

CÔNG TY CỔ PHẦN FPT
FPT CORPORATION

CỘNG HOÀ XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập - Tự do - Hạnh phúc
THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Số/No.: 56 /FPT-FCC

Hà Nội, ngày 12 tháng 03 năm 2021
Hanoi, March 12th, 2021

CÔNG BỐ THÔNG TIN
TRÊN CỔNG THÔNG TIN
ĐIỆN TỬ CỦA ỦY BAN
CHỨNG KHOÁN NHÀ NƯỚC
VÀ SGĐCK TP.HCM

DISCLOSURE OF INFORMATION
ON THE STATE SECURITIES
COMMISSION'S PORTAL AND
HOCHIMINH STOCK
EXCHANGE'S PORTAL

Kính gửi/ To: - Ủy ban Chứng khoán Nhà nước/ *The State Securities
Commission*
- Sở Giao dịch chứng khoán TP.HCM/ *Hochiminh Stock
Exchange*

- Tên tổ chức / *Organization name*: Công ty Cổ phần FPT/ *FPT Corporation*
- Mã chứng khoán/ *Security Symbol*: FPT/ *FPT*
- Địa chỉ trụ sở chính/ *Address*: Số 17 Duy Tân, Phường Dịch Vọng Hậu, Quận Cầu Giấy, Hà Nội/ *17 Duy Tan Street, Dich Vong Hau Ward, Cau Giay Distric, Hanoi*
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- Người thực hiện công bố thông tin/ *Submitted by*: Bà Bùi Nguyễn Phương Châu/ *Ms. Bui Nguyen Phuong Chau*
Chức vụ/ *Position*: Giám đốc Truyền thông FPT/ *Chief of FPT's Corporate Communications Officer*

Loại thông tin công bố: định kỳ bất thường 24h theo yêu cầu
Information disclosure type: Periodic Irregular 24 hours On demand

Nội dung thông tin công bố: Nghị quyết HĐQT số 01.03-2021/NQ-HĐQT/FPT ngày 12/03/2021.

- **Điều 1:** Thông qua Chương trình Đại hội đồng Cổ đông (ĐHĐCĐ) thường niên 2021.
- **Điều 2:** Thông qua Báo cáo của Hội đồng quản trị (HĐQT) năm 2020, định hướng và kế hoạch 2021.
- **Điều 3:** Thông qua ngân sách thu nhập của HĐQT năm 2021.
- **Điều 4:** Thông qua Báo cáo tài chính năm 2020 đã kiểm toán.



- **Điều 5:** Thông qua phương án sử dụng lợi nhuận 2020 và chính sách chi trả cổ tức năm 2021.
- **Điều 6:** Thông qua đề xuất lựa chọn Công ty kiểm toán báo cáo tài chính năm 2021.
- **Điều 7:** Thông qua Phương án bán 82.376 cổ phiếu quỹ cho cán bộ nhân viên.
- **Điều 8:** Thông qua đề xuất chuyển địa chỉ trụ sở chính của Công ty.
- **Điều 9:** Thông qua đề xuất sửa đổi Điều lệ Công ty.
- **Điều 10:** Thông qua đề xuất sửa đổi Quy chế nội bộ về quản trị công ty.
- **Điều 11:** Thông qua Quy chế hoạt động của HĐQT.
- **Điều 12:** Thông qua Quy chế tổ chức ĐHĐCĐ thường niên FPT 2021.

