

REPORT ON CORPORATE GOVERNANCE

(Promulgated with the Circular No 96/2020/TT-BTC on November 16, 2020 of the Minister of Finance)

**ART DESIGN & COMMUNICATION JOINT
STOCK COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Hanoi, January 19, 2026

REPORT ON CORPORATE GOVERNANCE (Year 2025)

To: - State Securities Commission of Vietnam;
- Stock Exchange.

- Name of company: **Art Design & Communication Joint Stock Company**
- Address of head office: Floor 12A, Diamond Flower Building, Lot C1 Trung Hoa Nhan Chinh Urban Area, Yen Hoa Ward, Thanh Xuan District, Hanoi City, Vietnam
- Phone : 024 35121569 Fax : 024 35121385 Email : info@adc.net.vn
- Charter capital: 39,779,360,000 VND
- Stock symbol: ADC
- Governance model:
- + General Meeting of Shareholders, Board of Directors, Board of Supervisors, and Board of Management.
- The implementation of internal audit: Implemented.

I. Activities of the General Meeting of Shareholders

Information on meetings, resolutions and decisions of the General Meeting of Shareholders (including the resolutions of the General Meeting of Shareholders approved in the form of written comments):

No.	Resolution/Decision No.:	Date	Content
	01/2025/NQHCD- MTTT	25/04/2025	1. Approval of the 2024 business performance results and profit distribution 2. Approval of the 2025 business performance plan 3. Approval of the 2024 business performance report and 2025 business plan of the Board of Directors 4. Approval of the 2024 business performance report and 2025 business plan of the Board of Supervisors 5. Approval of the 2024 performance report and 2025 performance plan of the Executive Board 6. Approval of the 2024 audited financial statements 7. Approval of the selection of an auditing company for 2025 8. Approval of the results of the election of additional members of the Board of Directors for the 2023 – 2028 term 9. Approval of the addition of the Company’s business lines

II. Board of Directors (Annual Report 2025)

1. Information about the members of the Board of Directors

No.	Board of Directors' members	Position (Independent members of the Board of Directors, Non-	The date becoming/ceasing to be the member of the Board of Directors	
			Date of appointment	Date of dismissal

		executive members of the Board of Directors)		
1	Mr. Dang Viet Manh	Chairman	Chairman of BOD; from 25/04/2025	
2	Mr. Dinh Gia Le	Member of BOD	Chairman of BOD, from 08/08/2024 to 25/04/2025 Member of BOD: from 25/04/2025	Removal of a member of BOD from 25/04/2025
3	Mr. Pham Van Thang	Member of BOD	27/04/2023	
4	Ms. Nguyen Bich La	Member of BOD	27/04/2023	
5	Mr. Pham Huy Phong	independent member of the BOD, non-executive member of the BOD	27/04/2023	

2. Meetings of the Board of Directors:

No.	Board of Director'member	Number of meetings attended by Board of Directors	Attendance rate	Reasons for absence
1	Mr. Dang Viet Manh	04	57%	Appointed during the year
2	Mr. Dinh Gia Le	07	100%	
3	Mr. Pham Van Thang	07	100%	
4	Ms. Nguyen Bich La	07	100%	
5	Mr. Pham Huy Phong	07	100%	

3. Supervising the Board of Management by the Board of Directors:

4. Activities of the Board of Directors' subcommittees (If any):

5. Resolutions/Decisions of the Board of Directors (Annual Report 2025):

No.	Resolution/Decision No.	Date	Content	Approval rate
1	01-2025/NQ- HDQT	09/01/2025	- Approval of 2024 business and production results - Some key tasks in the first quarter of 2025	
2	02-2025/NQ-HDQT	05/03/2025	- Approval of the last registration date to exercise the right to attend the 2025 Shareholders' Meeting - Approval of the last registration date to exercise the right to receive interim cash dividends for 2024	100%
3	03-2025/NQ- HDQT	01/04/2025	- Approval of production and business results for the first quarter of 2025 - Approval of the content of the Documents before the 2025 Annual General Meeting of Shareholders - Some key tasks for the second quarter of 2025.	100%
4	04-2025/NQ- HDQT	25/04/2025	- Agree to resign from the position of Chairman of the Board of Directors of Mr. Dinh Gia Le - Elect Chairman of the Board of Directors for the term 2023 – 2028 from April 25, 2025	100%
5	05-2025/NQ- HDQT	27/06/2025	- Approval of the selection of the auditor for 2025 - Appointment of the person in charge of corporate governance	100%
6	06-2025/NQ- HDQT	09/07/2025	- Approval of production and business results for the first 6 months of 2025	100%

			- Approval of the company's salary fund plan for 2025 - Some key tasks for the second quarter of 2025	
7	07-2025/NQ-HĐQT	13/10/2025	- Approval of business performance results for the first nine (09) months of 2025 - Key tasks for the fourth quarter of 2025	100%

