



Hanoi, March 12<sup>th</sup>, 2021

## **OPERATING REGULATIONS OF THE BOARD OF DIRECTORS**

*Pursuant to the Securities Law on November 26<sup>th</sup>, 2019;*

*Pursuant to the Enterprise Law on June 17<sup>th</sup>, 2020;*

*Pursuant to the Government's Decree No. 155/2020/ND-CP on December 31<sup>st</sup>, 2020, detailing the implementation of a number of articles of the Securities Law;*

*Pursuant to Circular No. 116/2020/TT-BTC on December 31<sup>st</sup>, 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies in Decree No. 155/2020/ND-CP on December 31<sup>st</sup>, 2020 of the Government detailing the implementation of a number of articles of the Securities Law;*

*Pursuant to the Charter of FPT Corporation (the "Company");*

*Pursuant to the Resolution of the General Meeting of Shareholders dated April 08<sup>th</sup>, 2021*

The Board of Directors promulgates the Operating Regulations of the Board of Directors of the Company.

The operating regulations of the Board of Directors of the Company includes the following contents:

### **Chapter I**

#### **GENERAL PROVISION**

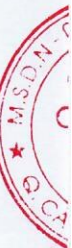
##### **Article 1. Subjects and scope of regulations**

1. Scope of regulations: The operating regulations of the Board of Directors specifies the organizational structure, operating principles, the powers and obligations of the Board of Directors and members of the Board of Directors in accordance with the Enterprise Law, the Company Charter and other relevant regulations.
2. Subjects: These regulations are applicable to the Board of Directors and members of the Board of Directors.

##### **Article 2. Operating principles of the Board of Directors**

1. The Board of Directors operates based on the collective principle and make decision according to the majority (over 50% of the members of the Board of Directors attending the meeting or more than 50% of the members who have the right to vote in written form) on issues under the decision-making authority of the Board of Directors in accordance with the Enterprise Law, the Company's Charter and these regulations. In case the number of opposing votes and the number of affirmative votes are equal, the final decision shall belong to the side with the opinion of the Chairman of the Board of Directors.
2. Other principles are in accordance with the Company's Charter, Internal Corporate Governance Regulations and relevant law provisions.

### **Chapter II**





## **MEMBERS OF THE BOARD OF DIRECTORS**

### **Article 3. Rights and obligations of members of the Board of Directors**

The Board of Directors has rights and obligations as stipulated in the Company's Charter, Internal Corporate Governance Regulations and relevant law provisions.

### **Article 4. Right to be provided with information of members of the Board of Directors**

1. Members of the Board of Directors have the right to request the Chief Executive Officer, Deputy Chief Executive Officer and other managers of the Company to provide information and documents on the financial performance and business activities of the Company and of the Company's units.
2. The manager is required to promptly, fully and accurately provide information and documents at the request of a member of the Board of Directors.

### **Article 5. Term of office and number of members of the Board of Directors**

1. The number of members of the Board of Directors is at least five (05) people and at maximum seven (07) people. The term of office of the Board of Directors is five (05) years. The term of office of a member of the Board of Directors shall not exceed five (05) years; Members of the Board of Directors may be re-elected for an unlimited number of terms. An individual can only be elected as an independent member of the Board of Directors of a company for no more than 2 consecutive terms.
2. The total number of the non-executive members of the Board of Directors must account for at least one third (1/3) of the total number of the members of the Board of Directors. The company must have at least two (02) independent members of the Board of Directors. The minimum number of non-executive/independent members of the Board of Directors is determined by the method of rounding down.

### **Article 6. Standards and requirements for members of the Board of Directors**

Members of the Board of Directors must meet the standards and requirements specified in the Company's Charter, Internal Corporate Regulations and relevant law provisions.

### **Article 7. Chairman of the Board of Directors**

1. The Chairman of the Board of Directors is the person responsible for managing the affairs of the Board of Directors between two meetings, considering and deciding on the governance activities of the Company in accordance with the provisions of the Company's Charter, internal regulations and applicable laws, exercising duties and powers set forth in these regulations, other rights and obligations permitted under these regulations and under other regulations of the Company.
2. The Chairman of the Board of Directors has the duties and powers as stipulated in the Company's Charter, the Internal Corporate Governance Regulations and relevant law provisions.