Content of Information disclosure: *The BOD's Resolution No.01.03-2021/NQ-HĐQT/FPT dated March 12th 2020:*

- **Article 1:** *To approve to the Agenda of the AGM 2021.*
- **Article 2:** *To approve to the Report of the BOD in 2020 and The direction and 2021 plan.*
- **Article 3:** *To approve to the Budget and remuneration for BOD in 2021.*
- **Article 4:** *To approve to Audited Financial Statements in 2020.*
- **Article 5:** *To approve to 2020 Profit Distribution Plan Proposal on cash dividend payment 2021.*
- **Article 6:** *To approve to the proposal to choose independent audit companies to audit financial report 2021.*
- **Article 7:** *To approve to the treasury share distribution for employees.*
- **Article 8:** *To approve to the proposal to change the address of the head quarter of the Company.*
- **Article 9:** *To approve to the proposal Charter amendment.*
- **Article 10:** *To approve to the proposal to and Management Regulation amendment.*
- **Article 11:** *To approve to BOD's organization and operation regulation.*
- **Article 12:** *To approve to the Regulation on organization of AGM 2021.*



Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 12/03/2021 tại đường dẫn: <http://fpt.com.vn/vi/nhadautu/cong-bo-thong-tin>
This information was disclosed on Company website
(<https://fpt.com.vn/en/ir/information-disclosure>) on March 12th, 2021.

Tôi cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố/ *I declare that all information provided in this paper is true and accurate; I shall be legally responsible for any misrepresentation.*

Văn bản đính kèm/Attached file: Nghị quyết số 01.03-2021/NQ-HDQTFPT/The BOD's Resolution No.01.03-2021/NQ-HDQT/FPT.

Đại diện tổ chức
Organization representative
Người CBTT/Party to disclose information



Bùi Nguyễn Phương Châu

Nơi nhận/Recipient:

- Như trên/As above:
- Lưu/Archived by: VT, FCC/Admin, FCC

No.: 01.03-2021/NQ-HĐQT/FPT

Hanoi, March 12th, 2021

**BOARD OF DIRECTORS RESOLUTION
FPT CORPORATION**

BOARD OF DIRECTORS OF FPT CORPORATION

Pursuant to Law on Enterprise dated June 17th, 2020;
Pursuant to the Law on Securities dated November 26th, 2019;
*Pursuant to Company Charter of FPT Corporation (“**the Company**”);*
Pursuant to Minutes of the Board of Directors’ meeting No 01.03-2021/BB-HĐQT/FPT dated March 12th, 2021;

DECIDED:

Article 1: To approve Agenda of 2021 AGM (as attached), cordially submit to the AGM for approval;

Article 2: To approve BOD’s Report in 2020, directions and business plan for 2021, details as attached, cordially submit to the AGM for approval.

Article 3: To approve the 2021 BOD’ remuneration package, cordially submit to the AGM for approval. Details are as follows:

- Salary for executive members of the BOD: **VND 10.76 billion;**
- Bonus for executive members of the BOD: not exceeding **0.49%** FPT Corporation’s profit before tax;
- Compensation for non-executive members of the BOD: **VND 5.75 billion.**

Article 4: To approve Audited Separate Financial Statements & Audited Consolidated Financial Statements for the year 2020. For more details, please visit: <https://fpt.com.vn/vi/nhadautu/cong-bo-thong-tin>, cordially submit to the AGM for approval.

Article 5: To approve 2020 Profit Distribution plan and policy for 2021 dividend payment, cordially submit to the AGM for approval. Details are as follows:

Plan for 2019 profit distribution

- FY2020 cash dividend payment of 20% (VND 2,000 per share), in which:
 - o Already paid in 2020: 10%
 - o The rest (10%) will be paid following the AGM’s approval.
 - o Schedule: 2nd quarter of 2021.

Plan for stock dividend payment

- FY2020 ratio of stock dividend is 15% (20:3)
 - o Source: retained earnings
 - o Odd lots plan: the number of shares to be received by each shareholder will be rounded down. The odd lots (less than 10 shares), if any, will be aborted.

- Schedule: immediately after the AGM's approval (at the same time with the rest of FY2020 cash dividend payment)

FY2021 cash dividend payment plan

- FY2021 cash dividend plan of 20% (VND 2,000 per share – on new outstanding shares after the stock dividend).
- The BOD will decide on the cash dividend advance when appropriate during the year, based on the actual business result and other considerations to optimize business activities.
- The actual FY2021 cash dividend will be approved by the 2022 AGM.

