

No. /TB-PBHC

*Ho Chi Minh City, April 20<sup>th</sup>, 2021*

## **STATEMENT**

### **Nomination, candidacy for members of the Board of Directors, members of the Supervisory**

Dear Shareholders: Petrovietnam Fertilizer and Chemical Corporation - Joint Stock Company

According to the announcement of the 2021 Annual Meeting of the General Meeting of Shareholders (General Meeting of Shareholders) of Petrovietnam Fertilizer and Chemical Corporation (PVFCCo), stock code DPM, at this meeting the Corporation The company proceeded to dismiss, elected members of the Board of Directors (BOD) and elected members of the Supervisory Board (Supervisory Board).

Regarding the Board of Directors, among the 6 incumbent members of the Board of Directors, a member of the Board of Directors elected to the Board of Directors on April 28, 2016 will end his 5-year term on April 28, 2021 (Mr. Louis T Nguyen). At the same time, at the request of the major shareholder of Vietnam Oil and Gas Group (PVN), the Corporation plans to submit to the General Meeting of Shareholders for dismissal before the deadline of 02 members of the Board of Directors for the reason of being assigned. Thus, the Board of Directors needs to elect at least 02 members to ensure a minimum number of 5 members according to the provisions of the Charter of the Corporation.

Regarding the Supervisory Board, among the three incumbent members of the Supervisory Board, a member of the Supervisory Board was elected to the Supervisory Board on April 28, 2016, and the term of the 5-year term will end on April 28, 2021 (Mr. Huynh Kim Nhan). Thus, the Supervisory Board needs to elect 01 member to ensure the number as prescribed by the Charter of the Corporation

Pursuant to the Enterprise Law 2020, Decree No. 155/2020 / ND-CP dated December 31, 2020 of the Government and with the above expectation, the Board of Directors of the Corporation respectfully informs shareholders about Standing for election, nominating personnel to elect to the Board of Directors, the Supervisory Board at the 2021 Annual General Meeting of Shareholders as follows:

#### **1. Number of members of the Board of Directors and the Supervisory Board to be elected:**

According to the provisions of the current Corporation's Charter, the Board of Directors has 05 to 06 members. Based on the situation that members of the Board of Directors expire and dismiss members of the Board of Directors ahead of time, to ensure the number of members of the Board of Directors in accordance with the provisions of the

Corporation's Charter and to meet the actual requirements in governance of the Corporation, the Board of Directors. will submit to the General Meeting of Shareholders for the election of 02 members to the Board of Directors at the annual meeting convened on April 27, 2021.

According to the current Corporation's Charter, the Supervisory Board has 03 members. Based on the situation of having 01 member of the Supervisory Board at the end of his term, in order to ensure the number of members of the Supervisory Board in accordance with the regulations of the Corporation's Charter and meeting the actual requirements, the Board of Directors will submit to the General Meeting of Shareholders to elect one member to the Supervisory Board at the term. Annual meeting convened on April 27, 2021.

## **2. Nomination rules**

2.1. Self-nominated or nominated candidates for members of the BOD shall meet the following criteria and conditions for BOD members and the following nomination/election rules:

- Have full legal capacity, not prohibited from managing an enterprise under the provisions of the Law on Enterprises; Be an individual shareholder with at least 5% of the total number of ordinary shares; or other types of shareholders with high educational level, business capacity and corporate governance, legal knowledge, and professional experience, especially in the Corporation's field of business;

- BOD members must not be related person of the manager or the person authorized to designate the manager of the parent company - Vietnam Oil and Gas Group (PVN);

- Self-nominated candidates who are individual shareholders must hold at least 5% of the Corporation's total shares with voting rights in a continuous period of at least 6 months until 27 May 2020 - the date of determining the list of shareholders entitled to attend the General Meeting of Shareholders. Other candidates must be nominated by a shareholder or a group of shareholders holding at least 5% of the Corporation's total shares in a continuous period of at least 6 months until 27 May 2020 - the date of determining the list of shareholders entitled to attend the General Meeting of Shareholders.

