NAFOODS GROUP JOINT STOCK COMPANY

No:.01./BC-NFG

THE SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

Nghe An, April 20th 2025

THE 2024 ANNUAL REPORT

To: - The State Securities Commissions

- Ho Chi Minh Stock Exchange

I. GENERAL INFORMATION

1. General information

- Trading name: Nafoods Group Joint Stock Company
- Business Registration Certificate No. : 2900326375
- Charter capital: 653.042.810.000 dong
- Owner's capital: 985.006.301.967 dong
- Address: No. 47, Nguyen Canh Hoan Street, Quan Bau Ward, Vinh City, Nghe An Province, Vietnam
- Telephone: +84 28 37 447 666
- Fax: +84 23 83 853 902
- Website: www.nafoods.com
- Securities code *(if any)*: NAF
- Establishment and development process *(Date of establishment, time of listing, and development milestones since the establishment until now).*

Year	Development milestones
1995	On August 26th, 1995, Thanh Vinh Limited Liability Company - the predecessor of Nafoods Group Joint Stock Company was established, with the main business field: production and distribution of soft drinks.
2000	Researching Project on Construction of Factory specializing in production, processing and export of fruit and vegetable products.
2003	The factory officially came into operation after one year of construction in Quynh Chau commune, Quynh Luu district, Nghe An province. The machinery system meets European standards with the fruit juice production line as the main component.
2009	The year Nafoods strongly changed, looking for opportunities to change the situation, overcoming difficult times. This was also the year the company successfully researched and developed a new product: Passion fruit.

2010	The year marked a leap in the company's export revenue, gradually overcoming difficulties with the main product: Passion fruit.
2013	Nafoods invested in additional IQF production lines, diversified products and expanded export markets. This is also the year to simultaneously solve the global crisis with a clear strategy.
2014	The company's high-tech passion fruit seedlings institute officially came into operation, proactively supplying seedlings to the company's own raw material areas and associated areas, completing the closed value chain that the company pursues.
2015	Successfully listed and officially traded NAF shares on the Hose. The year of launching the expansion of the export market and marking the return to the domestic market with the consumer product Juice smile under the Nafoods brand.
2016	Completed the Nafoods Seedlings Institute project, started construction of the Fruit and Vegetable Export Production & Processing Complex in Long An. Achieved the title of TOP 100 Sustainable Development Enterprises in Vietnam.
2017	The capacity of the seedlings institute is stable, reaching 6 million seedlings/year. Successfully exported the first batches of fresh passion fruit to Europe; marking a turning point for fresh fruit products. The second year Nafoods was recognized as the TOP 100 sustainable development enterprises.
2018	Inauguration of phase 1: Fruit production and processing complex for export with a total investment of nearly 400 billion VND including 02 systems of equipment and machinery with European technology; Juice and IQF lines.
2019	Successfully raised 8 million USD in preferred shares from IFC – a member of the World Bank and nearly 500,000 USD in investment capital in common shares of Endurance Capital Vietnam I Limited.
2020	Received 5 million USD from FinnFund (Finland) to invest in a production line system for value-added products at a factory located in Long An.
2021	Completed phase 1 of digital transformation of the entire Group, Top 100 Vietnam Golden Star Awards.
2022	Deploying the construction of planting areas, applying professional software such as CropIn, Fast Business, CRM, SRM, Building a Market Intelligence department.
2023	Put into operation the Nafoods Tay Nguyen high-tech agricultural complex production project. Reposition the Nafoods brand in the domestic market by successfully launching 24 new consumer business product SKUs.
2024	Completed the process of comprehensive restructuring of the Group's management system. Won the National Brand Award for the first time.

- Other events: N/A

2. Business lines and locations of the business:

- Business lines: *(Specify major lines of business or products and services which account for more than 10% of the total revenue in the last 02 years).*

The major business lines of the Company is the production, trading and export of fruit juices; frozen vegetable and fruits products; soft dried fruit; fresh fruit; and the production and trading of plant varieties and agricultural materials.

Business lines code: 4632 - Wholesale of food *(except for goods that foreign-invested enterprises are not allowed to exercise distribution rights according to Appendix No. 03 issued with Circular No. 34/2013/TT-BTC dated December 24th, 2013 of the Ministry of Industry and Trade).*

- Location of business (*Specify major locations of business which account for more than 10% of the total revenue in the last 02 years*).

In the export market, our products are present across all five continents and distributed to over 70 countries, serving a high-quality customer base, with 70% of revenue generated through direct sales.

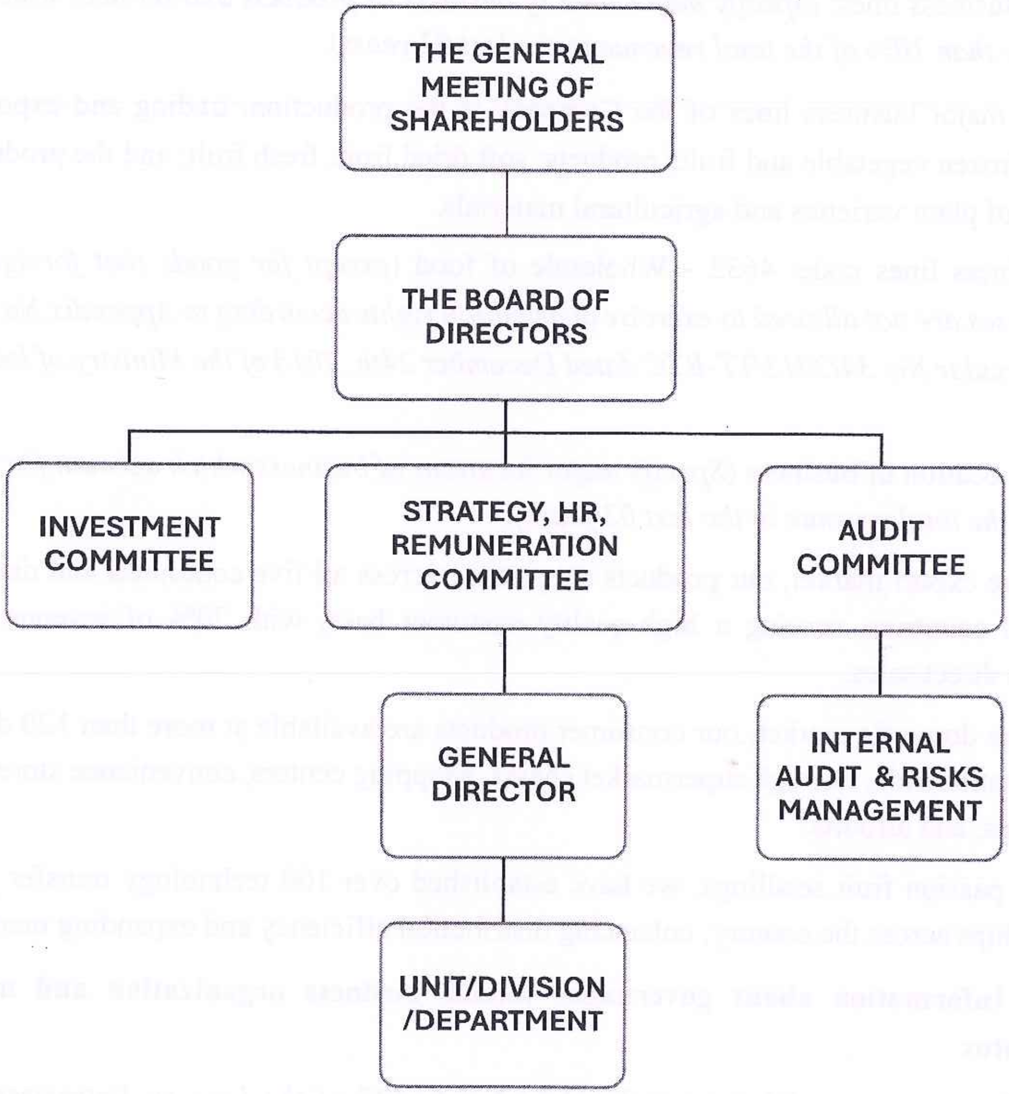
In the domestic market, our consumer products are available at more than 120 distribution points nationwide, through supermarket chains, shopping centers, convenience store networks, rest stops, and airports.

For passion fruit seedlings, we have established over 100 technology transfer points and dealerships across the country, enhancing distribution efficiency and expanding market access.

3. Information about governance model, business organization and managerial apparatus

- Governance model *(as stipulated in Article 137 of the Law on Entrprises)*: General Meeting of Shareholders, Board of Directors, General Director and Audit Committee under the Board of Directors.

- Management structure.



- Subsidiaries, associated companies *(Specify the names, addresses, major fields of production and business, paid-in charter capital, ownership percentages of the Company in such subsidiaries, associated companies).*

No.	Name of Subsidiary	Address	Major fields of production and business	Charter capital	NAF ownership
1	Nafoods Passion Joint Stock Company	47 Nguyen Canh Hoan, Quan Bau Ward, Vinh City, Nghe An	Cultivation, seedlings production	60 mil dong	99,80%
2	Nafoods Southern Joint Stock Company	Hoc Thom 1 Hamlet, Hoa Khanh Tay Commune, Duc Hoa District, Long An	Production and processing of frozen fruit and vegetable, fruit juice products	170 mil dong	99,80%
3	Nafoods Tay Nguyen Joint Stock Company	834 Le Duan, Chu A Commune, Pleiku, Gia Lai	Seedlings production; Cultivation service activities; Production, business and export of fruit juices	85,86 bil dong	99,86%

4	Nghe An Food Products Joint Stock Company	47 Nguyen Canh Hoan, Quan Bau Ward, Vinh City, Nghe An	Production and processing of frozen fruit and vegetable, fruit juice products	62 bil dong	99,90%
5	Nafoods Tay Bac Joint Stock Company	Sub-zone 84-85 Moc Chau Farm Town, Moc Chau District, Son La	Production and trading of seedlings and fruit juices	50 bil dong	99,90%
6	Nafoods International LLC	47 Nguyen Canh Hoan, Quan Bau Ward, Vinh City, Nghe An	Production and processing of frozen fruit and vegetable, fruit juice products	60 bil dong	100,00%
7	Nafoods Dry Products Joint Stock Company	47 Nguyen Canh Hoan, Quan Bau Ward, Vinh City, Nghe An	Production and trading of value-added products	5 bil dong	99,00%

4. Development orientations

- *Main objectives of the Company.*

Nafoods Group sets strategic goals by 2030 as follows:

+ Achieve 6.000 billion in revenue.
+ Top 1 manufacturer and exporter of processed fruit products in Vietnam.
+ The leading supplier of passion fruit seedlings in Vietnam in terms of both output and quality.
+ Top 1 enterprise operating in the agricultural sector with advanced business management level.
+ Expand the influence of Nafoods brand in the world.
+ Building Nafoods consumer product brand in domestic market.
+ Digitalized supply chain with Sustainable & efficient system for all participants.
+ As the leading agricultural product planting area manager in Vietnam, an expert in cultivating key fruit crops.
+ Among the leading exporters of green coffee beans and processed coffee in Vietnam.

