

2022’S REPORT OF INDEPENDENT BOARD DIRECTORS

I. ACTIVITIES OF INDEPENDENT DIRECTORS

- Providing constructive feedback and overseeing business plans and goals, as well as providing recommendations on the enhancement of internal regulations and policies to safeguard PDR's collective interests.
- Identifying areas where corporate governance (“CG”) needs improvements and presenting specific recommendations to the Board of Directors.
- Sharing expertise with the Board of Management (“BOM”) to foster human resource development and bolster corporate governance practices.

II. ASSESSMENT OF THE BOD'S ACTIVITIES

- At the beginning of 2022, PDR's Board of Directors (“BOD”) comprised nine members, including three independent directors (with Mr. Le Minh Dung, one of the independent directors, resigned on July 11, 2022) and four non-executive directors. All Board members actively engaged in strategic planning, ensuring compliance, monitoring the activities of the BOM, and upholding the required corporate governance standards set by the law.
- In 2022, the Audit Committee consisted of three members, with one independent director serving as the committee head and two non-executive directors as members. The committee successfully fulfilled its objectives, identifying various risks and actively advising the BOD and the BOM on addressing non-compliance issues.
- Board meetings were regularly scheduled and conducted in accordance with established regulations. During these meetings, Board members thoroughly discussed and reviewed meeting content, enabling them to provide the most effective directions and solutions for the Company.
- Various topics such as business strategy, financial strategy, corporate culture, and management system development were regularly discussed between the BOD and the BOM.
- When considering new project investments, the BOD and BOM engaged in detailed study, debate, and critical evaluation, often involving the participation of independent experts.
- The BOD and BOM worked collaboratively to effectively handle crises.

1. Assessment of the BOD’s supervision of the CEO and other BOM members

- a. In general, the BOD has done an excellent job of supervising the BOM, ensuring that the Company's activities are strictly controlled to stay on the right track and to make timely adjustments as needed.
- b. The BOD regularly supervised and oriented the CEO and the BOM’s management roles, ensuring compliance with decentralization regulations, policies and plans set forth by the BOD, as well as legal provisions.

- c. Some regular and important meetings of the BOM involved the participation of non-executive Board members. BOD members analyzed, challenged, and consulted on the BOM's decisions in order to arrive at the best solutions for the Company's interests. As a result, the BOD was well informed about the Company's operational situation and real-time requirements.
- d. The BOD members proactively acknowledged their roles and responsibilities to assist the BOM, as they held numerous experience-sharing and training sessions on corporate governance and management for the BOM and middle managers.

2. Overall assessment of the BOD's activities

- a. The BOD's work in 2022 was carried out in accordance with the BOD's operation plan, the GMS's Resolution as well as the Company's Charter and internal CG regulations.
- b. All BOD members maintained a high level of responsibility and professionalism and were well aware of their roles in protecting the Company's interests.
- c. To challenge and provide technical support for CG, the BOD has proactively sought consultations from external consultants.
- d. Through consulting and training sessions for the BOM, the BOD members proposed and advised the BOM on improving CG, organizational restructuring, and policies and solutions to handle risks arising in the Company's operations.
- e. The BOD has directed numerous effective and timely solutions to assist the BOM in overcoming operational challenges and performed well its supervision and monitoring roles to ensure the Company's absolute legal compliance.
- f. The BOD took a professional, proactive, and highly committed approach to risk management and effectively regulated short-term and long-term goals.

III. RECOMMENDATIONS TO THE BOARD OF DIRECTORS

- a. To increase the number of independent directors in order to ensure diversity and constructive criticism for the BOD and the BOM.
- b. To improve the risk management capacity of all BOD and BOM members.
- c. To consider adding female BOD members to increase the BOD's gender diversity in accordance with corporate governance best practices.

HCMC, April 25, 2023

Independent Board Director

Independent Board Director

(Signed)

(Signed)

KHUONG VAN MUOI

TRAN TRONG GIA VINH

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