Article 6: To approve selection one (1) among four (4) audit firms as below (Big 4) to audit the 2021 financial statements, cordially submit to the AGM for approval.

1. KPMG
2. Deloitte
3. PwC
4. Earnst & Young

Article 7: To approve the proposal of selling 82,376 treasury shares to employees under Employee Stock Ownership Plan (ESOP), cordially submit to the AGM for approval and authorize the Board of Directors to decide on the details and implement:

- Selling purpose: To sell treasury shares of the Company to high level employees with excellent performance or employees in talent programs to;
- Number of shares before the transaction: 82,376 shares;
- Number of shares to be sold: 82,376 shares;
- Selling price: VND 10,000/share;
- Principle to determine selling price: fixed price of VND 10,000/share at par value, equal to the price the company bought back from employees in the past;
- Beneficiaries include key senior managers from Level 5 upwards, and people under the talent attraction program;
- Lock-up period: 03 years from the date on which the sale is complete;
- Transacting period: In 2021, after receiving the approval from the AGM and the competent authority;
- Plan to handle unsold shares: The Board of Directors continues to distribute to other employees with the same purpose and regulation on how to identify target buyers.

Article 8: To approve the change of the Company's head office address to "FPT Tower, Lot D28, Cau Giay New Urban Area, Dich Vong Hau ward, Cau Giay district, Hanoi".

Article 9: To approve the proposal of amending the Company's Charter, cordially submit to the AGM for approval.

Article 10: To approve the proposal of amending the Corporate Management Regulation, cordially submit to the AGM for approval.

Article 11: To approve the operating regulations of the Board of Directors, cordially submit to the AGM for approval.

Article 12: To approve the regulations on organizing 2021 AGM.

Article 13: Board of Directors, Board of Supervisors, Board of Management of FPT Corporation, and the relevant entities/individuals are obliged to execute this Resolution.

This Resolution takes effect on signing date./.

To:

- As Article 13;
- BOD Office.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**



The stamp is circular and red, containing the text: "M.S.D.N - 0101248141 - C.T", "CÔNG TY CỔ PHẦN", "FPT", and "Đ. CẦU GIẤY - TP. HÀ NỘI". A blue ink signature is written over the stamp.

Truong Gia Binh



TENTATIVE AGENDA
2021 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Time: 13h00, Thursday, April 8th, 2021

Venue: Conference Room, 8th Floor, FPT Tower, Lot D28, Cau Giay New Urban Area, Dich Vong Hau Ward, Cau Giay District, Hanoi.

No.	Time	Content (draft)	Person in Charge
1.	13:00 – 14:00	Registration	Organization Committee
2.	14:00 – 14:05	Opening ceremony	Organization Committee
3.	14:05 – 14:10	Report on the validity of AGM	Supervisory Board
4.	14:10 – 14:20	Introduction Presidency, election of AGM secretary, election of the voting committee and approval of the meeting agenda	Chairman
5.	14:20 – 14:30	BOD's 2020 Report BOD's 2021 Budget & Remuneration	BOD
6.	14:30 – 14:45	Board of Management's 2020 Report on Business activities and 2021 Plan	BOM
7.	14:45 – 14:50	2020 Audited Financial Statement 2020 Profit Distribution plan 2021 Dividend Payment plan Plan of distributing treasury shares for employees	BOM
8.	14:50 – 14:57	Supervisory Board's 2020 Report Supervisory Board's 2021 Budget & Remuneration Proposal of list of Auditors for 2021 Financial Statement Operational and Organizational regulations of the supervisory board	Supervisory Board
9.	14:57 – 15:05	Proposal of amending the charter Proposal of amending corporate governance regulations Operational and Organizational regulations of the Board of Directors	BOD
10.	15:05 – 15:20	2021-2023 Strategic Intentions	BOD
11.	15:20 – 15:45	Discussions on Voting Issues	Chairman
12.	15:45 – 15:50	Voting	Voting Committee
13.	15:50 – 16:10	Discussions on other issues	Chairman
14.	16:10 – 16:15	Announcement on Voting result	Voting Committee
15.	16:15 – 16:20	Approval on AGM Resolutions	Chairman
16.	16:20 – 16:25	Approval on AGM Minutes	Secretary
17.	16:25 – 16:30	Closing speech	Chairman