- *Development strategies in medium and long term.*

+ Improve core competencies and expand new business competencies
+ Seize growth and development opportunities
+ Towards sustainable development
+ Expanding market and developing raw material areas

- *Corporate objectives with regard to Corporate environment, society and community Sustainability.*

<u>Sustainable Development Objectives:</u>

Become the leading sustainable agricultural enterprise in Vietnam by 2030.

Specific sustainable development objectives include:

Pillar	Sustainable development objectives	Operational objectives
Environment: Environmental protection and resource protection	13. Climate Action 14. Marine resources and environment 15. Land resources and environment 12. Responsible consumption and production	- Reduce greenhouse gas emissions - Increase resource efficiency - Reduce waste emissions - Protect biodiversity
Social: Caring for people and community	2. No more hunger 3. Health and good life 4. Quality education 5. Gender Equality 6. Clean water and sanitation 8. Good jobs and economic growth 10. Reducing inequality	- Ensure the rights and interests of workers - Promoting equality - Farm economy development - Community Development
Governance: Trusted by Stakeholders	9. Industry, innovation and infrastructure development 16. Peace, justice and strong institutions 17. Partnership for goals	- Innovation and creativity - Effective Management - Engage with stakeholders

Environmental & Social Risk Management

Nafoods Group's business and production activities are closely linked to the environment and people; therefore, the Group always prioritizes environmental and social risk management. Accordingly, the Group has established an environmental and social management system comprising key components such as policies, handbooks, procedures, management plans, monitoring and evaluation, and reporting. Thanks to this, environmental and social risks and their mutual impacts are identified and managed appropriately. Furthermore, to enhance the effectiveness of environmental and social risk governance, Nafoods has strengthened its engagement with stakeholders to promptly detect and control environmental and social risks associated with our business operations.

5. Risks: *(Specify the risks probably affecting the production and business operations or the realization of the Company's objectives, including environmental risks).*

- *Agricultural and Supply Chain Operational Risk Group*

Risks related to the quality, quantity and price of raw materials supplied from planting areas that affect the production process and financial plans of the Company.

- *Brand and reputation risk Group*

Brand and reputation are a competitive advantage of Nafoods Group. When the brand is affected by bad information (information related to product quality, reputation of the Group...)

it will directly impact the production and business activities of the Company.

- *Environmental and climate change risk group*

Risks from the environment and climate change such as soil conditions, environmental pollution, complex weather developments (El Nino, La Nina, drought, saltwater intrusion...) directly impact the Company's production and business activities, especially input materials from planting areas that directly affect production.

- *Financial risks group*

Financial risks are risks related to the Company's risk of financial loss. Financial risks can arise from external factors such as: fluctuations in inflation, exchange rates, interest rates,…; or arise from financial decisions within the enterprise that affect the liquidity and cash flow controlling.

- *Human Resources Management risk group*

Human resource management risks are risks related to human resource management such as lack of skilled workers, affecting the production and business process of the Company.

- *Information Security and Safety risk group*

Information security and safety risks are risks related to employees within the Company or outside hackers leaking important information of the Company, Customers (especially leaking information to competitors), causing loss of Group assets, affecting the Company's operations as well as the Company's reputation in the market.

- *Legal and compliance risk group*

These are risks related to compliance with the laws and regulations of the Company. Legal regulations are regularly updated, supplemented, adjusted or replaced. If the legal department and related units do not update them in time, it will reduce the Company's competitive advantage in the business environment, when being forced to adjust to comply with new regulations.

II. OPERATION IN THE YEAR

1. Situation of production and business operations

- Results of business operations in the year: Specify the results achieved for the year. Specify major changes and movements in business strategy, revenue, profits, costs, markets, products, supplies,….

In 2024, the Group's consolidated net revenue reached VND 1.437,0 billion, decreased 17,1% yoy, and only reached 65,3% of the plan set at the beginning of the year. Revenue decreased and did not meet the plan due to internal factors and unfavorable fluctuations in the market, specifically:

• 2024 marks an important turning point when the Company restructures its product portfolio and improves quality standards to meet strict import regulations in major markets such as the EU and the US. This temporarily affects revenue as customers need to adapt to new standards and prices for a time.

• Objectively, last year also witnessed a decrease in the supply of key fruits such as passion fruit, lychee... due to weather factors.

- *Implementation situation/actual progress against the plan: Comparing the actual progress with the targets and the results of the preceding years. Analyzing specific reasons of the unachievement/achievement/excess of the targets and against the preceding years.*

Indicators	**FY 2024**		**FY 2023**		**Growth**
	Bil dong	%Net Revenue	Bil dong	%Net Revenue	
Net Revenue	1.437,0	100,0%	1.733,3	100,0%	-17,1%
Gross Profit	405,6	28,2%	469,7	27,1%	-13,7%
Financial Income	36,0	2,5%	34,7	2,0%	3,7%
Financial expenses	68,2	4,7%	75,6	4,4%	-9,8%
In which: Interests	*52,0*	*3,6%*	*45,7*	*2,6%*	*13,7%*
Selling expenses	122,8	8,5%	135,2	7,8%	-9,2%
Administration expenses	121,6	8,5%	170,2	9,8%	-28,5%
Profit from operating activity	129,0	9,0%	123,5	7,1%	4,4%
Profit from other activity	11,1	0,8%	8,9	0,5%	25,0%
Profit before tax	140,1	9,7%	132,4	7,6%	5,8%
Profit after tax	116,4	8,1%	109,9	6,3%	5,9%

To ensure profit growth in the volatile context of last year, the Company has proactively controlled costs and increased debt collection. Specifically:

• Gross profit margin continued to improve, reaching 28,2%, an increase of 1,1 percentage points compared to the previous year. Gross profit reached VND 405,6 billion, decreased 13,7% over the same period, lower than the rate of revenue decline.

• Selling expenses were VND 122,8 billion, decreased VND 12,4 billion (-9,2%) compared to the previous year. The ratio of selling expenses to revenue was 8,5%, increased slightly by 0,7 percentage points compared to the previous year.

• Administration expenses were VND 121,6 billion, decreased VND 48,5 billion (-28,5%) compared to the previous year. The ratio of administration expenses to revenue was 8,5%, decreased 1,4 percentage points compared to the previous year, mainly due to a decrease in provision expenses.

• Financial expenses were VND 68,2 billion, decraesed VND 7,4 billion (-9.8%) year-on-year. Interest expenses were VND 52,0 billion, increased VND 6,3 billion (+13,7%) year-on-year. Interest expense to revenue ratio was 3,6%, increased 1,0 percentage point year-on-year due to an increase in average outstanding loans in 2024.

As a result, Profit after tax in 2024 continued to reach a new record of VND 116,4 billion, an increase of VND 6,5 billion (+5,9%) compared to the previous year, reaching 90,2% of the plan set at the beginning of the year. Profit after tax margin reached 8,1%, an increase of 1,8 percentage points compared to 2023.

2. Organization and Human resource

- List of the Board of Management: List, curriculum vitae and ownership percentage of the Company's voting shares and other securities by the Company's General Director, Deputy General Directors, Chief Accountant and other managers.

Mr NGUYEN MANH HUNG

- Vice Chairman cum CEO
- Year of birth: 1968
- Qualification: Master of Economics

Working experience

- 1996 - 1997: Director of Festi Beverage Factory (the predecessor of Nafoods Group)
- 1998 - 2008: Chairman of The Board of Members cum Director of Thanh Vinh Co., Ltd (the predecessor of Nafoods Group)
- 2009 - 2014: Chairman of the BOD of ChoaViet Joint Stock Company (the predecessor of Nafoods Group)
- 2014 – 5/2020: Chairman of the BOD cum CEO of Nafoods Group Joint Stock Company
- 5/2020 – 4/2021: Standing Vice Chairman of the BOD cum CEO of Nafoods Group Joint Stock Company
- 4/2021 – 9/2022: Chairman of the BOD of Nafoods Group Joint Stock Company
- 9/2022 - present: Vice Chairman of the BOD cum CEO of Nafoods Group Joint Stock Company

Mr NGUYEN PHI BANG

- Member of BOD cum CFO
- Year of birth: 1987
- Qualification: Master of Finance, UK | CFA Charterholder

Working experience

- 2013 – 2015: Financial Specialist - Loc Troi Group Joint Stock Company
- 2015 – 2018: Deputy Head of Finance - Loc Troi Group Joint Stock Company
- 2018 - 6/2022: Head of Finance/Incharge of Finance - Loc Troi Group Joint Stock Company
- 2020 – 2022: Chairman - An Giang Real Estate Joint Stock Company
- 7/2022 – present: CFO – Nafoods Group Joint Stock Company.
- 11/2023 – present: Member of BOD of Nafoods Group Joint Stock Company

Mrs HO THI LOAN

- Industrial Sales Director
- Year of birth: 1984
- Qualification: Master of Business Administration

Working experience

- 2007 - 2008: Sales staff of Trimmers Corp.
- 2008 - 2010: Import-export sales staff of VietNam TBI., JSC
- 2010 - 2015: Sales staff of Nafoods Group Joint Stock Company
- 2016 - 2017: Customer Service Manager of Nafoods Group Joint Stock Company
- 2017 – 8/2021: Traditional Sales Manager of Nafoods Group Joint Stock Company
- 8/2021 – nay: Industrial Sales Director of Nafoods Group Joint Stock Company

Mr LE TUAN

- Consumer Sales Director
- Year of birth: 1992
- Qualification: Master of Business Administration

Working experience

- 2014 - 2015: Business Development Specialist of Trader Metro Cash & Carry Vietnam
- 2015 - 2016: Business Development Manager of Trader Metro Cash & Carry Vietnam Group
- 2016 - 2018: Key Customer Development (HoReCa and Trader)Manager of MM Mega Market Vietnam
- 2018 - 2022: B2B System Development Strategy Manager of MM Mega Market Vietnam Company
    - 2022 - present: Consumer sales Director of Nafoods Group Joint Stock Company

Mr NGUYEN MANH CUONG

- Marketing Director
- Year of birth: 1991
- Qualification: Master of Marketing

Working experience

- 8/2015 – 3/2016: CEO Assistant of Tue Duc Oriental Medicine JSC
- 4/2016 – 6/2018: CEO Assistant of Nafoods Group JSC
- 7/2018 – 9/2018: Communications & Advertising Team Leader – Marketing KIA & Mazda – Truong Hai Group JSC
- 9/2018 – 3/2019: Marketing Assistant - Mazda Car Sales - Truong Hai Group JSC
- 4/2019 – 2/2020: Marketing Assistant of THADI JSC
- 3/2022 – 8/2023: Marketing Manager of Nafoods Group Joint Stock Company
- 8/2023 – present: Marketing Director of Nafoods Group Joint Stock Company

Mrs DINH THI HOA NGAN

- Purchasing Director
- Year of birth: 1980
- Qualification: Bachelor of Food Technology