### **Article 8. Removal, dismissal, replacement and additional induction of members of the Board of Directors**

The dismissal, removal, replacement and additional induction of members of the Board of Directors shall comply with the provisions of the Company's Charter, the Internal Corporate Governance Regulations and relevant law provisions.



### **Article 9. Means of election, dismissal and removal from office of members of the Board of Directors**

Means of election, dismissal, and removal of members of the Board of Directors shall comply with the provisions of the Company's Charter, the Internal Corporate Governance Regulations and relevant law provisions.

### **Article 10. Notice of election, dismissal, removal of members of the Board of Directors**

1. The Company is responsible for disclosing information about the companies in which the candidate holds the position of member of the Board of Directors or other managerial positions and interests related to the candidate's company (if any) according to Company's Charter, the Internal Corporate Governance Regulations and relevant law provisions.
2. The announcement of the results of the election, dismissal or removal of members of the Board of Directors shall comply with the guidance regulations on information disclosure.

## **Chapter III**

### **BOARD OF DIRECTORS**

#### **Article 11. Rights and obligations of the Board of Directors**

1. Business operations and affairs of the Company must be subject to the management or implementation direction of the Board of Directors. The Board of Directors is the body with full powers to exercise all rights in the name of the Company except for the authority of the General Meeting of Shareholders.
2. The Board of Directors is responsible for supervising the Chief Executive Officer and other managers.
3. Other rights and obligations of the Board of Directors is in accordance with the provisions of the Company's Charter, the Internal Corporate Governance Regulations and relevant law provisions.

#### **Article 12. Duties and powers of the Board of Directors in approval and signing of transaction contracts**

1. The Board of Directors approves contracts and transactions with value less than 35% or transactions contributing to total transaction value arising within 12 months from the date of making the first transaction with value less than 35% of the total assets recorded in the latest financial statements between the Company and one of the following subjects:
  - Members of the Board of Directors, members of the Supervisory Board, Chief Executive Officer, other managers and related persons of these subjects;
  - Shareholders, authorized representatives of shareholders with ownership of more than 10% of the total common share capital of the Company and their related persons;
  - Enterprises related to the subjects specified in Clause 2, Article 164 of the Enterprise Law;
2. Other duties and powers are as stipulated in the the Company's Charter, the Internal Corporate Governance Regulations and relevant law provisions.

#### **Article 13. Responsibilities of the Board of Directors in convening the extraordinary General Meeting of Shareholders**



The Board of Directors is responsible for convening an extraordinary General Meeting of Shareholders in accordance with the Company's Charter, the Internal Corporate Governance Regulations and relevant law provisions.

**Article 14. The sub-committees assisting the Board of Directors**

1. The Board of Directors may establish and authorize committees or sub-committees from time to time. Currently, the Board of Directors has the following committees established and operating:
  - a) Human Resources and Remuneration Committee;
  - b) Development Policy Committee.
2. The specific powers, organizational structure and operating mechanism of these sub-committees will comply with the regulations issued by the Board of Directors in accordance with the Company's Charter and other law provisions.

**Chapter IV**

**BOARD OF DIRECTORS MEETING**

**Article 15. Board of Directors Meeting**

Methods of organizing the Board of Directors meeting, voting and election at the meeting and other related issues are specified in the Company's Charter, the Internal Corporate Governance Regulations and relevant law provisions.

**Article 16. Minutes of the Board of Directors Meeting**

1. All meetings of the Board of Directors must be recorded in minutes and may be recorded and stored in other electronic forms. The minutes must be made in Vietnamese and may be additionally made in foreign languages, including the following main details:
  - a. Name, head office address, enterprise identification number;
  - b. Time and venue of the meeting;
  - c. Purpose, agenda and content of the meeting;
  - d. Full name of each member attending the meeting or person authorized to attend the meeting and method of attending the meeting; Full name of members who did not attend the meeting and reasons;
2. dd) Issues discussed and voted on at the meeting;
  - a. Summarize opinions of each attending member according to the order of the meeting's progress;
  - b. Voting results which clearly state members who agree, disagree and have no opinion;
  - c. Passed issues and the corresponding rate of approval;
  - d. Full name and signature of the chairperson and minutes taker, except for the case specified in Clause 2 of this Article.
3. In case the chair or the minute taker refuses to sign the meeting minutes but the minutes is signed by all other members of the Board of Directors attending the meeting and has all the contents specified at Points a, b, c, d, e, g, and h in clause 1 of this Article, the meeting minutes shall take effect.