THE BOARD OF DIRECTORS' REPORT

I. ASSESSMENT OF THE BOARD OF DIRECTORS (BOD) ON THE COMPANY'S PERFORMANCE IN 2020

1. Assessment on business performance

Facing unpredictable developments and far-reaching influences of COVID-19, the 2020 Annual General Meeting of Shareholders has approved the adjustment of the annual plan according to the actual impact of the epidemic. FPT's Board of Directors has also quickly built up different business scenarios to follow market fluctuations and epidemics. FPT continues to maintain steady growth and maintain the position of Top 50 most effective companies in Vietnam, and at the same time be in the Top 3 Vietnamese companies with the best corporate governance in ASEAN.

- Total consolidated assets: VND 41,743 billion
- Total consolidated revenue: VND 29,830 billion
- Total consolidated pre-tax profit: VND 5,263 billion

Total consolidated revenue of the Group in 2020 reached VND 29,830 billion, up 7.6% and consolidated pre-tax profit reached VND 5,263 billion, an increase of 12.8% compared to 2019 and equivalent to 92% of the plan. revenue, 95% of profit plan (the plan was set before the AGM 2020 and adjusted according to the disease situation).

In particular, despite the global difficulties and recession, the subsidiaries in Technology segment, especially the Global IT Services segment, still achieved positive growth in both revenue and EBT, maintaining its position as the leading IT service company in Vietnam as well as affirming competencies with global customers, bringing in many valuable contracts with historic value. Revenue from digital transformation services continued to have a high growth rate of 31%, showing that the strategic intention of focusing on new technologies has brought very positive results. In addition, the others in Telecommunication and Education both saw good growth during the period of COVID-19. These core businesses bring not only financial advantages but also strategic advantages for the technology ecosystem of the company. FPT

2. Results of the implementation of strategic directions

In 2020, FPT has successfully completed the goals set out in the Strategic Intention for the period 2020 – 2022, specifically, as follows:

Improving consulting capacity: Establishing and developing methodology of FPT Digital Kaizen digital transformation, focusing on the transformation of three important elements, which are Business Transformation (BX) - Infrastructure & Technology transformation (ITX) – People transformation (PX). DX revenue reached VND 3,219 billion, an increase of 31% compared to 2019 with an increase in customer demand for Cloud Technology, Internet of Things and the technology enabling with minimum coding effort (Low code).

Regarding investment and development of technology ecosystems to promote comprehensive digital transformation: Promote investment in research and development, focusing on the group of “Made by FPT” products. In 2020, FPT reached USD 4 million revenue from new products: FPT eInvoice, Surround Core ERP, FPT EagleEye, FPT. Spro, FPT eSign Cloud, akaAT, akaMES



Resources: FPT's technology workforce continues to grow in both quantity and quality. With the training system of Information Technology, FPT lays a solid foundation for technology resources in the long term. The number of students of FPT Education reached 68,202 students, an increase of 37% compared to 2019. FPT also expands one more software production center in India, which is expected to recruit 1,000 operators. and 01 research and development center in Costa Rica serving customers in the US and Europe.

Application of Technology to improve governance capacity: Focusing on three main directions: (1) Continuing to promote the transformation of FPT to become a Digital Enterprise; (2) Implementing OKR management throughout the corporation; (3) Strengthen the synergy to strengthen affiliates' strengths in order to create superior strength in human resources, technology, products and solutions. FPT achieved profit growth (13.1%), nearly twice the revenue growth (7.6%) due to its continuous efforts to innovate and apply digital transformation technology to improve management capacity and labor productivity, and profit margin.