Working experience

- 6/2002 - 5/2008: Quality assurance staff of Hanoi Milk Joint Stock Company - HANOIMILK
- 5/2008 - 8/2013: Fruit and Vegetable Industry Manager of Metro Vietnam Co., Ltd. - Metro
- 8/2013 - 7/2014: Northern Purchasing Manager (Fresh Food Industry) of Lotte Vietnam Commercial Center Joint Stock Company - Lotte Mart
- 7/2014 - 8/2023: Fresh Food Purchasing Manager, Wincommerce - Winmart General Service Joint Stock Company
- 10/2023 - present: Purchasing Director of Nafoods Group Joint Stock Company

Mr NGO SY MANH

- Director of Nafoods Southern Factory
- Year of birth: 1980
- Qualification: Industrial Electrical Engineer

Working experience

- 4/2003 – 11/2003: Technical operating staff of Nghe An Food factory
- 2003 - 2007: Leader of extraction team, Nghe An Food Factory
- 2017 - 2018: Team Leader of the Construction Technology Team for Nafoods Southern Factory
- 2019 - 2020: Deputy Director of Nghe An Food Factory
- 5/2019 - 12/2019: Acting Director of Nafoods Southern Joint Stock Company
- 2020 - 12/2022: Director of Nghe An Food Factory
- 8/2021 – 6/2022: Director of Production and Technology Operations, Nafoods Group JSC
- 7/2022 – 3/2023: Factories Director – Nafoods Group Joint Stock Company
- 3/2023 - present: Director of Nafoods Southern Factory

Mrs NGUYEN THI PHUONG HONG

- Director of Nafoods Tay Bac Factory
- Year of birth: 1978
- Qualification: Bachelor of Accounting and Auditing

Working experience

- 2003 - 2004: Accountant of Nghe An Food JSC
- 2005 - 10/2015: Accounting – Finance Manager of Nghe An Food JSC
- 11/2015 - 2018: Chief Accountant of Nghe An Food JSC
- 9/2018 – 8/2021: Planning and Coordination Manager, Nafoods Group JSC
- 4/2016 – 4/2021: Head of Supervisory Board of Nafoods Group JSC
- 8/2021 – 6/2022: Director of Planning and Supply, Nafoods Group JSC
- 7/2022 - 12/2022: Purchasing Director of Nafoods Group
- 3/2023 - present: Director of Nghe An Food Factory

Mrs NGUYEN THI TRANG

- Chief Accountant and Head of Accounting & Treasury Department
- Year of birth: 1987
- Qualification: Master of Business Administration

Working experience

- 6/2008 - 6/2009: Accountant of Smart Distribution Company Limited
- 6/2009 - 1/2010: Project Management Specialist of Viet Software Joint Stock Company
- 1/2010 - 3/2013: General Accountant of ChoaViet Joint Stock Company (Nafoods Group Joint Stock Company at present)
- 4/2013 - 7/2020: Kế toán trưởng CTCP ChoaViet (nay là CTCP NafoodsGroup)
- 7/2020 - 8/2021: Deputy Director of Finance of Nafoods Group JSC
- 8/2021 - 7/2022: Director of Finance - Accounting - Treasury, Nafoods Group JSC
- 7/2022 - present: Head of Accounting & Treasury Department of Nafoods Group JSC
- 4/2023 - present: Chief Accountant of Nafoods Group JSC

Full name	Position	Number of shares owned	Voting ratio
Nguyen Manh Hung	Vice Chairman cum CEO	25.879.945	46,5%
Nguyen Phi Bang	BOD Member cum CFO	-	-
Ho Thi Loan	Industrial Sales Director	5.707	0,0%
Le Tuan	Consumer Sales Director	410.460	0,7%
Nguyen Manh Cuong	Marketing Directory	119.040	0,2%
Ngo Sy Manh	Director of Nafoods Southern Factory	181.490	0,3%
Nguyen Thi Phuong Hong	Director of Nghe An Food Factory	38.625	0,1%
Dinh Thi Hoa Ngan	Purchasing Director	11.110	0,0%
Nguyen Thi Trang	Chief Accountant	220.084	0,4%

- Changes in the Board of Management: (*List the changes in the Board of Management in the year*).

The structure of the BOM and key personnel in the year remains unchanged compared to 2023.

- *Number of staffs. Brief information and changes on the employee's policies.*

As of December 31st, 2024, the total number of employees of the Group is 1,377 people, decreased 1% compared to the previous year. Employees are mainly concentrated in member companies with the majority of workers.

No.	Criteria	As of 31/12/2024	
		Number (person)	Ratio (%)
I	**By qualification**	**1.377**	**100,0%**

1	University and post-graduate level	280	20,3%
2	College level, professional secondary school	143	10,4%
3	Primary and Technical Workers	25	1,8%
4	General labor	929	67,5%
II	**By object**	**1.377**	**100,0%**
1	Direcr labor	1.127	81,8%
2	Indirect labor	250	18,2%
III	**By gender**	**1.377**	**100,0%**
1	Male	577	41,9%
2	Female	800	58,1%
IV	**By management level**	**1.377**	**100%**
1	High level manager (level 1-3)	20	1,5%
2	Middle level manager (level 4-5)	77	5,6%
3	Staff (level 6-9)	1.280	92,9%

The employee's policies:

Working mode

Indirect departments work 5 days/week (dayoff on Saturday and Sunday), 8 hours/day, 1,5 hour lunch break. Direct departments work 6 days/week (off Sunday), 8 hours/day, 1,5 hour lunch break. Indirect departments work in office hours, direct departments are arranged to work in shifts. When there is a requirement for business progress, employees are responsible for working overtime and the Company has regulations to ensure the rights of employees according to State regulations and appropriate benefits for employees.

Working conditions:

The office is designed to be spacious and airy. The direct labor force is fully equipped with working tools and means, appropriate labor protection, ensuring labor hygiene and safety.

Training and recruitment policy

Training policy:

Nafoods Group focuses on the core aspect of "**Learning and Development**", so every year, the company organizes many training courses to improve professional qualifications, as well as soft skills and management skills for employees. The main forms of training include:

- The Group's training.
- Inter-departmental training
- Internal department traning
- External training

Recruitment policy:

The Company's recruitment objective is to attract competent workers to work for the Company, meeting the needs of expanding production and business. Workers taking high positions are carefully selected by the Company to meet the qualifications and experience required by the job.

- Transparent and fair recruitment process
- Attracting high-level talent.
- Diversified, continuously expanding recruitment channels
- New commers policy

Salary, bonus and benefits policy

<u>*Salary policy:*</u>

- Competitive salary system, ensuring to attract and retain highly qualified human resources, as well as skilled employees.
- The company conducts salary reviews annually or when there are major changes in work performance and job responsibilities.
- In addition to salary, the company also paid allowances such as: phone, gasoline, shift meals, toxic allowance (for employees working in cold environments) and other allowances depending on each position.

<u>*Bonus policy:*</u>

In order to promote the spirit, encourage and motivate the staff in the Company to increase their contribution efficiency, increase productivity and quality of work completion, the Company has applied the policy of quarterly/annual KPI bonuses, bonuses according to the efficiency of the group based on the results of evaluating the level of work completion. On the other hand, the Company also organized rewards for individuals and groups that made many contributions to the Company as well as initiatives to increase work efficiency.

<u>*Insurance and benefits policy:*</u>

- The Company paid social insurance, health insurance and unemployment insurance in accordance with current law.
- Participate in health insurance for senior and middle level employees, and participate in accident insurance for remaining employees.
- Organize periodic health check-ups for all employees
- Annually organize tours and vacations for employees
- Organize Happy house programs, International Women's Day 8/3, Vietnamese Women's Day 20/10, birthdays for employees... to connect employees in units and the Group
- Annually allocate a portion of the cost to support families in difficult circumstances throughout the group.

3. Investment activities, project implementation

a) Major investments: *Specify major investments implemented for the year (including financial investments and project investment), the implementation progress of major projects. If the Company has conducted public offering for the projects, it is necessary to indicate the* *progress of implementation of the projects and analyze the reasons incase of achievement/failure to achieve the announced and committed targets*

Nafoods Group operates under a group model and is organized and managed under a centralized model. Accordingly, the parent company plays the role of a "Shared Service Center", supporting connections and ensuring continuous operations to achieve the common strategic goals of the entire Group. Therefore, investment activities at the parent company mainly include M&A activities, increasing ownership ratios in subsidiaries, member units, or contributing capital to develop new projects to complete the Group's value chain.

Meanwhile, at subsidiaries and member units that own factories and directly operate production and business activities, investment activities focus on projects to build new factories, expand capacity, and other regular investment activities such as repairing and maintaining factories, machinery and equipment, …

Regarding M&A activities, during the year, the Company worked with potential partners to target M&A deals with the goal of completing the Group's capacity chain and production value. These deals are in the negotiation stage and are expected to be completed in the first half of 2025.

b) Subsidiaries, associated companies: (*Summarizing the operations and financial situation of the subsidiaries, associated companies*).

In 2024, regarding project investment activities, the Company has implemented investment projects to expand the Group's core production capacity. Specifically:

- At Nafoods Southern Joint Stock Company: in April 2024, the IQF production line with a capacity of 2.000 tons of finished products/year was completed and put into operation, contributing to increasing the production capacity and supply of IQF products.
- At Nghe An Food Product Joint Stock Company: has been investing in expanding the production capacity of juice and IQF products. It is expected that after completion and operation in 2025, it will help increase the total capacity of the factory by 1.000 tons of finished products/year.
- At Nafoods Tay Nguyen Joint Stock Company: continue to research and invest in expanding the passion fruit processing and production complex with the goal of becoming the largest passion fruit production and processing center in Asia. After being put into operation in 2025, the factory can receive and produce 100.000 tons of passion fruit products annually.

