six months of 2024;
- To acknowledge the internal audit results for the first six months of 2024 and the implementation status of internal audit recommendations;
- To acknowledge the Actuary's Report and feedback from members of the Board of Directors and the Board of Control. The actuary will incorporate feedback and finalize the report for subsequent reporting periods.

❖ **The 14th BOD meeting, 4th term dated 21/11/2024**

- To acknowledge the business results report for the first nine months of 2024. –

To acknowledge the Report of the Board of Management and agree in principle to adjust the Pre-tax Profit Target of 2024 to the extent that ensures the fulfillment of the 2020 – 2024 business plan which has been approved by the AGM. The Chairman shall direct the Board of Management to secure measures to ensure the above end, report to the Board of Directors, and submit to the AGM at the nearest meeting.

- To approve in principle of proposals on policies for holding, additional investments, or divestments related to individual investments in VINARE's equity portfolio.
- To approve the proposals from the CEO regarding the 2025 reinsurance program.
- To acknowledge the report from the Corporate Governance Officer on the results of corporate governance activities in 2024 and the activity plan for 2025.
- To acknowledge the Actuary's Report and feedback from members of the Board of Directors and the Supervisory Board.

2. The BoD has collected opinion form in writing and promulgated decisions as follows:

- Decision No.03/2024/QĐ- HĐQT dated 01/03/2024

To approve the time and agenda of 2024 Annual General Meeting of Shareholders.

- Decision No. 04/2024/QĐ-HĐQT dated 22/03/2024

To approve the allocation of investment assets into the bank bond portfolio.

- Resolution No. 13/2024/NQ-HĐQT dated 21/06/2024

To agree to select PriceWaterhouseCoopers Viet Nam as the external auditing company to audit VINARE's 2024 financial statement.

- Resolution No. 14/2024/NQ-HĐQT dated 28/06/2024

To approve the list of recommendations to supplement planned successors for executive officers of VINARE.

- Resolution No. 15/2024/NQ-HĐQT dated 25/07/2024

To approve the list of planned successors for executive officers of VINARE.

- Resolution No. 19/2024/NQ-HĐQT ngày 02/10/2024

To approve the adjustment of additional salary unit price for executive management level.

- Resolution No. 21/2024/NQ-HĐQT ngày 06/11/2024

To approve the policy for appointing the Chief Accountant position.

- Decision No.26/2024/QĐ-HĐQT ngày 27/11/2024

Appointment of the Chief Accountant of VINARE.

D/ Report of the Independent Directors:

1. Eligibility of the Independent Directors:

Ms. Anna Lee On Wah and Mr. Pham Phan Dzung are two eligible Independent Directors who have met the conditions required by the Law on Enterprise.

2. Supervision of financial statements, performance, and financial strength:

❖ Financial statements

The financial statements for the year 2024, comprising the Separate and Consolidated Financial Statements, have been audited and approved by PriceWaterhouseCoopers Vietnam Ltd. (PwC). According to PwC, the financial statements are presented fairly in all material respects relating to the Corporation's financial position.

❖ Business performance:

- VINARE's business results in 2024 (*according to the audited Financial Statements for the year 2024*):

Unit: VND million

Criteria	Performance 2024	Performance 2023	Y-o-y
Gross written premium	3,153,316	2,677,422	<i>17.8%</i>
Pre-tax profit	465,332	473,642	<i>-1.8%</i>

- VINARE has mindfully complied with regulatory financial management regulations, internal regulations, and processes.

❖ Financial strength:

- AM Best has affirmed the Financial Strength Rating of B++ (Good) and the Long-Term Issuer Credit Rating of bbb+ (Good) of Vietnam National Reinsurance Corporation (VINARE). Additionally, AM Best has assigned the Vietnam National Scale Rating (NSR) of aaa.VN (Exceptional) to VINARE with a stable outlook.
- VINARE has consistently paid high annual dividends.

3. Transactions between VINARE, its subsidiary, and members of the Board of Directors, Chief Executive Officer, other executive officers, and related parties of insiders.

- VINARE and its subsidiary, VINARE Invest, do not have transactions with members of the Board of Directors, Chief Executive Officer, or other executive officers of the Corporation.
- Transactions between VINARE and related parties of members of the Board of Directors, Chief Executive Officer, and other executive officers, transactions between VINARE and companies in which members of the Board of Directors,

Chief Executive Officer and other executive officers of the enterprise are founding members or executive officers in the most recent three years before the transaction (hereinafter referred to as transactions with related parties) in 2024, VINARE Board of Directors issued Decision No. 25/2024/QĐ-HĐQT dated 22/11/2024, as follows:

“The Board of Directors authorise the Chief Executive Officer to decide on related party transactions as per Clause 1, Article 167 of the Enterprise Law:

- Each individual related party transaction shall not exceed 20% of the total asset value as per the latest financial reports.
 - Each transaction with a related party shall be conducted and entered into on an arm's length basis.
 - The CEO shall report back at the end of the financial year on all related party transactions with a summary and confirm that all of the above conditions are being satisfied and complied with.”
- Evaluate the implementation of transactions with related parties in 2024 (*details attached*):
- The value of each transaction does not exceed 20% of the total assets recorded in VINARE's latest financial report.
 - Transactions have been concluded and conducted in accordance with legal regulations and market mechanisms.
 - Transactions with related parties are regular economic transactions and are core to VINARE's reinsurance business activities. These transactions have been conducted and executed on an arm's length and fair basis, while being comprehensively and transparently reported in the annual and semi-annual corporate governance reports, as well as publicly disclosed in accordance with regulations.

4. Evaluation of the internal control and risk management system:

- VINARE's internal control and risk management system was established and operated in accordance with Circular 70/2022/TT-BTC dated 16/11/2022.
- VINARE's risk management report is updated annually, fully and specifically reflecting risks that may materialize in business activities and responding solutions.
- The internal control system is monitored by Internal Audit to prevent, detect, and handle risks of the Corporation.
- Internal audit activities are carried out in accordance with Decree No. 05/2019/ND-CP dated 22/01/2019 on the implementation of internal audit and relevant

provisions of the Law on Insurance Business, Internal Audit Rules, and Internal Audit Manual.

- The Internal Audit reports directly to the Board of Directors on the results of the internal audit, recommendations, and implementation of recommendations.
- The Board of Directors quarterly and annually reviews the Actuary's Report on the financial status and future financial forecasts of the Corporation and its branch; investment activities of the Corporation and its branch, highlighting emerging risks and providing recommendations on investment assets and their durations. These ensure alignment between the investment assets' durations and the commitments outlined in insurance contracts, as well as evaluating the current and projected future losses, reserves, and underwriting results.