II. ASSESSMENT OF THE BOD ON THE BOM'S PERFORMANCE

1. Monitoring method

The BOD monitored the BOM's activities by:

- Monitoring the completion of important indicators committed to by the CEO and the BOM.
- Requesting the CEO and the BOM report business performance at quarterly meetings of the BOD.
- Coordinating with the Supervisory Board to closely monitor the company's operations in order to raise practical recommendations for the CEO and the BOM to fulfill the tasks assigned by the AGM and the BOD.
- Active participation by BOD's members in weekly meetings and other periodic meetings of the BOM in order to follow the company's business operations.
- Monitoring the Investment activities

2. General Assessment

In 2020, the BOD highly appreciates the Board of Management proactivity and flexibility in organizing the implementation of business plans, as well as performance management to help the company maintain stability and pursue the declared strategies in confront of the complicated situation and negative effects caused by COVID-19.

During operation, the BOM complied with the provisions of the Law, the Company's Charter, the Resolutions of the AGM, the Resolutions of the BOD and the Decisions of the BOD Chairman.

III. BOARD OF DIRECTORS

1. Activities of committees under the BOD

There are three committees under the BOD, details of activities were as below:

No.	Committee	Member	Position
1	The Personnel and remuneration Committee	Mr. Do Cao Bao	The Chairman

2	The Development policy Committee	Mr. Truong Gia Binh	The Chairman
3	The Chairman's Office	Ms. Do Kim Phuong	The Chief

1.1. The Personnel and Remuneration Committee

- ✓ Direct the implementation of Covid-19 personnel policies and strategies:
 - Direct the development of business continuity plan (BCP), in which special attention is given to work-from-home solutions with officials at all levels, ready to cope with situations influenced by Covid-19.
 - Direct the review and prioritise to rotate the internal human resources among subsidiaries in FPT to ensure employment for employees:
 - Direct the control of new recruitment plans at the subsidiaries, at the same time deploy the recruitment of important experts and management positions to be ready for the development stage when the epidemic is over.
 - Direct the development of personnel policies in the Covid-19 period to create the best support conditions for employees.
- ✓ Implement the planning and rotating senior leaders' program: in 2020, carry out the planning, evaluation, rotation and improvement of senior leadership at subsidiaries. Results are as following:
 - Rotation and new appointment: Chairman of FPT Software, Chairman of FPT Telecom, Chairman of Synnex FPT, CEO of FPT Retail, CEO of FPT Online.
 - Rotation and new appointment new Chief of Operations of the Company and its subsidiaries: CTO of FPT Corp., COO of FPT Information System, CHRO of FPT Software.
 - Rotation and new appointment Chairman & Board of Management of the new subsidiary: FPT Smart Cloud.
 - Direct the development of regulations on the rotation in FPT, which is implemented within the Company from 2021.
- ✓ Orient and direct the issuance of important personnel policies of corporation:
 - Promulgate major personnel policies: System policy of 2020 FPT Honoring and rewarding; Functional Management Policy at the Corporation and subsidiaries; Recognition and Discipline policy.
 - Promulgate new policies to promote innovation environment, increase the proportion of revenue and profit of products in FPT: Policies to encourage innovation; Policies to manage investment projects, research and develop technological products.
 - Direct to develop and update FPT remuneration policy system.
 - Direct the ongoing improvement and implementation of the package salary policy in subsidiaries to increase labor productivity and income of FPT employees.

1.2. The Development Policy Committee

- In 2020, FPT Corporation promoted and strictly managed the implementation of the "3 Bonus 1 Penalty" rule in the policy of Disciplinary Compliance for leaders of the corporation
- Established 3 new departments: The New Project Department, the Finance



Department and the Human Resources Department to coordinate and monitor actions in response to Covid-19 epidemic across the group, ensuring business operations, avoiding capital loss and ensure jobs for staff.