4. Financial situation

a) Financial situation

Indicators	*FY 2023*	*FY 2024*	*% change*

** Đối với tổ chức không phải là tổ chức tín dụng và tổ chức tài chính phi ngân hàng/Applicable for organization other than credit institutions and non-bank financial institution:*			
Total asset	2.043,2	2.029,0	-0,7%
Net revenue	1.733,3	1.437,0	-17,1%
Profit from business activities	123,5	129,0	+4,4%
Other profits	8,9	11,1	+25,0%
Profit before tax	132,4	140,1	+5,8%
Profit after tax	109,9	116,4	+5,9%
Payout ratio	-	47,9%	+100%

- *Other figures: (depending on the specific characteristics of the industry and of the Company to clarify the company's operating results for the last two years).*

b) Major financial indicators:

Indicators	FY 2023	FY 2024	*Note*
1. Solvency ratio			
+ Current ratio: *(Short term Asset/Short term debt)*	1,05	1,16	
+ Quick ratio: *Short term Asset - Inventories / Short term Debt*	0,78	0,91	
2. Capital structure Ratio			
+ Debt/Total assets ratio	0,52	0,51	
+ Debt/Owner's Equity ratio	1,07	1,06	
3. Operation capability Ratio			
+ Inventory turnover: *(Cost of goods sold/Average inventory)*	5,95	4,31	
+ Total asset turnover: *(Net revenue/Average Total Assets)*	0,71	0,92	

4. Profitability			
+ Profit after tax/Net revenue Ratio	0,06	0,08	
+ Profit after tax/total capital Ratio	0,11	0,12	
+ Profit after tax/Total assets Ratio)	0,05	0,06	
+ Profit from business activities/Net revenue Ratio	0,07	0,09	

5. Shareholders structure, change in the owner's equity.

a) Shares: *Specify total number and types of floating shares, number of freely transferable shares and number of preferred shares in accordance with the law, the Company's Charter and commitments of the owner. Where the company has securities traded in foreign countries or underwritten the issuance and listing of securities in foreign countries, it is required to specify the foreign markets, the number of securities to be traded or underwritten and important information concerning the rights and obligations of the company related to the securities traded or underwritten in foreign countries.*

- Number of shares issued: 65.304.281 shares
- Number of oustanding shares: 65.304.219 shares, in which:
  + Ordinary shares: 55.620.286 shares
  + Redeemable preference shares: 9.683.933 shares
- Number of freely transferable shares: 65.304.219 shares
- Number restricted shares : 0 shares

b) Shareholders structure*: Specify shareholders structure by ownership percentages (major, minority shareholders); institutional and individual shareholders; domestic and foreign shareholders; State and other shareholders; foreign shareholder's maximum percentages.*

- *Major shareholders*

No.	Individual/Organization	Number of shares	Voting ratio (%)
I	Nguyen Manh Hung	25.879.945	46,5%

- *Shareholders structure by subject*

No.	Object	Number of shares	Owning ratio*	Number of shareholders	Organization	Individual
I	Major shareholder	25.879.945	39,6%	1	-	1
	- Domestic	*25.879.945*	*39,6%*	*1*	-	*1*
	- Foreign	-	-	-	-	-
II	Treasury share	62	0,0%	1	1	-

III	Reference shareholders**	9.683.933	14,8%	1	1	-
	- Domestic	-	-	-	-	-
	- Foreign	*9.683.933*	*14,8%*	*1*	*1*	-
IV	Others	29.740.341	45,5%	2.934	26	2.908
	- Domestic	*29.099.777*	*44,6%*	*2.881*	*14*	*2.867*
	- Foreign	*640.564*	*1,0%*	*53*	*12*	*41*
	Total	**65.304.281**	**100,0%**	**2.937**	**28**	**2.909**
	- Domestic	***54.979.784***	***84,2%***	***2.883***	***15***	***2.868***
	- Foreign	***10.324.497***	***15,8%***	***54***	***13***	***41***

- *Room*: 100%

c) Change in the owner's equity: *Specify equity increases including public offerings, private offerings, bond conversions, warrant conversions, issuance of bonus shares, shares dividend, etc.*

During the year, the Company completed the issuance of an additional 5.056.196 ordinary shares to pay stock dividends to common shareholders and buy back 2.675.000 redeemable preferrence shares issued in 2019 according to the plan approved in Resolution of the 2024 Annual General Meeting of Shareholders No. 01/2024/NQ-ĐHCĐ dated April 22nd, 2024.

History of changes in charter capital

On June 29th 2010, the Company converted from a limited liability company to a joint stock company with a charter capital of 40 billion VND. Through the development process, the Company's current charter capital is 629.230.850.000 VND. The process of increasing the Company's charter capital since the time of operating as a joint stock company is as follows:

Change for 1st time

- In March 2015, capital increased from 40 billion VND to 200 billion VND through issuing shares to existing shareholders according to Resolution of the Shareholders' Meeting No. 18/QĐ-CHOAVIET dated December 7th, 2014.
- Approval agency: Department of Planning and Investment of Nghe An province.
- Charter capital before issuance: 40.000.000.000 dong
- Charter capital after issuance: 200.000.000.000 dong
- Par value: 10.000 dong/share
- Issue price: 10.000 dong/share
- Issuance ratio: 1:4
- Issue share: 16.000.000 shares

Change for 2nd time

- In June 2015, capital increased from 200 billion VND to 300 billion VND through issuing shares to existing shareholders according to Resolution of the Shareholders' Meeting No. 02 dated May 12th, 2015.

- Approval agency: Department of Planning and Investment of Nghe An province.
- Charter capital before issuance: 200.000.000.000 dong
- Charter capital after issuance: 300.000.000.000 dong
- Par value: 10.000 dong/share
- Issue price: 10.000 dong/share
- Issuance ratio: 2:1
- Number of Issue shares: 10.000.000 shares

<u>Change for 3rd time</u>

- In May 2018, the Company increased capital from 300 billion VND to 315 billion VND through issuing shares to pay dividends to shareholders according to the GMS Resolution No. 02/2017/NQ-ĐHĐCĐ dated September 15th 2017
- Approval agency: The State Securities Commission
- Charter capital before issuance: 300.000.000.000 dong
- Charter capital after issuance: 315.000.000.000 dong
- Par value: 10.000 dong/share
- Issuance ratio: 100:5
- Number of Issue shares: 1.500.000 shares

<u>Change for 4th time</u>

- In May 2018, the Company increased capital from VND 315 billion to VND 330 billion through the issuance of bonus shares under the employee stock option program in the Company according to Resolution of the General Meeting of Shareholders No. 02/2017/NQ-ĐHĐCĐ dated September 15th, 2017.
- Approval agency: The State Securities Commission
- Charter capital before issuance: 315.000.000.000 dong
- Charter capital after issuance: 330.000.000.000 dong
- Par value: 10.000 dong/share
- Number of Issue shares: 1.500.000 shares

<u>Change for 5th time</u>

- In November 2018, the Company increased capital from VND 330 billion to VND 362,997,820,000 through the issuance of shares to pay dividends to shareholders according to Resolution of the General Meeting of Shareholders No. 01/2018/NQ-ĐHĐCĐ dated June 27th, 2018.
- Approval agency: The State Securities Commission
- Charter capital before issuance: 330.000.000.000 dong
- Charter capital after issuance: 362.997.820.000 dong
- Par value: 10.000 dong/share
- Issuance ratio: 10:1
- Number of Issue shares: 3.299.782 shares

Change for 6th time

- In June 2019, the Company increased capital from VND 362.997.820.000 to VND 417.444.770.000 through the issuance of shares to pay dividends to shareholders according to Resolution of the General Meeting of Shareholders No. 01/2019/NQ-ĐHĐCĐ dated April 20th, 2019.
- Approval agency: The State Securities Commission
- Charter capital before issuance: 362.997.820.000 dong
- Charter capital after issuance: 417.444.770.000 dong
- Par value: 10.000 dong/share
- Issuance ratio: 100:15
- Number of Issue shares: 5.444.695 shares

Change for 7th time

- In June 2019, the Company increased capital from VND 417.444.770.000 to VND 435.594.630.000 through the issuance of bonus shares under the employee stock option program in the Company according to Resolution of the General Meeting of Shareholders No. 01/2019/NQ-ĐHĐCĐ dated April 20th, 2019.
- Approval agency: The State Securities Commission
- Charter capital before issuance: 417.444.770.000 dong
- Charter capital after issuance: 435.594.630.000 dong
- Par value: 10.000 dong/share
- Number of Issue shares: 1.814.986 shares

Change for 8th time

- Tháng 09/2019 tăng vốn từ 435.594.630.000 đồng lên 567.988.450.000 đồng thông qua việc phát hành cổ phiếu riêng lẻ theo Nghị quyết ĐHĐCĐ số 01/2019/NQ-ĐHĐCĐ ngày 20/04/2019 và Nghị quyết ĐHĐCĐ số 02/2019/NQ-ĐHĐCĐ ngày 07/06/2019
- Approval agency: The State Securities Commission
- Charter capital before issuance: 435.594.630.000 dong
- Charter capital after issuance: 567.988.450.000 dong
- Par value: 10.000 dong/share
- Number of Issue shares: 13.239.382 shares, in which:
  - Ordinary shares: 880.449 shares
  - Redeemable preference shares: 12.358.933 shares
- Issuance price:
  - Ordinary shares: 13.043 dong/share
  - Redeemable preference shares: 15.000 dong/share

Change for 9th time

- In June 2020, the Company increased capital from VND 567.988.450.000 to VND 577.047.950.000 through the issuance of private shares according to Resolution of the General Meeting of Shareholders No. 01/2020/NQ-ĐHĐCĐ dated March 24th, 2020
- Approval agency: The State Securities Commission
- Charter capital before issuance: 567.988.450.000 dong
- Charter capital after issuance: 577.047.950.000 dong
- Par value: 10.000 dong/share
- Number of Issue shares: 905.950 shares
- Issuance price: 13.043 đồng/share

<u>Change for 10th time</u>

- In July 2020, the Company increased capital from VND 577.047.950.000 to VND 599.267.850.000 through the issuance of bonus shares under the employee stock option program according to Resolution of the General Meeting of Shareholders No. 02/2020/NQ-ĐHĐCĐ dated May 23rd, 2020
- Approval agency: The State Securities Commission
- Charter capital before issuance: 577.047.950.000 dong
- Charter capital after issuance: 599.267.850.000 dong
- Par value: 10.000 dong/share
- Number of Issue shares: 2.221.990 shares

<u>Change for 11th time</u>

- In November 2021, the Company increased capital from VND 599.267.850.000 to VND 629.230.850.000 through the issuance of shares under the employee stock option program according to Resolution of the General Meeting of Shareholders No. 01/2021/NQ-ĐHĐCĐ dated April 25th, 2021.
- Approval agency: The State Securities Commission
- Charter capital before issuance: 599.267.850.000 dong
- Charter capital after issuance: 629.230.850.000 dong
- Par value: 10.000 dong/share
- Number of Issue shares: 2.996.300 shares
- Issuance price: 10.000 dong/share

<u>Change for 12th time</u>

- In September 2024, the captial was reduced from VND 629.230.850.000 to VND 602.480.850.000 through the buy back of redeemable preferrence shares issued in 2019 according to Resolution of the Shareholders' Meeting No. 01/2024/NQ-ĐHĐCĐ dated April 22nd, 2024 and Resolution of the Board of Directors No. 06/2024/NQ-HĐQT dated July 19th, 2024.
- Approval agency: The State Securities Commission
- Charter capital before buy back: 629.230.850.000 dong

- Charter capital after buy back: 602.480.850.000 dong
- Par value: 10.000 dong/share
- Number of buy back shares: 2.675.000 shares
- Buy back price: 27.200 dong/share

Change for 13th time

- In September 2024, the Company increased capital from VND 602.480.850.000 to VND 653.042.810.000 through the issuance of shares to pay dividends to common shareholders according to Resolution of the General Meeting of Shareholders No. 01/2024/NQ-ĐHĐCĐ dated April 22nd, 2024
- Approval agency: The State Securities Commission
- Charter capital before issuance: 602.480.850.000 dong
- Charter capital after issuance: 653.042.810.000 dong
- Par value: 10.000 dong/share
- Issuance ratio: 100:10
- Number of issue share: 5.056.196 shares

d) Transaction of treasury stocks: *Specify number of existing treasury stocks, list transactions of treasury stocks conducted for the year including trading times, prices and counter parties.*

- Number of Treasury shares: 62 shares
- Transaction of treasury stocks conducted for the year: N/A

e) Other securities: *Specify other securities issues conducted during the year. Specify the number, characteristics of other types of floating securities and outstanding commitments of the Company to other individuals, organizations (including Company's staffs and managers) related to the securities issues*: N/A

6. Environment-Social-Governance (ESG) Report of the Company

6.1. Environmental Impact:

- *Total direct and indirect GHG emission*

No.	Emission type	Emission amount (tons of CO2e)	
		2023	*2024*
1	Direct emissions – scope 1	7.862	7.465
2	Indirect emissions – scope 2	11.430	10.710
Total		**20.564**	**18.17519**

- *Measures and initiatives to reduce GHG emission.*

To reduce greenhouse gas emissions, we have been implementing various initiatives including completely replacing coal with biomass (sawdust and passion fruit seeds) in boiler operations, implementing energy efficiency improvement programs, waste water collection and treatment, water reuse, replacing efficient lighting equipment... at Nafoods' production facilities.