5. Supervision over the Board of Directors, Chief Executive Officer, and other executive officers:

- The Board of Directors has properly performed its role in strategic direction and supervised the implementation of the resolutions of the General Meeting of Shareholders and the Board of Directors.
- The Board of Directors has complied with rules on corporate governance, convention of regular meetings, and collection of written opinions on arising issues for prompt direction and decision making.
- There have been no conclusions of material violations or errors from regulatory authorities regarding the management activities of the Board of Management,
- Representatives from Board Committees have attended regular and extraordinary meetings of the Board of Management and provided consultancy to the Board of Management for optimal solutions for the Corporation's benefits.

E/ Activities of Committees of the Board of Directors

1. Strategic Development Committee:

- In 2024, the Strategic Development Committee held two meetings to discuss specific matters and provide recommendations to the Board of Directors regarding:
 - Solutions to meet the requirements of the Law on Insurance Business regarding risk-based capital.
 - Plan to enhance the financial capacity of VINARE for the period 2024–2027.
 - Report on the impact of Typhoon No. 3.
 - Plan for restructuring the equity investment portfolio.
- Direct and supervise the implementation of the business plan 2024 and the 5-year plan for the 2020 – 2024 period.

- Direct and supervise the implementation of the ESG roadmap.

2. Remuneration and Compensation Committee:

- Maintain the compensation policy applied in 2023.
- The adjustment of additional salary unit price for executive management level.
- Disclosure of remuneration for the Board of Directors, the Board of Control, and the Board of Management in accordance with legal regulations.

3. Human Resource Committee:

- Provide consultation to the BOD in planning human resource development strategies, especially the Corporation's talent development strategy.
- Provide consultation to the BOD on strengthening the Corporation's senior leadership personnel: Reviewing and supplementing planned successors for VINARE's executive management personnel; Appointing the Chief Accountant.

F/ Remuneration for BOD members in 2024

Pursuant to Resolution No. 06/2013/NQ-DHDCD dated 25/4/2013, remuneration for BoD, BoC, and secretaries is VND3.85 billion/year at maximum.

- Remuneration for each member is distributed in compliance with Decision No. 11/2015/NQ-HDQT dated 21/8/2015
- Remuneration for the Executive Chairman complies with Decision No. 02/2021/NQ-HDQT dated 25/2/2021. The Executive Chairman of the Board works without compensation.

Income (before tax) for each member in 2024 is as follows:

No.	Board of Directors	Income (before tax)
1	Mr. Nguyen Anh Tuan – Chairman, Head of Strategic Development Committee and Human Resource Committee	Not applicable
2	Mr. Nguyen Xuan Viet – Deputy Chairman	216,000,000
3	Ms. Lee On Wah Anna - Deputy Chairman	216,000,000
4	Mr. Mai Xuan Dzung – Director, Chief Executive Officer	180,000,000
5	Mr. Nguyen Dinh An – Director	180,000,000
6	Ms. Nguyen Thi Huong Giang – Director	180,000,000

7	Mr. Pham Phan Dzung – Director, Head of Remuneration and Compensation Committee	240,000,000
8	Ms. Nguyen Thi Quynh Huong – Director	180,000,000
9	Mr. Nguyen Hong Hoang Nam	180,000,000
	<u>Total</u>	<u>1,572,000,000</u>

G/ Direction and supervision over the Board of Management and officers

- Following decisions of the BOD, the Executive Chairman has closely directed to ensure the stability and development of VINARE: directing the BOM to effectively implement a number of key tasks:
 - (1) to connect with primary insurance and reinsurance companies on the principle of mutual benefit to increase the inward business, optimize reinsurance capacity, focus on core business for sustainable and effective growth;
 - (2) to continue to improve the position of VINARE in the country and in the region: periodically issue the Insurance - Reinsurance Newsletter (in English and Vietnamese);
 - (3) Successfully organized the 30th Anniversary of VINARE and client engagement activities
 - (4) to promote investment in safe and effective assets in the context of decreasing deposit interest rates, improving investment efficiency; to focus on monitoring and improving management efficiency of equity portfolio;
 - (5) to maintain and strengthen financial capacity; to carry out internal audit as planned; to focus on compliance control and risk management through updating the ERM risk management framework, to review and ask for legal advice on arising issues;
 - (6) to construct mechanisms, procedures, and regulations (promulgate Rules on the Management and Usage of the Information Technology System; develop a draft of Archives Rules);
 - (7) to strengthen the Corporation's senior leadership personnel (appointing the position of Chief Accountant) and human resources at all levels to meet the job requirements;
 - (8) The Chairman of the Board is assigned to be responsible for sustainable development issues, to direct the Corporation to continue implementing the ESG roadmap approved by the Board of Directors;
 - (9) to renovate the facilities, upgrade, and repair the office building with adequate equipment and information technology infrastructure to meet the work needs; implement fire prevention tasks as required

- All issues relating to the decision-making of the BOD have been discussed and informed in a fully, timely and correctly manner to the BOM.
- The BOM has strictly followed all resolutions of the Annual General Meeting of Shareholders and Board of Directors.
- The BOM has been present and given opinions at BOM meetings.
- All proposals of the BOM to the BOD have been studied and discussed and the BOD has given out directions in a timely manner.
- The CEO has directed the Corporation and the management level to follow all the decisions of the BOD, the Executive Chairman, AGM, and regulatory requirements, Charter of the Listed company in a fully and timely manner.
- The BOD has reviewed the Corporation's key control points, i.e. operations, finance, compliance, and risk management systems.

H/ Coordination with the BOC

- The BOD has closely coordinated with the BOC in the implementation of the resolutions of the AGM and the BOD.
- All issues relating to the decision-making of the BOD have been discussed, and informed in a fully, timely, correctly manner to the BOC.
- The BOC has participated and given opinions in all of the BOD meetings.
- The proposals of the BOC to the BOD have been considered, and discussed and the BOM has given out the directions in a timely manner.

K/ Implementing corporate governance following good practices and beyond compliance:

In an effort to upgrade Vietnam's stock market, the State Securities Commission of Vietnam and the Vietnam Institute of Directors (VIOD) have recommended listed companies do a number of things on corporate governance and information disclosure at a level of “beyond compliance”. Responding to the above policy, in 2024, VINARE carried out the following tasks:

- Implement information disclosure in English: information disclosed in Vietnamese is also disclosed in English.
- As the national reinsurer of Vietnam and a listed public company, VINARE is committed to transparency, fairness, and adherence to the highest business ethics principles, always ensuring the interests of stakeholders and full compliance with legal regulations. With this commitment, VINARE continually strives to establish, improve, and enhance governance principles and operational regulations, while building a professional and efficient corporate governance system. In addition to

complying with state regulations, VINARE also proactively references and applies to the latest international standards and best practices, such as the VNCG50 Scorecard. This not only enhances the effectiveness of management but also strengthens and firmly establishes its position as a leading reinsurance company, making a significant contribution to the sustainable development of Vietnam's insurance market.