- Organize the BCC FPT model to manage and promote the sale of products and digital transformation consulting services to domestic private enterprises. Specific actions include: organizing customer outreach events, promoting cross-selling among affiliates, and building a common policy in cross-selling between affiliates.
- Completing processes and regulations to apply OKR as a cross-cutting strategic management tool and key project. Deployed training and popularizing Converging OKR across the group.
- Promulgate policies to encourage product creation and development; organize the iKhien awards system to encourage the spirit of creativity and product development in the organization.

1.3. The Chairman’s Office

- Assisting the Chairman and the BOD to hold periodic meetings, collect opinions in writing; drafting and releasing documents of the BOD in accordance with regulations specified in Corporate Governance Framework, the Company Charter, the Law on Enterprise and other legislative regulations.
- Coordinating to hold the AGM in April 2020 and the meetings of Advisory Council in 2020.
- Assisting the Chairman to maintain and promote external affairs serving business & sales.
- Providing information to members of the BOD and the Supervisory Board and the Corporation’s shareholders upon request.
- Submitting the Corporate Governance Report every six months to The State Securities Commission and The Stock Exchange.

2. Transactions, remuneration and other benefits of BOD

The remuneration of the Board of Directors, the Supervisory Board, and BOM is publicly announced in the Annual Report/Financial Report of the Group. The payment of remuneration of the Board of Directors and the Supervisory Board complies with the provisions of the Resolution of the Annual General Meeting of Shareholders 2020 and the Resolution No. 01.03-2020/NQ-HĐQT/FPT dated March 11, 2020 of the Board of Directors with the salary and remuneration for the member of the Board of Directors is 16.51 billion VND and the bonus level does not exceed 0.49% of the total EBT of the Group; Remuneration and operating expenses of the Supervisory Board are 1.42 billion VND. In 2020, the actual salary and remuneration for the members of the Board of Directors is 16.28 billion VND, remuneration and operating expenses of the Supervisory Board are 1.25 billion VND. Regarding the income information of the Board of Management, the Group has made the disclosure in the annual financial statements in accordance with Article 31 of Decree 71/2017/ND-CP.

BOD’s remuneration

Member	Position	Remuneration
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Mr. Truong Gia Binh	Chairman	0
Mr. Bui Quang Ngoc	Vice Chairman	0
Mr. Do Cao Bao	Member	0
Mr. Le Song Lai	Non-executive member	264,000,000
Mr. Jean-Charles Belliol	Independent members	600,000,000
Mr. Hamaguchi Tomokazu	Independent member	2,326,425,000
Mr. Dan E Khoo	Independent member	2,326,425,000

3. Information about the members of the Board of Directors

FPT's BOD consists of seven people who have professional qualifications and substantial experience in IT, finance, international business and corporate governance. With 03 independent members of the BOD, the structure of FPT's BOD ensures compliance with the relevant laws.

Since 2013, FPT has separated the roles of Chairman of the BOD and CEO to express the independence and clear division of responsibilities between the BOD and BOM, ensuring the decentralisation of decision-making and improving the independence of the BOD.

Members of BOD

No.	Members	Position	Percentage of share ownership at the end of the period	Current title in the BOD of other companies (as of December 31 st , 2020)
1	Mr. Truong Gia Binh	Chairman	7.07%	<ul style="list-style-type: none"> - Member of the BOD of FPT Telecom Joint Stock Company. - Chairman of FPT Education Company Limited. - Member of the BOD of FPT University. - Member of the Board of Members of FPT Information System Company Limited.