In addition, Nafoods has been actively implementing climate initiatives associated with renewable energy. Specifically, Nafoods has collaborated with partners to research, install and operate a rooftop solar power system at the Nasoco Factory to supplement and partially replace on-site electricity consumption. Based on this result, in the future, we will continue to replicate it at our production facilities. Not only that, at Nafoods, we also actively practice carbon removal and sequestration measures through tree planting, maintaining vegetation cover and promoting organic farming applications.

6.2. Management of raw materials:

a) The total amount of raw materials used for the manufacture and packaging of the products as well as services of the organization during the year.

Nafoods Group used about 60.979 tons of raw materials in 2024 for production, decreased about 30% compared to 2023. Due to the characteristics of the agricultural processing and food production industry, the Group's raw materials are mainly derived from fruits such as passion fruit, dragon fruit, mango, pineapple,... Therefore, materials of renewable origin account for a large proportion of the usage structure, reaching over 90%.

b) The percentage of materials recycled to produce products and services of the organization.

Aiming at sustainable development, Nafoods Group is constantly improving the efficiency of resource use in production and business. Therefore, we have been increasing the proportion of recycled and reused materials in the total consumption amount. By the end of 2024, our average proportion of recycled and reused materials has reached over 10% and is widely used for packaging activities in Nafoods Group's processing and production processes.

6.3. Energy consumption:

a) Energy consumption - directly and indirectly.

No.	Energy type	Unit	Usage amount	
			2024	2023
1	Electricity	kWh	15.787.875	15.814.102
2	Gasoline	liters	439	1.658,3
3	DO	liters	49.258	40.341,8
4	LPG	kg	15.276	15.944

5	Biomass	tons	1.792	2.319

b) Energy savings through initiatives of efficiently using energy.

Closely monitoring the operational energy efficiency of each production line and facility helps the Group promptly develop outstanding issues and propose solutions for efficient energy use. However, due to the shortage of raw materials in 2024, production output has decreased; on the contrary, with the addition of the consolidation of production activities of the Nafoods Tay Bac facility and the maintenance of mandatory production conditions, the average electricity consumption per unit of product has increased from 0,565 kWh/kg of product to 0,78 kWh/kg of product. In 2025, with improved production conditions combined with implemented energy-saving solutions, the Group expects our energy efficiency to be significantly improved.

c) The report on energy saving initiatives (providing products and services to save energy or use renewable energy); report on the results of these initiatives.

Over the years, Nafoods has continuously studied and implemented energy efficiency programs at our production facilities, specifically:

- Implement measures to monitor and supervise energy consumption at the facility;
- Replace high-performance lighting equipment, actively use natural light in production areas;
- Monitor and improve the energy efficiency of machinery and equipment through effective maintenance activities;
- Gradually deploy on-site renewable energy initiatives through rooftop solar power models;
- Step by step implementation of energy audit at grassroots level.

6.4. Water consumption (water consumption of business activities in the year)

a) Water supply and amount of water used.

No.	Water source type	Water consumption (m3)	
		2024	***2023***
1	Groundwater	156.287	152.605
2	Surface water	166.098	244.937
3	Tap water	2.339	2.259
	Total	**324.724**	**399.801**

b) Percentage and total volume of water recycled and reused.

In addition to the positive outcomes associated with enhanced water use efficiency, thereby contributing to overall water consumption reduction, Nafoods has implemented a range of water reuse initiatives across its production and operational facilities. These initiatives support activities such as the cleaning of roads, surfaces, and raw materials. At the Nafoods Tay Nguyen Factory, a comprehensive water treatment and reuse system has been installed and is fully operational. Consolidated results indicate that, in 2024, the rate of water reuse reached approximately 10% of the total annual water consumption.

6.5. Compliance with the law on environmental protection:

a) Number of times the company is fined for failing to comply with laws and regulations on environment: N/A

b) The total amount to be fined for failing to comply with laws and regulations on the environment: N/A

6.6. Policies related to employees

a) Number of employees, average wages of workers.

The total workforce of the Group in 2024 was 1,377 employees, distributed across various facilities.

Regarding employee compensation and benefits, Nafoods consistently ensures compliance with the statutory minimum wage and strives toward providing a decent living wage. Accordingly, the average monthly salary of our employee is VND 11,495,547.

b) Labor policies to ensure health, safety and welfare of workers.

We have fully complied with the Labor Code and the Law on Occupational Safety and Hygiene, including providing social insurance for workers, conducting training courses on occupational safety and hygiene, organizing fire prevention and fighting (FPF) training and drills, and offering annual health check-ups. In 2024, no incidents, occupational accidents, or work-related injuries were recorded. In addition, mid-shift meals, drinking water, and other workplace amenities were adequately provided in accordance with regulations. Concurrently, sports events, teambuilding activities, and internal celebrations were also organized to help employees restore their physical and mental well-being and to strengthen internal cohesion.

c) Employee training

- *The average number of training hours per year, according to the staff and classified staff.*

Average number of training hours/year	**2023**	**2024**
I. By employee	10,834	11,843
II. By employee level		
High level manager	1,092	1,294
Mid level manager	1,793	1,945
Staff	7,949	8,604

- *The skills development and continuous learning program to support workers employment and career development.*

Encouraging continuous learning and providing opportunities for employee growth and development is a key internal policy at Nafoods. In 2024, we offered a variety of training programs aimed at enhancing knowledge and improving job-related skills. In addition, on-site training sessions were conducted at various locations managed by Nafoods. These internal courses have helped employees achieve higher work efficiency and steadily advance in their careers.

6.7. Report on responsibility for local community.

The community investments and other community development activities, including financial assistance to community service.

Nafoods' commitment to community and social development is consistently reflected throughout its business operations throughout the Group's vision and policies, and realized through practical support for farmers in particular, as well as broader corporate social responsibility (CSR) programs. In 2024, we implemented a number of initiatives focused on local communities, specificially as follows:

- Sponsorship program for underprivileged students in the local community;
- Tet gift-giving program for employees with serious illnesses;
- The Accompanying Tet for the Poor program;
- Support for poor households and households in difficult circumstances in the local community;
- Support for the construction of local infrastructure and facilities;
- The Loving Moonlight program for children;
- Support for families of employees facing difficult circumstances;
- Support for disaster relief and recovery efforts for flood and storm victims across the country.

The total value of the community support and development programs implemented by the Group in 2024 amounted to approximately VND 500.000.000.

6.8. Report on green capital market activities under the guidance of the SSC.

Note: *(As for Section 6 of Part II of this Appendix, the company may set up a separate Sustainability Development Report, in which the items 6.1, 6.2 and 6.3 are not mandatory for companies operating in sector of finance, banking, securities and insurance).*

Public companies are encouraged to apply the globally accepted reporting and disclosure standards in preparing their sustainability reports.

III. *Reports and assessments of the Board of Management (the Board of Management reports and assesses the Company's situation through every facet)*

The Board of Management's reports and assessments shall include at least the following contents:

1. Assessment of operating results

- *General analysis of company's operations against the previous operating targets and results. In case of failing to meet the operating results and targets, the Board of Management must clearly state the reasons and their responsibilities for such results (if any).*

Indicators	Unit	2024	2023	Growth
Net revenue	Bil dong	1.437,0	1.733,3	-17,1%
Gross profit	Bil dong	405,6	469,7	-13,7%
Gross profit margin	*%*	*28,2%*	*27,1%*	*1,1%*
Selling expense	Bil dong	122,8	135,2	-9,2%
Administration expense	Bil dong	121,6	170,2	-28,5%
Profit before tax	Bil dong	140,1	132,4	5,8%
Profit after tax	Bil dong	116,4	109,9	5,9%
Profit after tax margin	*%*	*8,1%*	*6,3%*	*1,8%*
EBITDA	Bil dong	293,3	247,1	18,7%

In 2024, due to several internal factors and unfavorable developments in the market, the Group's consolidated net revenue decreased by 17,1%, reaching VND 1.437,0 billion, which is only 65,3% of the target set at the beginning of the year.

However, through proactive cost control, improved debt collection efforts, and reduced provisions, the EBITDA for 2024 reached VND 293,3 billion, an increase of 18,7% compared to the same period last year. Net profit after tax continued its growth trend, reaching a new record of VND 116,4 billion, increased 5,9% from the previous year, achieving 90,2% of the profit target set at the beginning of the year.

Indicators	Unit	2024 Implement	2024 Plan	%Implement/Plan
Net revenue	Bil dong	1.437,0	2.200,0	65,3%
Profit after tax	Bil dong	116,4	129,0	90,2%

- *The Company's achievements.*

+ Để đảm bảo tăng trưởng lợi nhuận trong bối cảnh biến động của năm qua, Công ty đã chủ động kiểm soát chặt chẽ chi phí và tăng cường thu hồi công nợ.

+ Completing the consumer product portfolio (26 SKUs) and building brand recognition in the domestic market by developing a diverse range of distribution channels, including MT, GT, Horeca channels, and e-commerce platforms.

+ Successfully penetrating Asian markets (Taiwan, South Korea, etc.), the UK, the US, and others.

+ Successfully launched the Naf Cafe in the market.

2. Financial Situation

a) Assets

Analysis of assets and changes in assets (analysis and assessment of the efficiency of assets usage and bad receivable debts that affect operating results).

As of December 31st 2024, the Company's consolidated total assets reached VND 2.029 billion, representing a slight decrease of 0,7% compared to the same period last year. This was primarily due to a decline in revenue and the Group's focus on small-scale, routine investment projects or those aimed at resolving operational bottlenecks. The asset structure remained similar to the previous year, with short-term and long-term assets accounting for approximately 50:50. Although total assets did not increase, the improvement in net profit after tax led to a continued rise in the return on assets (ROA), which reached 5,7% in 2024.