III. Board of Supervisors (Annual Report 2025)

1. Information about members of Board of Supervisors :

No.	Member of Board of Supervisors/ Audit Committee	Position	The date becoming/ceasing to be the member of the Board of Supervisors/ Audit Committee	Qualification
1	Ms. Nguyen Thi Thu Hong	Head of Board of Supervisors for the term 2023-2028	27/04/2023	Bachelor of Economics
2	Ms. Tran Thi Thu Huong	Member of Board of Supervisors for the term 2023-2028	27/04/2023	Bachelor of Economics
3	Mr. Vu Duc Tinh	Member of Board of Supervisors for the term 2023-2028	27/04/2023	Bachelor of Economics

2. Meeting of Board of Supervisors

No.	Member of BOS	Number of meetings attended	Attendance rate	Voting rate	Reason for absence
1	Ms. Nguyen Thi Thu Hong	2	100%	100%	
2	Ms. Tran Thi Thu Huong	2	100%	100%	
3	Mr. Vu Duc Tinh	2	100%	100%	

3. Supervising Board of Directors, Board of Management and shareholders by Board of Supervisors or Audit Committee:

4. The coordination among the Board of Supervisors, Audit Committee, the Board of Management, Board of Directors and other managers:

5. Other activities of the Board of Supervisors(if any):

IV. Board of Management

No.	Members of Board of Management	Date of birth	Qualification	Date of appointment / dismissal of members of the Board of Management /
1	Mr. Pham Van Thang	15/08/1982	Master of Economics	12/06/2017
2	Ms. Nguyen Bich La	09/05/1972	Bachelor of Fine Arts	01/06/2016
3	Ms. Nguyen Thi Hong Hanh	22/10/1974	Bachelor of Elementary Education	14/05/2019

V. Chief accountant

Name	Date of birth	Qualification	Date of appointment/ dismissal
Mr. Nguyen Van Quyet	01/08/1990	Bachelor of Economics	27/04/2023

VI. Training courses on corporate governance:

Training courses on corporate governance were involved by members of Board of Directors, the Board of Supervisors, Director (General Director), other managers and secretaries in accordance with regulations on corporate governance:

- The Executive Director has completed the Corporate Governance Training Course for Public Joint Stock Companies from June 13, 2024 to June 14, 2024 of the Securities Science Research and Training Center under the State Securities Commission.

VII. The list of affiliated persons of the public company (Semi-annual report/annual report) and transactions of affiliated persons of the Company)**1. List of related persons of the company:**

- None.

2. Transactions between the company and related persons of the company; or between the company and major shareholders, insiders, and related persons of insiders:

- No transaction.

3. Transactions between insiders, related persons of insiders and subsidiaries, companies controlled by the company

- No transaction.

4. Transactions between the company and other entities

4.1. Transactions between the company and companies in which members of the Board of Directors, members of the Supervisory Board, Directors (General Directors) and other managers have been and are founding members or members of the Board of Directors, Directors (General Directors) in the past three (03) years (calculated at the time of preparing the report):

- No transaction.

4.2. Transactions between the company and companies in which persons relating to members of the Board of Directors, members of the Board of Supervisors, Director (General Director) and other managers are members of the Board of Directors, Director (Chief Executive Officer)

- No transactions.

4.3. Other transactions of the company (if any) that may bring material or non-material benefits to members of the Board of Directors, members of the Board of Supervisors, Directors (General Directors) and other managers

- No transactions.

VIII. Share transactions of internal persons and their affiliated persons (Annual Report)**1. List of insiders and related persons of insiders**

No.	Full name	Securities transaction account	Position	ID card/ Passport No. And Date and Place of issue	Contact address	Number of shares owned at the end of the period	End of period share ownership ratio	Note
1	Dang Viet Manh		Chairman of BOD			0	0	
1.1	Dang Viet Loi					0	0	Father
1.2	Huy Thi Lac					0	0	Mother
1.3	Nguyen Hoai Thuong					0	0	Wife
1.4	Dang Gia Han					0	0	Daughter
1.5	Dang Mai An					0	0	Daughter
1.6	Dang Viet Bay					0	0	Brother
1.7	Dang Thi Mai Huong					0	0	Sister