				- BOD member of Vietnam Joint Stock Commercial Bank for Foreign Trade.
2	Mr. Bui Quang Ngoc	Vice Chairman	2.46%	<ul style="list-style-type: none"> - Member of the BOD of FPT Telecom Joint Stock Company. - Member of the BOD of FPT University. - Member of the Board of Members of FPT Information System Company Limited.
3	Mr. Do Cao Bao	Member	1.13%	<ul style="list-style-type: none"> - Member of the BOD of FPT City Joint Stock Company, Da Nang. - Member of the Board of Members of FPT Information System Company Limited.
4	Mr. Le Song Lai	Non-executive member	0%	<ul style="list-style-type: none"> - Chairman of the BOD of Vietnam Steel Corporation. - Chairman of the Board of Members of SCIC Investment Company Limited.
5	Mr. Jean-Charles Belliol	Independent members	0%	
6	Mr. Hamaguchi Tomokazu	Independent member	0%	<ul style="list-style-type: none"> - Member of the BOD of East Japan Railway Company. - Member of the BOD of Kuraray Company.
7	Mr. Dan E Khoo	Independent member	0%	

4. Activities of the Board of Directors:

In 2020, the BOD conducted 08 meetings, ensuring the regulations of one meeting each quarter (particularly in the second quarter, the BOD conducted 2 meetings). There were also 07 resolutions issued in the first quarter, the second quarter and the third quarter. In the fourth quarter, the BOD conducted 01 meeting but no resolution was issued.

4.1. Information about the members of the Board of Directors

No.	Members	Position	Commencement date	Number of meetings attended	Percentage of attendance
1	Mr. Truong Gia Binh	Chairman	March 31 st , 2017	08/08	100%
2	Mr. Bui Quang Ngoc	Vice Chairman	March 31 st , 2017	08/08	100%
3	Mr. Do Cao Bao	Member	March 31 st , 2017	08/08	100%
4	Mr. Le Song Lai	Non-executive member	March 31 st , 2017	08/08	83%
5	Mr. Jean-Charles Belliol	Independent member	March 31 st , 2017	08/08	100%
6	Mr. Hamaguchi Tomokazu	Independent member	March 31 st , 2017	08/08	100%
7	Mr. Dan E Khoo	Independent member	March 31 st , 2017	08/08	100%

4.2. Content of the meetings & resolutions

Session	Participation	Content
Session One February 11 th , 2020	The BOD: 7/7 members attended Observers: - The Supervisory: 1/3 members attended - The BOM: 3/3 members attended Resolution No. 01.02-2020/NQ-HĐQT-FPT issued	<ul style="list-style-type: none"> - Approved the 2019 business results. - Approved the 2020 business plan. - Executed the 2017 AGM's Resolution dated March 31st, 2017, approved the policy on share issuance for employees with notable achievements in 2019. - Approved to increase charter capital for FPT Software and approved to increase charter capital for FPT Education. - Approved the record date and the 2020 AGM's date.
Session Two March	The BOD: 7/7 members attended Observers:	<ul style="list-style-type: none"> - Approved agenda of 2020 AGM cordially submit to the AGM for approval. - Approved the BOD's Report in 2019, strategic directions for the period of 2020-