Indicators	**31/12/2024**		**31/12/2023**		**Growth**
	Bil dong	%Total asset	Bil dong	%Total asset	+/-%
Current asset	**991,1**	**48,8%**	**1.016,6**	**49,8%**	**-2,5%**
Cash and cash equivalent	54,4	2,7%	62,4	3,1%	-12,9%
Short term investment	95,8	4,7%	119,9	5,9%	-20,1%
Short term receivable	571,7	28,2%	497,6	24,4%	14,9%
Inventory	211,2	10,4%	267,2	13,1%	-21,0%
Other current asset	58,0	2,9%	69,5	3,4%	-16,5%
Non current asset	**1.037,9**	**51,2%**	**1.026,6**	**50,2%**	**1,1%**
Long term receivable	134,5	6,6%	105,6	5,2%	27,4%
Fixed asset	654,8	32,3%	664,1	32,5%	-1,4%
Long term asset in progress	5,9	0,3%	12,4	0,6%	-52,2%
Long term investment	2,0	0,1%	2,0	0,1%	0,0%
Other non current asset	240,7	11,9%	242,6	11,9%	-0,8%
Total asset	**2.029,0**	**100,0%**	**2.043,2**	**100,0%**	**-0,7%**

b) Debt Payable

- *Current debts, major changes of debts.*
- *Analysis of bad debts, impacts of the exchange rate changes on operating results of the Company and impacts of lending rate changes.*

As of December 31st 2024, total liabilities remained relatively unchanged from the previous year, at VND 1.044 billion, but there was a noticeable shift from short-term to long-term debt. This shift contributed to an improvement in the current ratio, which rose to 1,16 times in 2024, compared to 1,05 times in the previous year.

The Company's debt-payment capacity has also continuously improved over the past two years, thanks to a significant increase in EBITDA. In 2024, the Company recorded an EBITDA of VND 293,3 billion, increased 18,7%, which helped reduce the Debt/EBITDA ratio to 2,89 times, a substantial improvement compared to 3,99 times in 2022.

During the period, the Group completed the buyback of 2.675.000 redeemable preferrence shares out of a total of 12.358.933 redeemable preferrence shares issued in 2019 to strategic investor IFC. This transaction resulted in a VND 72.76 billion reduction in the Group's consolidated equity, and led to an increase in the financial leverage ratio. However, this was a strategic decision aligned with current conditions, as it helped significantly reduce financial costs and enhance shareholder value, given that the interest rate and committed return to IFC were relatively high compared to the current market levels.

3. Improvements in organizational structure, policies, and management.

Organizational structure

Based on the organizational structure approved by the Board of Directors in 2023, in 2024 the Company conducted a comprehensive review, development, refinement, and improvement of the organizational chart, functional responsibilities, job descriptions, and work instructions for all positions, departments and divisions. This process aimed to ensure scientific and rational task allocation, optimize operational efficiency, and enhance the overall quality of human resource management.

Operating management

Building on the achievements of 2023, in 2024 a total of 87 SOPs (Standard Operating Procedures) across 25 departments/divisions within the Group were either improved or newly issued. These enhancements contributed to improved operational efficiency, increased productivity and performance, and reduced errors and waste.

Financial and Investment Management

The Company's financial management system was further enhanced over the year through the development and implementation of several key processes, including the Forecast Planning Process for all business units, supply chain divisions, and functional departments; the monthly Forecast and S&OP (Sales & Operations Planning) Meeting Process; and the Asset Investment Proposal and Approval Process. These improvements with the adoption of advanced financial forecasting and analytical tools, have enabled the Finance Department to manage budgets more effectively, conduct accurate financial risk analyses, and enhance the precision of investment and expenditure decisions.

Resources Management

Over the year, the Group continued to achieve significant progress in capital management through the improvement and implementation of key procedures, including Accounts Receivable and Payable (AR/AP) Management, Cash Management, and Payment Processing Procedures. These initiatives aimed to strengthen control over receivables and payables, reduce delays in the cash cycle, and enhance the Company's overall liquidity.

Additionally, the establishment of reasonable capital limits combined with an effective financial management strategy played a vital role in maintaining an optimal capital level, avoiding shortages that could disrupt operations or surpluses that might lead to inefficient use of resources. This not only helped optimize the Company's cost of capital but also ensured strong financial capacity to support business and investment activities, thereby contributing to sustainable growth.

Human Resources Management

During the year, the Company improved and issued several key processes, including the Resource Management Process, Recruitment and Onboarding Process, and Training Process. At the same time, numerous new personnel were added to fill critical specialist roles. The Company placed strong emphasis on building corporate culture and developing human resources by investing in training and skill development, promoting core values, and fostering personal growth opportunities.

As a result, a highly competent and cohesive workforce was established—one that plays a vital role in driving the Company's sustainable development.

Information Technology Infrastructure Management (ITIM)

Building upon the upgraded IT infrastructure implemented in 2023, in 2024 the Company continued to enhance and issue key procedures, including the IT Resource Management Process, Software System Design and Development Process, and IT Equipment Management Process. These initiatives aim to ensure the safe and efficient operation of the Company's information technology systems, strengthen cybersecurity, and support the deployment of technical infrastructure. Collectively, these efforts lay a solid foundation for the Company's ongoing digital transformation across all business operations.

4. Development plans in future

Key objectives:

- Grow and improve market position and market share.
- Ensuring consistent product quality with a focus on traceability.
- Developing in-depth know-how as a leverage for competitive advantage.
- Proactively managing, controlling, and continuously improving the ESG system.

Financial objectives:

- Net revenue: 1.985 billion dong, increases 38% in comparision with 2024 implementation
- Profit after tax: 135 billion dong, increases 16% in comparision with 2024 implementation
- Nâng cao hiệu quả lợi nhuận

Business objectives:

- Achieving 20% sales growth in passion fruit and mango products.
- Expanding into the Chinese and Australian markets while maintaining and strengthening market position in Europe and the America.
- Developing new products: fresh durian and passion fruit; reaffirming the market position of pineapple products.
- Come back the Russian market with dried product lines and the Nafoods brand.

Purchasing & Planting areas development:

- Developing 5.000 hectares of passion fruit planting area, 100 hectares of dragon fruit planting area, and 100 hectares of MD2 pineapple planting area.
- The purchasing ratio from planting areas exceeds 70%
- Raw material quality reaches over 95%. Developing a set of raw material standards based on seasons and export markets.
- Developing over 200 high-quality suppliers. Establishing a strategic supplier system for each fruit group.
- The in-season purchasing rate is over 70%

Production, investment management objectives:

- Enhance effective capacity to over 85%, maximize peak season production.
- Upgrade the production capacity for passion fruit, mango,... to ensure the stability of the production line.
- Complete the investment in construction of the factory and the IQF production line at the Nasoco factory.
- Complete the investment to increase juice production capacity at the Nafoods Tay Nguyen factory.
- Invest in a new crispy drying production line.
- Control product standards to ensure 100% of products are free from foreign objects.

Research & Development new products:

- Finalize the Juice Smile product line.
- Develop a diverse product portfolio: no added sugar, less sugar, added sugar, and flavored. Expand with new soft-dried product lines such as plum, lychee,...
- Develop new crispy-dried products: fruits and vegetables
- Diversify the fresh fruit products: passion fruit, durian, pineapple, mango,...

5. Explanation of the Board of Management for auditor's opinions (if any) - (In case the auditor's opinions are not unqualified): N/A

6. Assessment Report related to environmental and social responsibilities of the Company

a) Assessment concerning the environmental indicators (water consumption, energy, emissions, etc.).

Nafoods' main business activity is agricultural processing, which requires frequent and continuous use of water in production. In 2024, Nafoods extracted and used approximately 324.724 m3 of various types of water, representing an 18,8% reduction compared to water consumption in 2023. This reduction in Nafoods' water footprint is the result of implementing efficient water usage measures and water reuse practices.

In terms of the structure of water sources exploited and used by Nafoods, surface water plays the dominant role, accounting for approximately 51,2%, followed by groundwater (48,1%) and tap water (0,7%).

In terms of energy consumption, in 2024 the total electricity consumption across the entire system was 15.787.875 kWh. 100% of this electricity was sourced from the national grid, supplied by EVN and its subsidiaries. In addition to electricity, we also directly use various other types of fuels, including gasoline, diesel, and biomass (such as sawdust and passion fruit seeds) for power generation, transportation, non-transport activities, and boiler operations at our production facilities. Compared to 2023, the consumption of all energy types decreased.

Greenhouse gas emissions are associated with every business and production activity of Nafoods, including direct emissions (Scope 1) and indirect emissions (Scope 2) from the purchase of energy from external.

Nafoods' total greenhouse gas (GHG) emissions in 2024 were approximately 18.175tons of CO_2e, consisting of 7.465 tons of direct emissions (Scope 1) and 10.710 tons of indirect emissions (Scope 2). However, 1.865 tons of CO_2e from the total GHG emissions originated from biomass combustion used to operate boilers during the production process. Therefore, Nafoods Group's net GHG emissions for the 2024 fiscal year amounted to approximately 16.310 tons of CO_2e.

Compared to the FY2023, our greenhouse gas emissions in 2024 decreased by approximately 2.389 tons of CO_2e, equivalent to a 11,6% reduction. This absolute reduction in GHG emissions was achieved through Nafoods' implementation of various energy efficiency initiatives and active energy transition efforts at the facility level. In addition, the year-on-year emissions decrease was also driven by a product portfolio restructuring, which reduced the share of energy-intensive products, while the overall production volume in 2024 remained relatively stable compared to 2023.

b) Assessment concerning the labor issues

Nafoods has been actively ensuring the participation and inclusion of women in the workforce, with a female employee ratio of over 58,1%. The company places great emphasis on creating a positive working environment, improving employees' quality of life, and contributing to a green, clean, and pleasant workplace, thereby enhancing productivity. The management consistently facilitates favorable working conditions, ensures employee benefits and welfare policies, and provides opportunities for staff to pursue learning and professional development. Nafoods is committed to maintaining a professional and friendly working environment.

c) Assessment concerning the corporate responsibility for the local community.

Nafoods' commitment to the development of the community and society is reflected throughout its business operations, guided by the company's vision and policies. This commitment is realized through practical support for farmers in particular, as well as through various social responsibility programs.

We are currently implementing various social responsibility programs, including creating jobs for the local community and supporting farmers to improve investment efficiency and stabilize their income through cooperative programs and regional development initiatives. Specifically:

- With the goal of inclusive development and equality in the labor sector, Nafoods actively recruits local ethnic minorities. Currently, the proportion of ethnic minority employees is 17% of the total workforce at the Group, contributing to job creation and driving socio-economic development in the local areas where the Group's business operations take place.
- Regarding the planting area development activities, Nafoods has developed 1.700 hectares of cultivation area in the past year (1.600 hectares of passion fruit and 100 hectares of red dragon fruit), partnering with nearly 2.000 farming households through cooperatives/associations. The farming households participating in Nafoods' regional development collaboration program are provided with: (1) high-quality seedlings and input materials at reasonable prices; (2) technical support from planting to cultivation and harvest, ensuring yield and quality; and (3) a commitment to stable product purchasing at competitive prices. Through sustainable planting areas development, the Group stabilizes its supply of raw materials (fruits), ensuring traceability for its production facilities, and guarantees the quantity and quality needed for export orders. At the same time, this helps farmers improve investment efficiency, enhance sustainable income, and contribute to the development of the community and local.