II. BUSINESS PLAN AND TASKS FOR 2025

The BOD approves and directs VINARE to fulfill all the targets of 2025 business plan and tasks as follows:

1. Business plan for 2025:

Unit: VND million

Criteria	2025 Plan	2024 Performance	Growth
Total revenue (<i>Insurance premium income, financial income, and others</i>)	3,594,000	3,328,703	8.0%
Profit before tax	503,000	465,332	8.1%
Projected dividend payment	10% in cash	10% in cash 10% by shares	

2. Business tasks for 2025:

- Strive to fulfill and outperform business plan 2025. Achieve the business strategy goals for the period 2025 - 2029.
- Develop and implement VINARE's restructuring plan
- Develop and promote research/proposals on new products and services.
- Provide solutions/reinsurance capacity for the market.
- Strengthen the value-added supply chain for customers, gradually develop and expand the market.
- Evaluate and finalize human resource development policies.
- Strengthen risk management (Internal management activities & provide added value on risk management to the market).
- Maintain/upgrade financial rating.
- Focus on effective cost management.

- Improve investment capacity, closely monitor portfolios, conduct periodic reviews.

II. II. OPERATION OF THE BOARD OF DIRECTORS IN THE TERM 2020-2024

A/ BOD structure

The BOD 2020 – 2024 was elected at the Annual General Meeting of Shareholders held on 11/6/2020 consisting of 9 members and through the General Shareholders' Meetings, the following changes have taken place:

Full name	As of 28/4/2025
1. Mr. Nguyen Anh Tuan	Chairman of the Board of Directors
2. Mr. Pham Cong Tu	Late CEO (passed away in October 2020))
3. Ms. Nguyen The Quynh Huong	Director since 23/4/2021
4. Mr. Mai Xuan Dzung	Director and CEO (since 17/11/2020)
5. Mr. Jared Orchard	Dismissed since 22/4/2022
6. Ms. Anna Lee On Wah	Director since 22/4/2022, and Deputy Chairwoman of the Board since 29/8/2022
7. Mr. Nguyen Xuan Viet	Deputy Chairman (since 10/09/2020)
8. Mr. Nguyen Dinh An	Director
9. Mr. Vu Anh Tuan	Dismissed since 20/4/2023
10. Mr. Nguyen Hong Hoang Nam	Director since 20/4/2023
11. Mr. Dao Nam Hai	Dismissed since 22/4/2022
12. Ms. Nguyen Thi Huong Giang	Director since 22/4/2022
13. Mr. Pham Phan Dzung	Director

- The 2021 Annual General Meeting of Shareholders on April 23, 2021, elected Ms. Nguyen Thi Quynh Huong as a Member of VINARE's Board of Directors for the 2020–2024 term.
- The 2022 Annual General Meeting of Shareholders on April 22, 2022, approved the dismissal of Mr. Jared Orchard as Deputy Chairman of the Board of Directors and Mr. Dao Nam Hai as a Member of the Board of Directors, and elected two new members:
 1. Ms. Anna Lee On Wah (Appointed Deputy Chairwoman on August 29, 2022)
 2. Ms. Nguyen Thi Huong Giang

- The 2023 Annual General Meeting of Shareholders on April 20, 2023, approved the dismissal of Mr. Vu Anh Tuan as a Member of the Board of Directors and elected Mr. Nguyen Hong Hoang Nam as a Member of VINARE's Board of Directors for the 2020–2024 term.
- The BOD has three female members with ages ranging from over 30 to over 60 and has been recognized by Vietnam Institute of Directors (VIOD) as Board with high diversity.
- The BOD, BOC and BOM are fully consensus and dedicated to the overall development of VINARE.

B/ BOD operation

- 1. Training on corporate governance:** members of BOD, BOC and BOM have attended various courses, seminars and talks on corporate governance

Member	Position	Programme
Nguyen Anh Tuan	Executive Chairman	DCP (VIOD)
Nguyen Thi Quynh Huong	BOD member	DCP (VIOD)
Nguyen Thi Huong Giang	BOD member	DCP (VIOD)
Tran Trung Tinh	Head of BOC (resigned)	DCP (VIOD)
Do Anh Duc	Deputy CEO	DCP (VIOD)
Nguyen Manh Linh	Deputy CEO	DCP (VIOD)
Nguyen Thi Minh Chau	Corporate Secretary	DCP (VIOD)
Nguyen Anh Duc	Manager of Investment Dept.	DCP (VIOD)
Vu Thi My Trang	HR & General Affairs	CSMP (VIOD)
Tran Hien Chi	HR & General Affairs	CSMP (VIOD)

**/DCP: Director Certificate Programme by VIOD*

**/CSMP: Corporate Secretary Master Programme by VIOD*

In addition, they have also attended various seminars and talks held by the State Securities Commission, Hochiminh and Hanoi Stock Exchange and VIOD in order to promote good practices in corporate governance and towards beyond compliance.

2. Business operation:

- The BOD has approved and submitted to the General Meeting of Shareholders for approval the annual business results and business plan, the annual allocation

of profit after tax, the remuneration of the Board of Directors (BOD), the Board of Control (BOC), and the Secretariats for each year, along with the issuance plan to pay dividends.

- Risk management work has been organized and carried out in accordance with legal regulations: The Board of Directors has issued the Risk Management Policy, approved internal rules on risk management procedures, and reviewed the annual risk management report of the Corporation.
- The Board of Directors issued decisions to implement the redevelopment (upgrade and transformation) of the Reinsurance Management Software System (Vicore) and renovate the headquarters at 141 Le Duan. Vicore software has been localized and implemented effectively, at significantly lower cost compared to using software from foreign providers.
- The 4th term of the Board of Directors was significantly impacted by the COVID-19 pandemic during the years 2020 - 2021 and Typhoon No. 3 in 2024 (Typhoon Yagi). The Board of Directors made great efforts in directing the Corporation to overcome these unprecedented challenges, successfully achieving all the targets of the 2020 - 2024 plan approved by the General Meeting of Shareholders on June 11, 2020.

3. Corporate governance and organizational structure: The Board of Directors has finalized mechanisms, policies, and internal rules on Corporate Governance and has effectively managed personnel tasks (succession planning, training, appointment, and reappointment).

