### HANOI REINSURANCE JOINT STOCK CORPORATION

SOCIALIST REPUBLIC OF VIETNAM Independence - Freedom - Happiness

Hanoi, 2025

#### PROPOSAL

## On the amendment and issuance of the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Directors of Hanoi Reinsurance Joint Stock Corporation

#### To: GENERAL MEETING OF SHAREHOLDERS

Pursuant to the Law on Enterprises No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

Pursuant to the Law on Securities No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of certain provisions of the Law on Securities;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, guiding certain corporate governance regulations applicable to public companies under Decree No. 155/2020/NĐ-CP dated December 31, 2020, issued by the Government detailing the implementation of certain provisions of the Law on Securities;

Pursuant to the draft amendments to the Charter of Hanoi Reinsurance Joint Stock Corporation, in order to align with regulatory updates, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval the draft amendments to the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Directors of Hanoi Reinsurance Corporation, as attached.

Respectfully./.

### ON BEHALF OF BOARD OF DIRECTORS CHAIRMAN

# AMENDMENT TO THE INTERNAL REGULATIONS ON CORPORATE GOVERNANCE OF HANOI RE

(Attached to the Proposal on the amendment and issuance of the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Directors of Hanoi Reinsurance Joint Stock Corporation)

Article	Current Charter provisions	Proposed amendments and supplements	Reasons
Article 2. General Meeting of shareholders	<ul><li>2.1.2. The General Meeting of Shareholders has the following rights and obligations:</li><li>j. Decide the budget or total remuneration, bonus and other benefits for the Board of Directors;</li></ul>	<ul> <li>2.1.2. The General Meeting of Shareholders has the following rights and obligations:</li> <li>j. Decide the budget or total remuneration, <u>salary</u>, bonus and other benefits for the Board of Directors;</li> </ul>	Supplement regulations on salaries
	<ul> <li>2.1.3. The General Meeting of Shareholders discusses and approves the following issues:</li> <li>h) Decide the budget or total remuneration, bonus and other benefits for the Board of Directors;</li> </ul>	<ul> <li>2.1.3. The General Meeting of Shareholders discusses and approves the following issues:</li> <li>h) Decide the budget or total remuneration, salary, bonus and other benefits for the Board of Directors;</li> </ul>	Supplement regulations on salaries
Article 3. Board of Directors	<ul> <li>3.3. Remuneration and Other Benefits of Board of Directors members</li> <li>Hanoi Re has the right to pay remuneration and bonuses to members of the Board of Directors according to business results and efficiency.</li> <li>Members of the Board of Directors are entitled to work remuneration and bonuses. Remuneration for work is calculated according to the number of</li> </ul>	<ul> <li>3.3. Remuneration and Other Benefits of Board of Directors members</li> <li>Hanoi Re has the right to pay remuneration, <u>salaries</u> and bonuses to members of the Board of Directors according to business results and efficiency.</li> <li>Members of the Board of Directors are entitled to work remuneration, <u>salaries</u> and bonuses. Remuneration for work is calculated according to the number of</li> </ul>	Supplement regulations on salaries

Article	Current Charter provisions	Proposed amendments and supplements	Reasons
	working days necessary to complete the	working days necessary to complete the	
	duties of the members of the Board of	duties of the members of the Board of	
	Directors and the daily remuneration	Directors and the daily remuneration	
	rate. The Board of Directors estimates	rate. The Board of Directors estimates	
	the remuneration for each member on	the remuneration, <u>salary</u> for each	
	the principle of consensus. The total	member on the principle of consensus.	
	remuneration and bonus of the Board of	The total remuneration, <u>salary</u> and	
	Directors is decided by the General	bonus of the Board of Directors is	
	Meeting of Shareholders at the annual	decided by the General Meeting of	
	meeting.	Shareholders at the annual meeting.	
	– Members of the Board of Directors	– Members of the Board of Directors	
	holding executive positions or members	holding executive positions or members	
	of the Board of Directors working at the	of the Board of Directors working at the	
	committees of the Board of Directors or	committees of the Board of Directors or	
	performing other work outside the	performing other work outside the	
	normal scope of duties of a member. The	normal scope of duties of a member. The	
	Board of Directors may be paid	Board of Directors may be paid	
	additional remuneration in the form of a	additional salary and remuneration in	
	one-time lump-sum remuneration,	the form of a one-time lump-sum	
	salary, commission, percentage of profit	remuneration, <del>salary</del> , commission,	
	or in another form as decided by the	percentage of profit or in another form	
	Board of Directors.	as decided by the Board of Directors.	
	3.5.3. Activities of the Audit Committee	3.5.3. Activities of the Audit Committee	Supplement
	– The independent Board member in the	– The independent Board member in the	regulations on
	Audit Committee is responsible for	Audit Committee is responsible for	salaries