IV. Assessments of the Board of Directors on the Company's operation (for joint stock companies)

1. Assessments of the Board of Directors on the Company's operation, including the assessment related to environmental and social responsibilities.

Focus on product quality and improve profit efficiency

Following a period of rapid growth, Nafoods Group has identified potential risks and initiated a comprehensive restructuring process, from governance systems to business strategy, aiming toward sustainable development. In terms of business strategy, Nafoods has proactively suspended the export of dried products in high-risk markets such as Russia. At the same time, in the context of a market where most competitors focus on price-based competition, often resulting in low-quality products and heightened risks, Nafoods has chosen to reposition its product portfolio toward the "Premium" segment by offering higher-quality products.

Additionally, the Group has developed a strategy for supply chain management, proactive inventory planning, and produce to stock in order to enhance profit efficiency.

A long with objective factors such as unfavorable market developments, weather conditions affecting crop seasons, and challenges from the restructuring process, the Company's revenue declined by 17% in 2024. Nevertheless, a notable highlight is the continued improvement in profit efficiency, as profit after tax maintained growth and reached a new record

Exploring new markets and products

Building on the foundation established over two years of "start-up" efforts, the consumer sales segment of Nafoods Group has begun to establish brand recognition in the domestic market. Specifically, in 2024 Nafoods Group's consumer product portfolio was further expanded to 26 SKUs, an increase of 8 SKUs compared to 2023. These products have been listed in over 60 retail points, spanning various distribution channels including MT, GT, HORECA, and major e-commerce platforms such as TikTok Shop, Shopee Mall, and Lazada.

Over the year, Nafoods Group's export-dried product segment has successfully penetrated new premium markets such as Taiwan, South Korea, the United Kingdom, and the United States. In addition, the Group has gradually redeveloped the Russian market by shifting toward a distributor-based approach and adopting long-term pricing policies suitable with market dynamic.

As a result, total revenue from the export-dried product and domestic consumer sales segments reached VND 63 billion in 2024, representing a 4,5 time increase compared to the same period last year.

Refining the governance model

After more than two years of restructuring, Nafoods Group successfully completed the development of its corporate governance model in 2024.

Organizational Structure System

The organizational system continued to be refined through the review and improvement of job descriptions, roles and responsibilities, and work instructions for all positions, departments, and divisions across the Group. At the same time, the Company has also recruited additional personnel for key specialized roles, with a strong focus on training, quality enhancement, and the development and nurturing of human resources.

Standard Operating Procedure

In 2024, alongside the implementation of advanced management software such as CRM, SRM, and Fast Business Online, the Company reviewed, improved, and issued 87 new SOPs. These efforts contributed to enhanced operational efficiency, increased productivity and performance, and the reduction of errors and waste.

Enhancing capital capacity

At the end of 2024, Nafoods successfully completed the repurchase of 2.675.000 preferred shares issued to IFC, with a value of VND 72,76 billion. The Company plans to continue and finalize the buy back of the remaining preferred shares within the first half of 2025.

In addition to restructuring IFC's investment, the Group's capital management capabilities continued to achieve outstanding results over the past year. Beyond restructuring its debt portfolio towards increasing the proportion of medium- and long-term loans to reduce liquidity pressure, the Group's Treasury and Fundraising Department has worked diligently to build and expand relationships with banks, financial institutions, and investors both domestically and internationally. This effort aims to increase the total credit limit for short-term loans and prepare for the mobilization of medium- and long-term capital to meet the financing needs for the upcoming expansion and growth phase. As a result, in 2024 the Group's total short-term credit limit reached VND 1.355 billion, a 21% increase compared to the previous year, nearly double the demand for short-term loans, thereby ensuring liquidity risk mitigation across all scenarios.

Environmental & Social Responsibility

Operating in the agricultural sector, with the vision of "becoming a pioneering Group in developing a digital, green, and sustainable agricultural value chain", Nafoods Group has always prioritized environmental and social risk management. Our system for managing environmental and social risks was formally established in 2019, as the start of our collaboration with IFC. In addition to meeting the commitments required by investors such as IFC and Finnfund, we understand that effective management of environmental and social risks, along with the establishment of a transparent governance system, provides sustainable competitive advantages in the capital market. Furthermore, it enhances our brand and business advantages as markets increasingly focus on and demand corporate commitment to sustainable development. Therefore, we recognize that continuously improving our environmental and social governance system is one of the key objectives in our Group's development strategy.

Over the year, Nafoods Group has continued to implement various ideas and measures to reduce greenhouse gas emissions, conduct energy efficiency assessments, manage wastewater treatment, and organize technical advisory programs for farmers, community support... Additionally, we have reviewed the entire environmental and social management system of the Group, which has provided data for analyzing and assessing the current status and outstanding issues in comparison with standards and best practices, in order to develop solutions for improvement and enhancement.

The Board of Directors highly appreciates the efforts of the Board of Management in operating the environmental and social risk management system over the period and has committed to providing support going forward. It is expected that, since 2025 this system will continue to be strengthened, from the organizational structure to operational policies, not only to tightly control environmental and social risks but also to demonstrate the responsibility and position of a leading Group in the agricultural production sector.

2. Assessment of Board of Directors on Board of Management's performance

- The CEO has effectively performed the role of managing the business operations in accordance with the duties and authorities stipulated by the law and the Company's regulations. The CEO consistently adheres to the resolutions of the General Meeting of Shareholders GMS and the Board of Directors BOD to direct the business operations of the companies within the Group's system.
- The CEO consistently provided complete and timely information, facilitating the Audit Committee to access and review the Company's financial situation and other operations.
- The BOM has consistently maintained regular monthly and quarterly meetings to review, evaluate, get experience in order to adjust management and production solutions flexibly and achieve high efficiency.
- The BOM consistently directed the disclosure of information in accordance with legal requirements and ensured the bilingual information disclosure, complying with the regulations and requirements of state regulatory authorities, guaranteed fairness, transparency, and protects the rights of shareholders.

In the context of a fluctuating market with many unfavorable conditions, based on the results achieved in 2024, the BOD assesses that: the CEO and the BOM have strictly complied with the current legal regulations and the Company's regulations. In particular, the BOM has effectively managed business operations, expanded both export and domestic markets, improved the management system, and worked towards achieving strategic objectives, ensuring job stability and income for employees throughout the system, as well as enhanced the Company's reputation and position in the market.

3. Plans and orientations of the Board of Directors

In 2025 the Board of Directors will continue to maintain and enhance all aspects of operations in accordance with its duties and authority, with specific directions for action as follows:

- Successfully organize the 2025 AGM and elect the BOD for the term 2025-2030.
- Approve the detailed assignment of tasks to the committees under the BOD in general, and to individual members of the BOD in particular, ensuring the effective operation of the BOD and contributing to the overall development of the Company.
- Update and review the business plan for 2025-2028 and the strategy for 2025-2030.
- Approve the business production plan for 2025 and monitor the implementation of the business plan on a regular/monthly basis. Provide timely support to the BOM with solutions to enhance business performance, striving to achieve and exceed the revenue and profit targets for 2025 as approved by the AGM.
- Effectively implement the resolutions of the AGM and the BOD to achieve the strategic objectives, business plan, and financial metrics committed to the Company's shareholders for FY 2025.

- Strengthen internal control and risk management, and implement internal audits as per the approved plan. The BOD will also focus on risk management solutions to prepare for risks related to tariffs, inflation, interest rates, geopolitics, war, climate change, seasonal factors, and markets that significantly affect the Group's entire business operations. These comprehensive solutions include contingency plans in production, inventory, finance-investment, human resources, and materials resources.
- Implement digital transformation applications and sustainable development in business operations, adopting new technologies and improving systems and corporate culture to enhance operational efficiency.
- Participate in supporting business development activities, expanding markets, and focusing resources to implement the business strategy in order to improve and increase domestic market share, as well as seeking opportunities to expand export markets.

V. CORPORATE GOVERNANCE

1. Board of Directors

***a) Members and structure of the Board of Directors**: the list of members of the Board of Directors, ownership percentages of voting shares and other securities issued by the company, the list of independent members and other members; the list of positions that a member of the Board of Directors at the Company hold at other companies).*

- ***Mrs DIEN THI LAN PHUONG***
- Chairwoman
- Year of birth: 1966
- Qualification: Bachelor of Finance

Positions hold at other companies: N/A

- ***Mr NGUYEN MANH HUNG***
- Vice Chairman cum CEO
- Year of birth: 1968
- Qualification: Master of Economics

Positions hold at other companies:

- Chairman of Nafoods Passion JSC
- Chairman of Nafoods International LLC
- Chairman of Nafoods Southern JSC
- Chairman of Nafoods Tay Nguyen JSC
- Chairman of Nafoods Dry Products JSC

- ***Mr JOHAN NYVENE***
- Independent BOD Member cum Chairman of the Audit Committee
- Year of birth: 1965
- Qualification: Bachelor of Finance

Positions hold at other companies:

- Chairman of Ho Chi Minh City Securities Corporation (HSC)
- BOD Member of Dragon Capital Vietnam Fund Management JSC (DCVFM)

o ***Mr NGUYEN PHI BANG***

- BOD Member cum CFO
- Year of birth: 1987
- Qualification: Master of Finance, UK | CFA Charterholder

Positions hold at other companies: N/A

o ***Mr HO HAI QUAN***

- BOD Member
- Year of birth: 1980
- Qualification: Bachelor of Business Administration in Commerce

Positions hold at other companies:

- Director of Nafoods Tay Nguyen JSC

Full name	Position	Number of shares owned	Voting ratio
Dien Thi Lan Phuong	Chairwoman	242.000	0,4%
Nguyen Manh Hung	Vice Chairman cum CEO	25.879.945	46,5%
Johan Nyvene	Independent BOD Member	55.000	0,1%
Ho Hai Quan	BOD Member	100.174	0,2%
Nguyen Phi Bang	BOD Member cum CFO	-	-
Dang Thi Tham	Secretary	48.400	0,1%

b) The committees of the Board of Directors: *(The list of the subcommittees of the Board of Directors and list of members of each subcommittee).*

The Committees under the BOD include:

- The Strategy, Human Resources and Remuneration Committee
- The Audit Committee
- The Investment Committee

No.	Full name	Title
I. The Strategy, Human Resources and Remuneration Committee		
1	Mr **Nguyen Manh Hung**	Chairman

2	Mrs **Dien Thi Lan Phuong**	Member
3	Mr **Ho Hai Quan**	Member
II. The Audit Committee		
1	Mr **Johan Nyvene**	Chairman
2	Mrs **Dien Thi Lan Phuong**	Member
III. The Investment Committee		
1	Mrs **Dien Thi Lan Phuong**	Chairman
2	Mr **Johan Nyvene**	Member

c) Activities of the Board of Directors: *Assessing activities of the Board of Directors and specifying the number of Board of Directors meetings, their contents and results.*