- The Board of Directors submitted to the Annual General Meeting of Shareholders a comprehensive amendment to the Charter of Organization and Operation in 2021 and approved three amendments regarding charter capital and total share number in 2021, 2024, and 2025.
- The Board of Directors made the following decisions of appointments:
 - o CEO: Mr. Mai Xuan Dzung
 - o Deputy CEO: Mr. Do Anh Duc (01/02/2023 – 01/02/2026) and Ms. Luu Thi Viet Hoa (30/12/2023 – 30/12/2026)
 - o Reappointment of Deputy CEO: Mr. Nguyen Manh Linh (01/09/2022 – 01/09/2025)
 - o Chief Accountant: Mr. Nguyen Thanh Cong (02/12/2024 – 02/12/2027)
- The BOD implemented the succession planning process for management and executive positions of VINARE in 2022 and reviewed the list of successors in 2024.
- The BOD issued the following regulations:

- Regulation on the Organization and Operation of the Board of Directors
- Internal Audit Regulation
- Regulation on Planning, Appointment, Reappointment, Resignation, and Dismissal of Management and Executive Positions under the authority of the Board of Directors
- The Board amended and supplemented internal regulations, including:
 - Amended Internal Regulation on Corporate Governance (2021)
 - Amended Information Disclosure Regulation (2021)
 - Amended Investment Rules (2021)
 - Amended Financial Rules (2021)
 - The Board of Directors has directed the Board of Management to review and issue several internal management regulations: Regulations on the management and use of information technology systems, Risk Management Regulation, Regulations on Planning, Appointment, Reappointment, Resignation, and Dismissal of Executive Positions under the authority of the CEO.
- The Board issued decisions on the dismissal and appointment of VINARE's capital representatives in enterprises with contributed capital (TPBank, VINARE Invest, ABIC, SVI, PTI).

4. Investment decisions:

- Decisions approving the allocation of investment assets into the portfolio of bank bonds.

5. Implementation of AGM's resolutions:

- All the resolutions of the AGM have been implemented (*the details attached*).

C/ Overall assessment of the BoD operation:

The BOD has directed the Corporation to out-perform the annual business plan set by the BOD as well as the 5-year business plan approved by the AGM.

Performance highlights 2020-2024:

Criteria	Average growth	Target
Gross written premium	7.6% ^(*)	9.0%
Pre-tax profit	7.1%	Minimum 7.0%
Average Combined Ratio	96.5%	Maximum 98.0%

Dividend ratio	17.6%	Minimum 12%
Average ROE	11.03%	Minimum 10%
Charter capital	VND1,823.9 billion	VND2,000 billion by 2024

As for Gross written premium, during the period 2020-2024, the AGM and the BOD approved the strategy of focusing on core business, bancassurance Personal Accident with financial institutions is only written when profitable. As such, core business posted an average growth rate of 11.8%, surpassing the target of 9%.

As for Charter Capital, as of December 31, 2024, VINARE's charter capital stands at VND 1,823.9 billion. Having proposed to the AGM a 10% stock dividend (to be distributed in 2025), VINARE's projected charter capital will reach VND 2,006 billion – achieved the target of charter capital of VND2,000 billion.

The Board of Directors has ensured full compliance with corporate governance principles as stipulated by law, striving to go beyond mere compliance to meet international best practices. VINARE has been honored among the Top 10 best corporate governance companies (mid-cap group) in the stock market.

D/ DIRECTION IN THE 5th TERM (2025 – 2030):

1. Overall policy:

- ❖ General direction: VINARE aims for sustainable, secure, and long-term efficient growth, ensuring the interests of shareholders, employees, and partners. The company aims to achieve an A- or higher international credit rating when conditions are allows.
- ❖ Reinsurance business: VINARE will maintain strict underwriting discipline, carefully assess and select risks, and ensure profitable underwriting rather than pursuing top-line growth.
- ❖ Investment: The company will continuously review and enhance its investment portfolio, prioritizing Safety – Liquidity – Efficiency

2. Financial targets:

- ❖ Total Revenue (Insurance premium income, financial income, and others):
 - 2025: VND3,594 billion, an 8% increase from 2024, aligned with the GDP growth target set by the Government.
 - 2026 - 2029: Targeting an annual revenue growth of 8%, subject to annual review and reporting to the General Meeting of Shareholders.
- ❖ Pre-Tax Profit:
 - 2025: VND503 billion, growing 8.1% from 2024.

- 2026 - 2029: Aiming for an annual pre-tax profit growth of 7%, with adjustments based on actual market conditions and reporting to the General Meeting of Shareholders
- ❖ Combined ratio: Not exceeding 98%
- ❖ Average ROE: Minimum 10%.
- ❖ Strengthen financial capacity to comply with the regulations on “Risk-Based Capital” effective from January 1, 2028 (as per relevant legal regulation).
- ❖ Dividend Payout Ratio: Minimum 10% per year.

BOARD OF DIRECTORS

Implementation of the Resolutions of the Annual General Meeting of Shareholders (AGM) for the Term 2020–2024:

Results of the 2020 AGM Resolution	
1	VINARE distributed 2019 dividends in cash at a rate of 20%.
2	VINARE selected PWC as the independent auditor for the 2020 Financial Statements.
3	VINARE completed the 2020 business plan.
Results of the 2021 AGM Resolution	
1	VINARE distributed 2020 dividends in cash at a rate of 15%.
2	VINARE selected PWC as the independent auditor for the 2021 Financial Statements.
3	VINARE completed the 2021 business plan.
Results of the 2022 AGM Resolution	
1	VINARE distributed 2021 dividends in cash at a rate of 13%.
2	VINARE completed issuing shares to distribute 2021 dividends at a rate of 15%.
3	VINARE selected PWC as the independent auditor for the 2022 Financial Statements.
4	VINARE completed the 2022 business plan.
Results of the 2023 AGM Resolution	
1	VINARE distributed 2022 dividends in cash at a rate of 10%.
2	VINARE completed issuing shares to distribute 2022 dividends at a rate of 10%.
3	VINARE selected PWC as the independent auditor for the 2023 Financial Statements.
4	VINARE completed the 2023 business plan.
Results of the 2024 AGM Resolution	
1	VINARE distributed 2023 dividends in cash at a rate of 10%.
2	VINARE completed issuing shares to distribute 2023 dividends at a rate of 10%.
3	VINARE selected PWC as the independent auditor for the 2024 Financial Statements.
4	VINARE completed the 2024 business plan.