4. The chairperson, the minute taker and those who sign the minutes must be responsible for the truthfulness and accuracy of the minutes of the Board of Directors meeting.
5. Minutes of the Board of Directors meeting and the documents used during the meeting must be kept at the head office of the Company.
6. Minutes made in Vietnamese and in a foreign language have the same legal effect. In case there is any discrepancy between the record in Vietnamese and in a foreign language, the Vietnamese version of the record shall prevail.

## **Chapter V**

### **REPORTING AND DISCLOSURE OF BENEFITS**

#### **Article 17. Submission of annual reports**

The Board of Directors must submit reports to the General Meeting of Shareholders in accordance with the Company's Charter, the Internal Corporate Governance Regulations and relevant law provisions.

#### **Article 18. Remuneration, bonuses and other benefits of members of the Board of Directors**

Remuneration, bonuses and other benefits of members of the Board of Directors are specified in the Company's Charter, the Internal Corporate Governance Regulations and relevant law provisions.

#### **Article 19. Disclosure of relevant benefits**

1. Members of the Board of Directors of the Company must declare to the Company their related interests, including:
  - a. Name, enterprise identification number, address of the head office, business lines of the enterprise in which they hold stakes or shares; the rate and date of ownership of such contributed capital or shares;
  - b. Name, enterprise identification number, address of the head office, business lines of the enterprise in which their related persons jointly or independently own contributed capital or shares of more than 10% charter capital.
2. The declaration specified in Clause 1 of this Article must be made within 7 working days from the date the related interest arises; Any amendment or supplement must be notified to the Company within 7 working days from the date of the corresponding amendment or supplement.
3. Members of the Board of Directors performing activities in any form within the scope of the Company's business on their behalf or on other person's behalf must beforehand justify and explain the characteristic and content of such activities. Such activities can only be performed when approved by the majority of the remaining members of the Board of Directors. If performed without declaration or approval of the Board of Directors, all income earned from such activities belongs to the Company.

## **Chapter VI**

### **RELATIONSHIP OF THE BOARD OF DIRECTORS**

#### **Article 20. Relationship between members of the Board of Directors**



1. Relationship between members of the Board of Directors is a cooperative relationship. The members of the Board of Directors have the responsibility to inform each other on relevant issues in the process of handling assigned work.
2. In the process of handling work, the member of the Board of Directors assigned with the main responsibility must actively coordinate with other members, if there is an issue related to the fields that other members of the Board of Directors are in charge. In case there are differing opinions among members of the Board of Directors, the member who holds the main responsibility shall report to the Chairman of the Board of Directors for consideration and decision according to his / her competence or hold a meeting or collect opinions from the members of the Board of Directors in accordance with legal regulations, the Company's Charter and these regulations.
3. In case of reassignment among the members of the Board of Directors, the members of the Board of Directors must hand over related work, files and documents. This handover must be documented and reported to the Chairman of the Board of Directors on such handover.

With the governing role, the Board of Directors issues the resolutions for the Chief Executive Officer and the executive board to implement. At the same time, the Board of Directors oversees and supervises the implementation of the resolutions.

#### **Article 22. Relationship with the Supervisory Board**

1. The relationship between the Board of Directors and the Supervisory Board is a cooperative relationship. The working relationship between the Board of Directors and the Supervisory Board follows the principles of equality and independence, at the same time closely coordinating and supporting each other in the process of performing duties.
2. Upon receiving inspection records or the general report from the Supervisory Board, the Board of Directors is responsible for examining and directing relevant departments to develop the plan to promptly address.

### **Chapter VII**

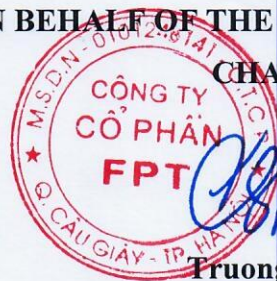
#### **TERMS OF ENFORCEMENT**

#### **Article 23. Effect of implementation**

The Operating Regulations of the Board of Directors of FPT Corporation including 07 chapters and 23 articles takes effect from April 08<sup>th</sup>, 2021.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**



**Truong Gia Binh**