In 2024, the Board of Directors held 09 direct meetings and obtaining written opinions to discuss and approve important matters in the implementation of the business production plan. The number of meetings and the attendance rate of the BOD are as follows:

No.	BOD Member	Number of meetings attended	Attending ratio
1	Mrs **Dien Thi Lan Phuong**	9/9	100%
2	Mr **Nguyen Manh Hung**	9/9	100%
3	Mr **Johan Nyvene**	9/9	100%
4	Mr **Pham Duy Thai**	4/4	100%
5	Mr **Nguyen Phi Bang**	9/9	100%
6	Mr **Ho Hai Quan**	5/5	100%

Resolutions/Decisions of the Board of Directors

No.	Resolution/ Decision No.	Date	Content	Approval rate
1	01/2024/NQ-HĐQT	28/02/2024	Approval of the finalization of the list of shareholders exercising the right to attend the 2024 Annual General Meeting.	100%
2	02/2024/NQ-HĐQT	27/03/2024	- Approval of the change on venue for 2024 Annual General Meeting. - Approval of the dismissal of management positions for Mr. Ho Hai Quan, Mr. Pham Duy Thai	100%
3	03/2024/NQ-HĐQT	01/04/2024	Approval of documents for the 2024 Annual General Meeting.	100%
4	04/2024/NQ-HĐQT	12/04/2024	- Approval operating results for 1Q2024	100%

			- Approval of the Organizational and Management Structure of Nafoods Group Joint Stock Company - Approval of the establishment of the Board of Directors Office. - Approval of the dismissal and appointment of the position of Person in charge of Corporate Governance.	
5	05/2024/NQ-HĐQT	27/06/2024	Approval of the implementation of the plan to issue shares to pay dividends in 2022	100%
6	06/2024/NQ-HĐQT	19/07/2024	Approval of the implementation of the 1st phase of the Redeemable Preferrence Shares buyback plan.	100%
7	07/2024/NQ-HĐQT	14/08/2024	Approval of the closing of the shareholder list of Nafoods Group Joint Stock Company.	100%
8	08/2024/NQ-HĐQT	12/12/2024	- Approval of the orientation for the 2025 Operating Plan. - Approval of Feasibility Study Report and Investment Budget for Projects.	100%
9	09/2024/NQ-HĐQT	12/12/2024	Approval of the implementation of 2nd phase of the Redeemable Preferrence Shares buyback plan.	100%

d) Activities of the Board of Directors' independent members. Activities of the Board of Directors' subcommittees: *(assessing activities of the subcommittees of the Board of Directors, specifying the number of meetings of each subcommittee, their contents and results).*

In 2024, the independent member of the BOD attended all meetings of the BOD and the Audit Committee, gave opinions and voted independently on issues discussed by the BOD participated in supervising, guiding and supporting the activities of the BOM as assigned by the BOD.

Independent members of the Board of Directors have made many contributions to the activities of the Board of Directors in particular and the production and business activities of the Company in general, with the principle of being proactive and independent in the activities of the Board of Directors, participating in supervising, supporting and directing the BOM according to the assigned functions and tasks.

During the year, the Independent Member of the Board of Directors did not find any significant risks arising in the compliance with laws, regulations, and rules by employees and company management. Internal audit and risk management activities were carried out fully and promptly, in compliance with procedures and regulations, ensuring work efficiency and action plans set forth by the Board of Directors and the BOM.

In 2024, the Strategy, Human Resources and Remmuneration Committee provided consulting support and reviewed documents related to the system's human resources and compensation strategy before submitting them to the Board of Directors, and performed the work of supervising activities related to the Strategy, Human Resources and Remmuneration of the Board of Directors.

The Audit Committee acts as an advisory unit, supporting the Board of Directors through the implementation of inspection activities, risk assessment, review of compliance with the Company's procedures and regulations, providing independent and objective opinions, and has performed its roles well.

The Investment Committee has organized the supervision of the implementation of projects invested by the Company and the investment activities of companies in the Nafoods Group ecosystem. Reviewed and approved feasibility study reports before submitting them to the Board of Directors. Appraised the investment strategy (investment, M&A, joint venture, association) of the Company submitted by the CEO to the BOD. Directed, supervised and reported to the Board of Directors on the implementation of the terms of commitment to shareholders and investors (including IFC, Finnfund, shareholders who are international financial investors and small shareholders, domestic shareholders).

e) The list of members of the Board of Directors possessing certificates on corporate gorvenance. The list of members of the Board of Directors participating in corporate governance training programs in the year: N/A

2. Board of Supervisors/Audit Committee

a) Members and structure of the Board of Supervisors/Audit Committee: *The list of members of the Board of Supervisors, ownership percentages of voting shares and other securities issued by the company)*: as Section V.1. The Board of Directors.

b) Activities of the Board of Supervisors/Audit Committee: *(Assessing activities of the Board of Supervisors/Audit Committee, specifying the number of Board of Supervisors'/Audit Committee's meetings, their contents and results*).

In 2024, the Audit Committee held 03 meetings with full participation of members. In addition, members of the Audit Committee regularly work and exchange work via email and phone to clarify related professional issues and promptly resolve urgent work.

No.	Member	Numbers of meeting attended	Attending ratio	Voting ratio	Reason for not attending
1	Mr **Johan Nyvene**	3/3	100%	100%	
2	Mrs **Dien Thi Lan Phuong**	3/3	100%	100%	

In 2024, members of the Audit Committee participated in meetings of the Board of Directors and monthly meetings of the BOM. Contribute opinions and direct the implementation of tasks under the authority of the Board of Directors and the BOM, ensuring compliance with the provisions of law and the Company's Charter. At the same time, advise and support the Board of Directors through the implementation of inspection activities, risk assessment, review of compliance with the Company's procedures and regulations, and provide independent and objective opinions.

In general, the activities of the BOD of the Company properly performed their rights and obligations as prescribed by law, in accordance with the Company's Charter, the Resolution of the General Meeting of Shareholders and the current Charter, ensuring the rights of shareholders.

The BOM complied with the functions, tasks and delegation of authority of the Board of Directors, actively implemented the Resolutions of the General Meeting of Shareholders and the Board of Directors of the Company. During the year, the Audit Committee did not receive any complaints from shareholders about the violations of the Board of Directors and the General Director in the process of implementing the assigned tasks.

3. Transactions, remunerations and benefits of the Board of Directors, Board of Management and Board of Supervisors/Audit Committee

***a) Salary, rewards, remuneration and benefits**: (Salary, rewards, remuneration and other benefits and expenses for each member of the Board of Directors, the Board of Supervisors/Audit Committee, Director and General Director and managers. Values of such remuneration, benefits and expenses shall be disclosed in details for each person. Non-material benefits which have not been/cannot be quantified by cash shall be listed and explained).*

In 2024, the General Meeting of Shareholders approved the Operating Budget (including remuneration) of the Board of Directors not to exceed 5% of the Company's profit after-tax. The total operating budget (including remuneration) of the Board of Directors in 2024 that the Company has paid was: VND 3.080.234.723, equivalent to 2,7% of profit after-tax in 2024, of which the total remuneration of the Board of Directors is VND 3.050.000.000 and the business expenses of the BOD members (including airfare, travel, accommodation, meals, meetings) was VND 30.234.723.

In addition to remuneration, Mr. Nguyen Manh Hung, the CEO received salary and other allowances according to his executive position. Total income from remuneration, salary and bonus of members of the Board of Directors and the BOM in 2024 was VND 4.498.610.000.

No.	Full name	Title	Board of Directors' remuneration (VND)	BOD income (VND)
1	Mrs **Dien Thi Lan Phuong**	Chairwoman	1.200.000.000	-
2	Mr **Nguyen Manh Hung**	Vice Chairman/CEO	1.200.000.000	1.448.610.000
3	Mr **Johan Nyvene**	Independent BOD Member	480.000.000	-

4	Mr **Nguyen Phi Bang**	BOD Member	65.000.000	-
5	Mr **Ho Hai Quan**	BOD Member	45.000.000	-
6	Mrs **Dang Thi Tham**	Secretary	60.000.000	-
	Total		**3.050.000.000**	**1.448.610.000**

b) Share transactions by internal shareholders: *Information about share transactions of members of Board of Directors, members of the Board of Supervisors/Audit Committee, Director (General Director), Chief Accountant, the company's managers, secretaries, major shareholders and their affiliated persons).*

No.	The person who makes the transaction	Internal person/ Relation with internal person	Opening		Closing		Reasons for changes
			Number of shares	Ratio	Number of shares	Ratio	
1	Dien Thi Lan Phuong	Internal person	0	0,00%	242.000	0,37%	Buy
2	Le Tuan	Affiliated person	9.900	0,02%	407.860	0,62%	Buy
3	Ho Hai Quan	Internal person	84.704	0,13%	97.174	0,15%	Buy
4	Nguyen Thi Trang	Internal person	226.541	0,36%	227.884	0,35%	Sell
5	Dang Thi Tham	Internal person	53.720	0,09%	48.400	0,07%	Sell

c) Contracts or transactions with internal shareholders: *Information about the contracts, or transactions signed or executed in the year by the members of the Board of Directors, Board of Supervisors/Audit Committee, Director (General Director), managers and affiliated persons with the Company, subsidiaries, and other companies in which the Company holds the control right.*

(Please see details in the published Audited Consolidated financial statements).

d) Assessing the implementation of regulations on corporate governance: *Specifying the contents which have not been implemented in accordance with the laws on corporate governance. Specifying reasons and solutions to improve the efficiency of corporate governance).*

Regarding corporate governance, Nafoods Group complies with the Corporate Governance Principles according to Best Practices for Public Companies in Vietnam drafted and issued by the State Securities Commission (SSC) in collaboration with the International Finance Corporation (IFC).

In addition to best practices as required by current regulations, the Code aims to encourage businesses to adopt standards that go beyond the minimum legal requirements.

In 2024, the Company has fully implemented the provisions of the law on corporate governance. In the coming time, to enhance the effectiveness of corporate governance activities, the Company will continue to pay attention, focus and send staff to participate in courses and training programs on corporate governance organized by the State Securities Commission and the HOSE.

VI. FINANCIAL STATEMENTS

1. Auditor's opinions

2. Audited financial statements: *Audited annual financial statements include: Balance sheet; Income statement; Cash flow statement; Financial Statements Explaination. In case the company has to prepare consolidated or general Financial Statements in accordance with the law on accounting and audit, the Financial Statements presented in the Annual Reports shall be the consolidated Financial Statements; and clearly state the addresses where the financial statements of the parent company to be published and provided).*

Recipients:
- SSC;
- HOSE;
- Archived.

CONFIRMATION BY THE COMPANY'S LEGAL REPRESENTATIVE

CEO

M.S.D.N: 2900326375 - C.T.C.P
CÔNG TY CỔ PHẦN NAFOODS GROUP
TP.VINH - T.NGHỆ AN

NGUYEN MANH HUNG