BOARD OF CONTROL

Hanoi, 28th March, 2025

No.: 02/2025/VNR-BKS

REPORT OF THE BOARD OF CONTROL
(Submit to 2025 Annual General Meeting of Shareholders)

ATTN: General Meeting of Shareholders of Vietnam National Reinsurance Corporation

Pursuant to:

- The Charter of Organisation and Operation of Vietnam National Reinsurance Corporation (VINARE);

- Regulation on Operation and working agenda of the Board of Control;

The Board of Control would like to report as follows:

A. REPORT OF THE BOARD OF CONTROL 2024:

I. Report on BOC activities in 2024:

In 2024, the Board of Control has supervised the business operation of VINARE in 2023 and the first 6 months of 2024, attended the Annual General Meeting of Shareholders 2024 and the BOD meetings in 2024.

In addition to the duties and functions of the BOC, all members regularly keep track of the business operation and management of VINARE according to their assigned responsibilities among the members of the Board of Control.

II. Inspection of VINARE business operation in 2024:

1. Evaluation of business activities in 2024

Gross domestic product (GDP) in 2024 was estimated to increase by 7.09% over the last year, lower than the figure of 2018, 2019 and 2022 during the period 2011-2024. Realized social investment capital achieved at 3,692.1bil VND increased 7.5% compared to the last year's. In general, CPI of 2024 increased 3.63% compared to the last year's.

According to the general information of Insurance Association of Vietnam (IAV), non life insurance market only grew at 11.7% in 2024, sharply increased in which compared with the last year's growth rate (2.3%). In personal lines (accounted for 60% market's share), the growth rate of products such as PA/Healthcare insurance increased 21% and Motor insurance increased 7% compared to the same period of last year's. Property and Engineering insurance, although the growth rate are maintained,

the figures was decreased compared with 2023's due to the impact of Decree 67 (Property insurance) and the slowdown in public investment disbursement (Engineering insurance). The growth rate of cargo insurance was increased to nearly 13% (compared with 11% decreased in 2023) thanks to the positive recovery of import and export activities. The issues of non-technical competition through lowering the fees and expanding the terms and conditions continue to occur in most of insurance lines (both personal and commercial lines). In September 2024, the insurance market suffered heavily because of Typhoon Yagi– the largest natural disaster loss ever to affect the Vietnamese insurance market, with estimated losses of more than 400 million USD. The losses from Typhoon Yagi affected the business results of most businesses and directly impacted the recent 2024/2025 renewal season.

In the context of good economic growth but the insurance market was affected by Typhoon Yagi in 2024, VNR's business activities in 2024 achieved the following results:

1.1. Result of implementation of the target plan approved by GSM

Based on the Resolution No. 09/2024/NQ-ĐHĐCĐ issued on 23rd April 2024, VINARE has achieved the result as below:

Currency: mil VND

Criteria	Performance		Plan 2024	% achievement of 2024	
	2024	2023		Compared with same period of 2023	Compared with the plan of 2024
Inward reinsurance premium	3,153,317	2,677,422	2,918,000	117.77%	108.06%
- Core lines of business	2,903,724	2,540,491	2,778,000	114.30%	104.53%
- PA business	249,593	136,932	140,000	182.28%	178.28%
Profit before tax	465,332	473,642	463,000	98.25%	100.50%

According to the resolution No. 09/2024/NQ-ĐHĐCĐ, the criteria “Profit before tax” is 505 bil VND. However, due to the bad influence of Typhoon Yagi, on 21st November 2024, at the 15th meeting of the fourth term, VNR's Board of Directors issued Resolution No. 24/2024/NQ-HDQT to adjust the pre-tax profit plan of 2024 subject to the principle of ensuring the completion of the 5-year business plan 2020-2024 approved by the General Meeting of Shareholders. The Chairman of the Board directed the Board of Management to find solutions to ensure this goal, report to the Board of Directors and submit to the General Meeting of Shareholders for approval at the nearest meeting. On February 6, 2025, in Resolution 02/2025/NQ-HDQT, the Board of Directors agreed on the pre-tax profit target for 2024 to be 465 billion VND,

exceeding the pre-tax profit plan of 463 billion VND. The adjustment of the pre-tax profit plan for 2024 will be submitted to the General Meeting of Shareholders for approval at the 2025 Annual General Meeting of Shareholders.

Revenue targets are all higher than the same period in 2023. Inward reinsurance premium exceeded the annual revenue plan by 8%, profit before tax decreased 9% compared with 2023 and achieved 98% of adjusted profit before tax plan.

1.2. Business performance in 2024

Currency: mil VND

No	Criteria	31 st Dec 2024	31 st Dec 2023	% Changes
1	Total assets	8,474,650	7,713,256	10%
2	Equity	3,657,489	3,445,920	6%
3	Reserve (NET)	2,034,731	1,613,074	
	Premium reserve	843,885	652,912	29%
	Claim reserve	973,444	749,131	30%
	CAT reserve	217,402	211,030	3%
4	Income	2024	2023	
	Inward Reinsurance Premium	3,153,316	2,677,422	18%
	Net income from reinsurance activities	1,903,415	1,630,053	17%
	Net insurance premium income	1,549,059	1,334,536	16%
	Commission income from outward reinsurance and other insurance income	354,356	295,517	20%
	Financial investments income	445,628	490,988	-9%
	Other income	2,253	762	196%
5	Expenses	2024	2023	
	Claim payment for Inward	1,204,849	1,025,531	17%
	Net claim incurred	787,433	516,078	53%
	General and admin expenses and other insurance expenses	1,069,992	1,102,886	-3%
	Financial expenses	27,601	28,375	-3%
	Other expenses	937	821	14%
6	Profits	2024	2023	
	Gross Profit from insurance activities	166,253	140,241	19%
	Gross Profit from financial activities	418,027	462,612	-10%
	Profit from other activities	1,316	-58	-2351%
	Net accounting profit before tax	465,332	473,642	-2%
	Net Profit after tax	388,901	397,218	-2%

Total asset and owner's equity in 31st December 2024 increased respectively 10% and 6% compared to the beginning of 2023's showing the good growth of VNR in 2024. Moreover, the net reserve also increased compared to the figure on 31st December 2023. Both inward reinsurance premium and net premium income got the double-digit increasing, equal to 18% and 16% respectively. On the investment side, the financial investments income decreased 9% compared to 2023 due to continued declining in deposit interest rate. On the claim side, claim payment increased 17% but the net claim incurred increased at 53%. Because of the Typhoon Yagi's influence, both Net profit before and after tax decreased 2% compared to last year's.