- Self-nominated and nominated candidates (hereinafter collectively referred to as candidates) must submit a valid and timely candidate profile as prescribed.

## **2.2. Number of candidates**

The minimum number of candidates must be equal to the number of newly elected members, which is 01 member. The shareholder/group of shareholders shall nominate the quantity of candidates according to the Corporation's Charter as follows:

- The shareholder/group of shareholders holding from 5% to less than 10% of the total shares with voting rights in a continuous period of at least 6 months shall be eligible to nominate 01 candidate.

- The shareholder/group of shareholders holding from 10% to less than 30% of the total shares with voting rights in a continuous period of at least 6 months shall be eligible to nominate 02 candidates.

- The shareholder/group of shareholders holding from 30% to less than 40% of the total shares with voting rights in a continuous period of at least 6 months shall be eligible to nominate 03 candidates.

- The shareholder/group of shareholders holding from 40% to less than 50% of the total shares with voting rights in a continuous period of at least 6 months shall be eligible to nominate 04 candidates.

- The shareholder/group of shareholders holding from 50% to less than 60% of the total shares with voting rights in a continuous period of at least 6 months shall be eligible to nominate 05 candidates.

- The shareholder/group of shareholders holding from 60% of the total shares with voting rights in a continuous period of at least 6 months shall be eligible to nominate 06 candidates.

### **3. Candidate profiles**

- A letter of nomination for the BOD, along with the candidate's commitment to act honestly as a BOD member if he/she gets elected to the BOD (according to the attached form);

- A self-declared curriculum vita (according to the attached form);

- Documents which prove and certify the number of shares owned by the shareholder or group of shareholders in a continuous period of the latest 6 months (until 27 May 2020) or equivalent documents from Securities companies where such (group of) shareholder(s) open account(s) or from the Vietnam Securities Depository (until 25 May 2020);

- Meeting minutes + List of Shareholders (in case candidates are nominated by a group of shareholders);

- Notarized or certified copies of: Identity Card/Passport, professional certificates;

### **4. Profiles receiving address**

- The candidate profiles shall be submitted directly or through registered mail to the headquarter of the Corporation, packaged in a sealed envelope and clearly printed Candidate profiles for the BOD on the outer envelope. Recipient's address: GMS Organizing Committee, PVFCCo, 7<sup>th</sup> floor, No. 43 Mac Dinh Chi, District 1, HCMC. Tel.: (028) 3825 6258; Fax: (028) 3825 6269.

- In case you need to contact GMS Organizing Committee to discuss and clarify relevant information, please contact Mr. Truong The Vinh, Secretary of the Corporation, phone number: (028) 3825 6258 (extension: 1117); Mobile phone: 091.369 0088, or Email: ttvinh@@pvfccco.com.vn

### **5. Candidate Petition Deadline for the Board of Directors**

- Candidate Petition Deadline: To notify the candidate information to the shareholders in accordance with the provisions of Decree No. 71/2017/ND-CP of the Government, and to help the Corporation make a list of candidates in time to preparation for the election, the Corporation requests the shareholders to submit candidate profiles before 16:00 on 09 June 2020.

**6. Prepare an electoral list to submit to the General Meeting of Shareholders**

- After the candidate petition deadline, if the shareholders do not nominate or elect at least 01 candidate or the candidate does not meet the criteria and conditions as prescribed, the current BOD will nominate more candidates under the competence defined in the Charter of the Corporation to report and propose to the General Meeting of Shareholders.

- Only qualified candidate profiles and qualified candidates meeting the corresponding qualifications of the BOD members will be included in the list of candidates announced at the General Meeting of Shareholders.

Thank you for your cooperation and support.

**Sincerely.**

**ON BEHALF OF THE BOD  
CHAIRMAN**

**Nguyen Tien Vinh**