No.	Full name	Securities transaction account	Position	ID card/ Passport No. And Date and Place of issue	Contact address	Number of shares owned at the end of the period	End of period share ownership ratio	Note
1.8	Tran Xuan Cuong					0	0	Brother-in-law
1.9	Nguyen Huu Thiet					0	0	Father- in - law
1.10	Vu Thi Duong					0	0	Mother-in-law
2	Dinh Gia Le		Member of BOD			0	0	
2.1	Nguyen Thu Minh					0	0	Wife
2.2	Dinh Moc Lan					0	0	Daughter
2.3	Dinh Yen Khe					0	0	Daughter
2.4	Dinh Gia Bao					0	0	Son
2.6	Dinh Da Quynh					0	0	Sister
2.7	Dinh Y Nhi					0	0	Sister
3	Pham Van Thang		Board Member, Executive Director			281.244	7,07%	
3.1	Pham Van Ho					0	0	Father
3.2	Nguyen Thi Tan					0	0	Mother
3.3	Pham Khac Hoan					0	0	Brother
3.4	Pham Thi Thanh Toan					0	0	Sister
3.5	Nguyen Thi Ha Thu					0	0	Wife
3.6	Pham Van Bao Nam					0	0	Son
3.7	Pham Yen Nhi					0	0	Daughter
4	Nguyen Bich La		Member of BOD, Deputy Director			26.520	0,67%	
4.1	Nguyen Trong Cat					0	0	Father
4.2	Tran Quoc Tuan					0	0	Husband
4.3	Tran Hieu Linh					0	0	Child
4.4	Tran Quoc Bao Minh					0	0	Son
5	Phạm Huy Phong		Member of BOD			0	0	
5.1	Pham Xuan Ha					189.9	4,77%	Father
5.2	Phan Thi Bich Ngoc					0	0	Mother
5.3	Pham Thi Ngoc Diep					195.78	4,92%	Sister
5.4	Nguyen Viet Hung					198.64	4,99%	Brother-in -law

No.	Full name	Securities transaction account	Position	ID card/ Passport No. And Date and Place of issue	Contact address	Number of shares owned at the end of the period	End of period share ownership ratio	Note
5.5	Pham Xuan Minh Thao					0	0	Daughter
6	Nguyen Thi Thu Hong		Head of Board of Supervisor			0	0	
6.1	Nguyen Thi Thanh Hieu					0	0	Mother
6.2	Nguyen Thu Ha					0	0	Sister
6.3	Doan Vu Khoa					0	0	Son
6.4	Doan Tue Nhi					0	0	Daughter
7	Tran Thi Thu Huong		Member of Board of Supervisor			2059	0,05%	
7.1	Trần Văn Hình					0	0	Father
7.2	Nguyễn Thị Hợp					0	0	Mother
7.3	Trịnh Anh Sơn					0	0	Husband
7.4	Trịnh Thu Hà					3978	0,10%	Daughter
7.5	Tran Duc Thanh					0	0	Brother
7.6	Tran Thi Hanh					0	0	Sister
8	Vu Duc Tinh		Member of Board of Supervisor			0	0	
8.1	Vu Duc Tuan					0	0	Father
8.2	Tran Thi Dieu					0	0	Mother
8.3	Phan Thi Phuong Anh					0	0	Wife
8.4	Vu Duc Long					0	0	Son
8.5	Vu Ngoc Diep					0	0	Daughter
8.6	Vu Duc Tuan					0	0	Brother
8.7	Truong Huyen Anh					0	0	Sister – in-law
8.8	Phan Van Dong					0	0	Father- in-law
8.9	Luu Thi Thi					0	0	Mother-in-law
9	Nguyen Thi Hong Hanh		Deputy Director			6.370	0,16%	
9.1	Nguyen Sy Tau					0	0	Father
9.2	Dang Thi Hien					0	0	Mother
9.3	Nguyen Binh Sinh					0	0	Brother
9.4	Nguyen Viet Khoa					0	0	Brother
9.5	Tran Xuan Du					0	0	Husband
9.6	Tran Duy					0	0	Son
9.7	Tran Duc An					0	0	Son
10	Nguyen Van Quyet		Chief Accountant			0	0	
10.1	Nguyen Van Y					0	0	Father
10.2	Nguyen Thi Huong					0	0	Mother

No.	Full name	Securities transaction account	Position	ID card/ Passport No. And Date and Place of issue	Contact address	Number of shares owned at the end of the period	End of period share ownership ratio	Note
10.3	Nguyen Thi Thom					0	0	Sister
10.4	Nguyen Van Thang					0	0	Brother
10.5	Nguyen Thi Thanh Thao					0	0	Sister
10.6	Nguyen Thi Yen					0	0	Wife
10.7	Nguyen Tuan Phong					0	0	Son
10.8	Nguyen Tue Minh					0	0	Daughter
11	Nguyen Bao Oanh	033CC3 9044	Corporate governance officer			3972	0,1%	
11.1	Nguyen Sy Ty					0	0	Father
11.2	Cao Thi Phong					0	0	Mother
11.3	Vu Duy Cang					0	0	Father-in-law
11.4	Nguyen Thi Hue					0	0	Mother – in –law
11.5	Vu Minh Hai					0	0	Husband
11.6	Vu Minh Quang					0	0	Son
11.7	Vu Hoang Mai					0	0	Daughter
11.8	Nguyen Si Tuan					0	0	Brother
11.9	Dang Thi Thanh					0	0	Sister-in-law

2. Transactions of insiders and related persons on company shares

- No transaction

IX. Other significant issues:

None.

The Recipients:

- State Securities Commission
- Hanoi Stock Exchange
- File: Archives

CHAIRMAN OF THE BOARD OF DIRECTORS

(signed and sealed)

Dang Viet Manh