1.2.1. Insurance business activities

Inward reinsurance premium and Net insurance premium income achieved at 3,153 billion VND and 1,549 billion VND, increased 18% and 16% respectively compared to the same period of last year. Some of the reasons are as follows:

- Engineering line: Revenue took a good growth at 10.2% thanks to general market growth.
- Property line: Revenue increased at 4.5% compared to last year's, but only achieved at 89.4% of annual plan, due to the impact of Decree No. 67/2023/NĐ-CP mainly.
- Marine line: Revenue increased slowly (1.8%) because the Cargo insurance decreased at 6.2% and Hull insurance decreased at 10%.
- Miscellaneous and motor insurance achieved a good growth compared to 2023 and exceeded the annual plan because the newly joining in health insurance and motor insurance treaty of local insurers and some international insurers
- PA line: increased significantly 82.3% thanks to new local treaty.

The net claim incurred also increased 272 billion VND, equivalent to 52.7% compared to the last year, mainly due to Typhoon Yagi:

- Claim reserve increased 216.2 billion VND, more than 4 times higher compared to the last year mainly due to Typhoon Yagi.
- VNR's gross loss due to Typhoon Yagi up to 31st December 2024 is 570 billion VND in which VNR's net loss is 288 billion VND (after XOL's recovery).
- + Property line: got most heavily affected, with the net loss due to Typhoon Yagi was up to 214 billion VND
- + Engineering line: the net loss due to Typhoon Yagi was 57 billion VND
- + Marine line: the net loss due to Typhoon Yagi was 16.6 billion VND

1.2.2. Reinsurance overdue balance

The updated situation of reinsurance overdue balance as of 31st Dec 2024 as the following:

Currency: million VND

Criteria	31st Dec 2024	31st Dec 2023	+/-	
Accounts Receivable	602,780	706,550	-103,770	-15%
Account Payable	643,302	723,274	-79,972	-11%
Net receivable – payable	-40,522	-16,724	-23,798	142%

In general, both accounts receivable and account payable as of 31st Dec 2024 decreased compared to the same period 2023. However, the net receivable – payable decreased compared with the last period of 2023 thanks to the pushing in debt recovery activities of VINARE.

1.2.3. Financial investment activities

* Structure of investment activities as 31st Dec 2023:

Currency: million VND

No	Investment category	31 st Dec 2024		31 st Dec 2023		Difference	Proportion
		Original price	Prevention/Entrusted management cost	Original price	Prevention/Entrusted management cost		
1	Deposit	3,000,000		2,854,000		146,000	54.3%
2	Bond	1,596,984		1,129,000		467,984	28.9%
3	Private equities	493,556	741	494,296		-	8.9%
4	Entrusted investment	330,000	7,213	320,000	15,937	10,000	6.0%
5	Office leasing	954		2,773		(1,819)	0.0%
6	Real estate investment	10,613	9,280	10,969	8,569	(356)	0.2%
7	Other incomes	92,526		5,387		87,140	1.7%
	Total	5,525,373	17,234	4,816,424	24,506	708,949	100%

Total financial investment portfolio as of 31st Dec 2024 was valued at 5,525 billion VND, increased 709 billion VND compared to the same period of last year, including the investment for deposit and bond increased by 614 billion VND showing the caution of VNR on the investment decision. In 2024, entrusted investment amount did not change significantly, only 10 billion VND. Moreover, in the background of deposit interest rate continued to decrease, VNR increased the investment amount in bond to increase investment efficiency and still ensure the principle of prudence. The proportion of deposits and bonds in the investment portfolio accounts for 54% and 29%, respectively.

* The effectiveness of financial investment activities:

Currency: million VND

No	Investment category	2024			2023			2024 plan assigned by GMoS	In comparison	
		Revenue	Expense	Profit	Revenue	Expense	Profit		Same period 2023	2024 Plan
	Criteria	Revenue	Expense	Profit	Revenue	Expense	Profit	Profit		
1	Deposit	201,682	-	201,682	272,763	-	272,763	201,000	74%	100%
2	Bond	93,161	15	93,146	61,979	-	61,979	87,252	150%	107%
3	Private equities	59,133	741	58,392	123,814	(3,633)	127,447	129,000	46%	45%
4	Entrusted investment	60,697	1,542	59,155	6,921	(14,288)	21,209	28,000	279%	211%
5	Office leasing	7,799	2,208	5,591	6,497	2,146	4,351	3,748	128%	149%
6	Other incomes	25,409	24,032	1,377	19,775	44,971	(25,196)	(19,000)	-5%	-7%
	Total	447,881	28,538	419,343	491,749	29,196	462,553	430,000	91%	98%

- Profit from investment activities in 2024 was 447,8 billion VND, decreased 43,8 billion VND in comparison with 2023, equal to 8.9%. Investment profit in 2024 achieved 419 billion VND, equivalent to 90.6% compared with the same period of 2023. The main reason for this is due to the decline in the cash dividends of TPBank, equal to 75 billion VND. Excluding the impact of this factor, investment profit of VNR increased 8.97% compared with 2023 thanks to the effective investment portfolio as follow:

+ The total amount of investment activities in 2024 increased. In 2024, deposit revenue achieved by 6.9% which is a good rate compared with the average 12-month deposit interest rate in 2024 (4.96%/year).

+ VNR continued to increase the investment amount in Tier 2 Capital bonds in banks followed the Decision No. 04/2024/QĐ-HĐQT dated 22nd March 2024 of Board of Management. In 2024, the total bond amount increased 468 billion VND compared with the same period of 2023. Profit from bond reached to 7.3% which was 0.4% higher than the profit from deposit reflecting the effectiveness of the asset allocation adjustment orientation.

+ The activities from entrusted investment in 2024 showing the good results, all VNR's investment trust contracts record the net asset value (NAV) higher than invested capital. NAV of total investment trust portfolio growth 22.2% in 2024 while the average of VN-Index only increased 12.1%. Income from entrusted investment portfolio increased 179% in comparison with the same period of 2023.

- Regarding the investment amount at VINARE Invest as well as others joint invested amount between VNR and VNR Invest, there are some improvements as follows:

+ In 2024, VNR and VNR Invest took drastic actions to collect debts for the Tincom 360 Giai Phong project, and submitted a Request for Enforcement to the Thanh

Xuan District Enforcement Office to continue collecting debts from Thang Long Company. As a result, in 2024, an additional 3 billion VND was recovered as cash debt for the project.

+ 142 Dinh Cong Project: the project still had to wait for the authorities to have specific instructions regarding the procedures for approving investment policies for commercial housing projects. With the goal of ensuring compliance with the law on insurance business and recovering investment capital, VNR was coordinating with VNR Invest and related parties to develop a plan to terminate the cooperation contract and recover investment capital in the near future.

+ In 2024, Board of Management issued Resolution No. 24/2024/NQ-HDQT dated 21st November 2024, agreeing on the divestment policy at VNR Invest and aiming to complete it before 1st January 2028 to ensure compliance with insurance business laws.