Article	Current Charter provisions	Proposed amendments and supplements	Reasons
	reporting on its activities at the Annual	reporting on its activities at the Annual	
	General Meeting of Shareholders. The	General Meeting of Shareholders. The	
	activity report of the independent Board	activity report of the independent Board	
	member in the Audit Committee at the	member in the Audit Committee at the	
	Annual General Meeting of Shareholders	Annual General Meeting of Shareholders	
	must include the following contents:	must include the following contents:	
	a. Remuneration, operating expenses,	a. Remuneration, <u>salary,</u> operating	
	and other benefits of the Audit	expenses, and other benefits of the	
	Committee and each of its members	Audit Committee and each of its	
	as stipulated in the Law on	members as stipulated in the Law on	
	Enterprises;	Enterprises;	
	5.1.5. Review of the Implementation of	5.1.5. Review of the Implementation of	Revised to align
Article 5. Other	Resolutions and other a <u>uthorized</u>	Resolutions and other d <u>elegated</u>	with the
activities	matters of the Board of Directors for the	matters of the Board of Directors for the	functions of the
	Chief Executive Officer:	Chief Executive Office:	BOD
	At the quarterly regular meetings of the	At the quarterly regular meetings of the	
	Board of Directors, the Chief Executive	Board of Directors, the Chief Executive	
	Officer reports to the Board on the	Officer reports to the Board on the	
	review of the implementation of the	review of the implementation of the	
	resolutions issued by the Board of	resolutions issued by the Board of	
	Directors	Directors	

# AMENDMENT TO THE OPERATING REGULATIONS OF THE BOARD OF DIRECTORS OF HANOI RE

(Attached to the Proposal on the amendment and issuance of the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Directors of Hanoi Reinsurance Joint Stock Corporation)

Article	Current provisions	Proposed amendments	Reasons
Article 19:	19.1. The company has the right to pay	19.1. The company has the right to pay	Supplement
Remuneration,	remuneration and bonuses to members of	remuneration, <u>salaries</u> and bonuses to	regulations on salaries
<u>salary,</u> bonus	the Board of Directors according to business	members of the Board of Directors according	
and other	results and efficiency.	to business results and efficiency.	
benefits of	19.2. Members of the Board of Directors are	19.2. Members of the Board of Directors are	
members of the	entitled to work remuneration and bonuses.	entitled to work remuneration, salaries and	
Board of	Remuneration for work is calculated	bonuses. Remuneration for work is	
Directors	according to the number of working days	calculated according to the number of	
	necessary to complete the duties of the	working days necessary to complete the	
	members of the Board of Directors and the	duties of the members of the Board of	
	daily remuneration rate. The Board of	Directors and the daily remuneration rate.	
	Directors estimates the remuneration for	The Board of Directors estimates the	
	each member on the principle of consensus.	remuneration, <u>salary</u> for each member on the	
	The total remuneration and bonus of the	principle of consensus. The total	
	Board of Directors is decided by the General	remuneration, <u>salary</u> and bonus of the Board	
	Meeting of Shareholders at the annual	of Directors is decided by the General	
	meeting.	Meeting of Shareholders at the annual	
		meeting.	
	19.4. Members of the Board of Directors	19.4. Members of the Board of Directors	
	holding executive positions or members of	holding executive positions or members of	
	the Board of Directors working at the	the Board of Directors working at the	
	committees of the Board of Directors or	committees of the Board of Directors or	

Article	Current provisions	Proposed amendments	Reasons
	performing other work outside the normal	performing other work outside the normal	
	scope of duties of a member. The Board of	scope of duties of a member. The Board of	
	Directors may be paid additional	Directors may be paid additional salary and	
	remuneration in the form of a one-time	remuneration in the form of a one-time	
	lump-sum remuneration, salary,	lump-sum remuneration, <del>salary,</del>	
	commission, percentage of profit or in	commission, percentage of profit or in	
	another form as decided by the Board of	another form as decided by the Board of	
	Directors.	Directors.	