2. Review 2024 financial statements

- The 2024 financial statements audited by PwC Vietnam Co.,Ltd including 2 parts: Consolidated and separated statements. In general, the reports reflect honestly and fairly the key aspects of business results and situations, cashflow, equity fluctuations and performance of obligations to the state budget of VNR until 31st December 2024 in accordance with accounting standards and legal regulations related to the preparation and financial statement presentation

- VNR implemented the State's financial management regulations, internal processes and regulations.

The business activities of VINARE in 2024 made good growth, targets relating to Inward Reinsurance Premium increased 18% and gained 108% of total annual plan. Target relating to profit declined 2% and completed the adjusted annual plan due to the influence of Typhoon Yagi. VINARE also strictly followed guidance relating to financial accounting activities, doing in full provisions prudently

3. The direction and administration of the Board of Management and the Executive Board:

3.1. Administration and Business operation tasks

VNR strictly and fully follows all the orders and regulations of the Government and other internal administrative regulations.

3.2. Coordination between the Board of Management, Board of Directors, the Departments and the Board of Control

The Board of Management, Board of Directors and other departments/branch of VINARE have cooperated well with BOC, performing the explanation, and providing data and documents to the BOC in a timely manner and upon request.

3.3. Other activities

- Completing to issue Regulations on management and use of information technology systems.
- Completing to re-appointment for expired management positions and appointed Chief Accountant.
- Rating: maintaining FSR B++ and ICR bbb+ (AM Best).
- Upgrading ViOffice system and security system.

All issues relating to the decision of the Board of Directors are discussed and informed fully to the Board of Management, Board of Control. Board of Management will strictly and fully follow Resolutions and commands from Board of Directors.

III. Recommendations

Based on the business results of 2024, BOC proposes BOM and BOD as follows:

- Strengthening the inward reinsurance revenue while ensuring to control strictly risks and following underwriting guidelines to increase profitability from insurance business activities
- Strengthening risk management activities in investment, safe and effective investment assets allocation.
- Building a roadmap to meet financial management requirements according to the RBC model (Risk-Based Capital Control) as prescribed in the Law on Insurance Business 2022.
- Continuing to review closely and urge the outstanding debt collection.
- Continuing the debt collection, recognizing timely revenues from the projects when the legal conditions allow and speeding up the progress of VINARE Invest's real estate projects and evaluating the ability of debt recovery and make provision (if any).

B. BOARD OF CONTROL (BOC) REPORT FOR THE 2020-2024 TERM

I. BOC's structure:

VNR's BOC for the 2020-2024 term which was voted at Annual General Meeting of Shareholders on 11th June 2020 including:

1. Mr. Tran Trung Tinh
2. Ms. Le Thi Thanh Hien
3. Mr. Vu Ngoc Vuong
4. Mr Dao Manh Duong
5. Mr Tushar Chatterjee

Mr. Tran Trung Tinh was voted as Head of BOC.

On 20th March 2023, Mr. Tran Trung Tinh submitted the resignation letter from VNR's BOC

On 20th April 2023, at Annual General Meeting of Shareholders, Ms. Tran Thi Minh Phuong from BIDV Insurance Corporation was voted as a new member of VNR's BOC.

Up to now, VNR's BOC includes 5 members.

II. BOC's activities for the 2020-2024 term:

To complete the tasks assigned by the General Meeting of Shareholders, based on the Law on Enterprises, the Charter of organization and operation of VNR, the VNR's BOC for the 2020 - 2024 term has agreed and issued the working method of the Board of Control assigned tasks within BOC and strictly performed the following tasks:

- Attending the meetings of Board of Management.
- Organizing the BOC's meeting regularly in accordance with the provisions of the Enterprise Law and the Charter of organization and operation of VNR
- Supervising Board of Management and Board of Directors in management operation.
- Checking the rationality, legality, honesty and level of prudence in management and operation of business activities, in organizing accounting work, statistics and preparing financial reports.
- Reviewing VNR's business performance report, 6-month and annual financial reports
- Submitting financial statement audit reports and annual business performance reports to the General Meeting of Shareholders at annual meetings.
- Reviewing the audit reports and management letters of the auditing organization (if any)
- Reviewing VNR's plans and reports on: investment; business cooperation development plans; organizational management, labor, salary and bonus; policies related to employees and VNR
- Coordinating closely with the Board of Directors, the Board of Management and management and underwriting departments in VNR to complete the tasks of the Board of Supervisors.

III. Evaluation of the performance of Board of Control for the 2020 - 2024 term:

- Complying with the provisions of law, the charter of organization and operation of VNR, the decisions of the General Meeting of Shareholders and professional ethics in performing assigned rights and duties.
- Performing assigned rights and duties honestly and seriously to ensure maximum legitimate interests of shareholders..
- The results of the control and supervision of VNR's BOC during this term have contributed to the Board of Directors and the Board of Management in improving corporate governance capacity in implementing VNR's business development planning strategy.

IV. Financial report audit results

1. Financial reporting work

- VNR's financial statements are prepared in accordance with current Vietnamese accounting standards and regimes. All financial statements for the 2020 - 2024 term are audited by PwC (Vietnam) LLC, one of the four major auditing firms.

- The Board of Control has reviewed and examined the 6-month and annual financial reports. The financial reports were all fully accepted by the auditors, honestly and reasonably reflecting the financial situation of VNR in the 2020 - 2024 term.

2. Business result

VNR has closely followed the annual business plan targets set by the General Meeting of Shareholders. The Board of Directors and the Management Board have focused on implementing measures to improve efficiency and maintain stable annual business growth.

Currency: million VND

No	Criteria	31 st Dec 2020	31 st Dec 2021	31 st Dec 2022	31 st Dec 2023	31 st Dec 2024
1	Total assets	6,738,340	6,915,255	6,861,671	7,713,256	8,474,650
2	Owner's equity	2,939,020	3,064,039	3,212,138	3,445,920	3,657,489
3	Technical reserves	1,542,850	1,519,691	1,497,060	1,613,074	2,034,731
3.1	Premium reserves	726,440	614,668	608,882	652,912	843,885
3.2	Claim reserves	644,345	720,259	690,703	749,131	973,443
3.3	Catatrophe and equalization reserves	172,065	184,764	197,475	211,030	217,402
4	Revenue	2020	2021	2022	2023	2024
4.1	Inward reinsurance premium	2,447,705	2,246,160	2,368,870	2,677,422	3,153,316
4.2	Net income from reinsurance activities	1,578,398	1,605,862	1,514,308	1,630,053	1,903,415
4.3	Financial investments income	389,347	462,105	417,924	490,988	445,628
4.4	Others	642	628	986	762	2,253
5	Expenses	2020	2021	2022	2023	2024
5.1	Claim expenses	950,313	856,128	976,933	1,025,531	1,204,849
5.2	Including: Net claim expenses	430,792	390,686	344,675	516,078	787,433
5.3	General and admin expenses and other insurance expenses	1,139,027	1,174,940	1,042,902	1,102,886	1,069,992
5.4	Financial expenses	40,148	94,638	105,544	28,375	27,601
5.5	Other expenses	1,206	416	726	821	937
6	Profits	2020	2021	2022	2023	2024
6.1	Gross Profit from insurance activities	93,238	129,755	237,232	140,241	166,253
6.2	Gross Profit from financial activities	349,199	367,467	312,380	462,612	418,027
6.3	Profit from other activities	-564	212	260	-58	1,316
6.4	Net accounting profit before tax	357,214	407,914	439,371	473,642	465,332
6.5	Net Profit after tax	291,092	331,683	354,828	397,218	388,900

- VNR maintains stable business operations and good profits over the 5 years from 2020 to 2024, with reinsurance premium revenue and pre-tax profit growing at an average of 7.6% and 7.1% respectively.

- Business scale grows well, total assets and equity both increased by 25% compared to the beginning of the term.

- VNR maintains the annual cash dividend payment from 10% to 20% and bonus shares of 15% (2021), stock dividend of 10% (2023 and 2024) in accordance with the Resolution of the General Meeting of Shareholders

- Evaluation of the implementation of the 5-year business plan according to the Resolution of the 2020 Shareholders' Meeting as follows:

Criteria	Plan	Actual	Result
1. Average Inward reinsurance premium growth rate	9%/year	7.64%	
2. Average combined ratio	Up to 98%	96.55%	Completed
3. Average Pre-tax profit	Minimum 7%/year	7.1%	Completed
4. Dividend rate	Minimum 12%/year	13% - 20%	Completed
5. Average ROE	Minimum 10%/year	11.03%	Completed
6. Charter capital	2,000 billion VND	1,823 billion VND	

The criteria “Average Inward reinsurance premium”’s result is lower than the assigned plan. However, the Core lines of business of reinsurance premium’s growth rate increased 11.8% while the “PA business” was only made if it was guaranteed to be profitable.

The criteria “Charter capital” is also lower than the assigned plan. However, if the plan to get 10% stock dividend supplement from after-tax profit is approved by 2025 Annual General Meeting of Shareholders, expected charter capital will achieve 2,006 billion VND, exceed the assigned plan.

3. Reviewing the Board of Control system:

During the 2020-2024 term, VNR established an Internal Audit Department, conducted 16 audits of all VNR departments, reviewed and inspected compliance with VNR's internal procedures and regulations as well as compliance with legal regulations. The Internal Audit Department also made recommendations to further improve the internal control system and enhance VNR's operational efficiency.

In addition to PwC (one of the Big 4 auditing firms) auditing the financial statements, VNR also hired Deloitte to develop the Related Party Transaction Report and KPMG to advise on the establishment of the Internal Audit Department.

In the next term 2025-2029, the Human Resources Subcommittee also proposed to establish an Audit and Risk Management Committee, whose role is to monitor VNE's financial activities and internal control system; monitor and manage risks, ensure an effective risk management system to minimize losses and optimize business opportunities.

V. Assessment the coordination of activities between the Board of Control, the Board of Directors and the Board of Management

- During the operation term, VNR's Board of Control was provided with full information on the decisions of the Board of Directors and the Board of Management, and is facilitated to carry out the work of the Board of Control.
- The Board of Directors, the Board of Management and the Board of Control always exchanged information on issues related to VNR's orientation, closely following assigned tasks to complete well and improve operational efficiency.
- The Board of Supervisors wrote reports and recommendations sent to the Board of Directors and the Board of Management periodically. The Board of Supervisors' recommendations were recorded and implemented.

VI. Results of monitoring the activities of the Board of Directors and the Board of Management

- The Board of Directors and the Board of Management fully performed their management responsibilities with reasonableness, legality, honesty and prudence in business activities, ensuring strict compliance with the provisions of law, the Charter of organization and operation of VNR, and the Resolutions of the General Meeting of Shareholders
 - The Board of Directors held the internal meetings regularly and all members of the Board of Directors have high consensus. The Board of Directors' resolutions were issued promptly, effectively performing the Board of Directors' management functions, while meeting the requirements of the Board of Directors' business operations. During the 2020 - 2024 term, the Board of Control did not receive any comments from shareholders regarding the direction and management of the Board of Directors and the Board of Directors.
 - Ensuring stable income for employees. Fulfill tax obligations and other payments to the state.
- During the 2020 - 2024 term, the Board of Control assessed that the Board of Directors and the Board of Management had excellently fulfilled their tasks and operated actively and effectively. The Board of Directors promptly directed the Board of Management, seizing opportunities in the insurance market, especially in the context of economic fluctuations due to the impact of the Covid-19 pandemic and damage caused by Typhoon Yagi in 2024, leading VNR to overcome difficulties and ensure effective business, safety of capital of shareholders and the State, completing the targets approved in the Resolution of the General Meeting of Shareholders for the 2020 - 2024 term.
- The Board of Directors also closely directed the implementation of cooperation with strategic shareholder SwissRe, improving financial capacity, competitiveness and position of VNR in the domestic and foreign insurance market.

VI. Recommendations from Board of Control:

- Strengthen solutions to expand the market, maintain stable growth rate in the medium and long term. Improving the reporting capacity on potential opportunities and risks for VNR due to the impact of financial markets and the macro economy in the upcoming time to have a plan to minimize risks affecting VNR.

- Cooperating with reputable reinsurers to organize seminars and professional exchanges to improve the quality of staff, helping domestic insurance companies fully understand the types of risks, and enhancing VNR's position in the market.
- Strengthen training activities to improve professional expertise. Accordingly, VNR develops high-level human resources to improve VNR's business performance.
- Strengthen internal audit human resources to improve the ability of inspecting and reviewing VNR's internal control processes thoroughly.
- Strengthen investment risk control activities to improve investment efficiency as well as ensure capital safety.

Dear shareholders,

Our Board of Control would like to sincerely thank the shareholders for their trust in electing and supporting us.

The Board of Control also would like to thank the Board of Directors, the Board of Management and the employees, especially the Accounting, Investment and Underwriting departments, for creating the most favorable conditions for the Board of Control to complete our tasks during this term.

To:

- *As mentioned,*
- *Members of BOC*

**On behalf of the BOC
Head of BOC**

Le Thi Thanh Hien