Session	Participation	Content
11 th , 2020	<ul style="list-style-type: none"> - The Supervisory: 1/3 members attended - The BOM: 3/3 members attended <p>Resolution 01.03-2020/NQ-HĐQT-FPT issued</p>	<ul style="list-style-type: none"> 2022 and business plan for 2020, cordially submit to the AGM for approval. - Approved 2019 Audited Financial Statements, cordially submit to the AGM for approval. - Approved 2019 Profit Distribution plan and policy for 2020 cash dividend, cordially submit to the AGM for approval. - Approved the plan of share issuance for employees for the period of 2020-2022, cordially submit to the AGM for approval. - Approved the plan of share issuance for top executive leaders for the period of 2020-2025, cordially submit to the AGM for approval. - Approved 2020 BOD's remuneration budget, cordially submit to the AGM for approval. - Approved selection one (1) among four (4) audit firms to audit the 2020 financial statements, including: KPMG, Deloitte, PwC, Ernst & Young, cordially submit to the AGM for approval. - Approved regulation on procedures for convening and voting at the 2020 AGM.
<p>Session Three</p> <p>April 10th – April 13th, 2020</p>	<p>Opinions collected in writing.</p> <p>Resolution 02.04-2020/NQ-HĐQTFPT issued</p>	<ul style="list-style-type: none"> - Approved 2019 final cash dividend payment. - Approved the plan for stock dividend payment from retained earnings for existing shareholders.
<p>Session Four</p> <p>April 16th – April 17th, 2020</p>	<p>Opinions collected in writing.</p> <p>Resolution 03.04-2020/NQ-HĐQTFPT issued</p>	<ul style="list-style-type: none"> - Updating charter capital information in Appendix 01 attached to the Company's Charter.
<p>Session Five</p> <p>June 02nd – June 03rd, 2020</p>	<p>Opinions collected in writing.</p> <p>Resolution 01.06-2020/NQ-HĐQTFPT issued</p>	<ul style="list-style-type: none"> - Approved to increase charter capital of the Company. - Time for making changes in the Business Registration Certificate and amending the Charter (Appendix 01) is counted from the date the Resolution is signed for promulgation.

Session	Participation	Content
Session Six July 02 nd – July 06 th , 2020	Opinions collected in writing. Resolution 01.07-2020/NQ-HĐQT FPT issued	<ul style="list-style-type: none"> - Approve the criteria to select an auditor to audit financial statements of the Company and subsidiaries for the year 2020. - Approve to appoint Deloitte Vietnam Co., Ltd. As the auditor of the financial statements of the Company and its subsidiaries for the year 2020.
Session Seven July 30 th , 2020	The BOD: 7/7 members attended Observers: <ul style="list-style-type: none"> - The Supervisory: 1/3 members attended - The BOM: 3/3 members attended Resolution 02.07-2020/NQ-HĐQT-FPT issued	<ul style="list-style-type: none"> - Approve the First Half of year 2020 business performance and business plan of Second Half of year 2020. - Approve the interim cash dividend payment in 2020 - Approve the policy of transactions conducting between the Company and related and individuals, grants authority to the Board of Management to sign and conduct the contracts. - Approve the plan to establish FPT Smart Cloud Co., Ltd., authorize the Board of Management to be responsible for establishing the company.
Session Eight November 05 th , 2020	The BOD: 7/7 members attended Observers: <ul style="list-style-type: none"> - The Supervisory: 2/3 members attended - The BOM: 3/3 members attended No resolution issued	<ul style="list-style-type: none"> - The 3rd Quarter Performance Report and 2020 Business Plan Results Report

4.3. Activities of independent members of the BOD

By December 31st, 2020, FPT's BOD have had 03 independent members, namely Mr. Jean-Charles Belliol, Mr. Tomokazu Hamaguchi and Mr. Dan E Khoo. These independent members participated in 100% of the direct meetings of the Board in 2020, during which they contributed important suggestions regarding the Corporation's development and operation strategy, as well as actively discussed business targets, development orientations, recommendations and appropriate solutions in each business sector. In addition, these independent Board members experienced in being BOD members of many large companies have also played an important role in FPT's management activities.

Mr. Jean-Charles Belliol: For his extensive practical experience in the finance, at the BOD meetings of the company, Mr. Belliol has given in-depth comments on financial and



investing activities, as well as on the business targets for the 2020-2022 period of FPT and its subsidiaries. In 2020, he actively contributed ideas to the policies of fostering the next generation of FPT leaders.

Mr. Tomokazu Hamaguchi: With years of experience in globalisation in general and the Japanese market in particular, Mr. Hamaguchi made a number of suggestions to promote activities and enhance the competitiveness in some important areas of the company, such as Software outsourcing and Telecommunications Services whilst at the same time contributing important comments that helped boost FPT's operation in the Japanese market. In 2020, he always supported and contributed ideas to the management method by OKRs of the Board as well as the directions that FPT has set out in the period 2020-2022 in both IT and other other governance issues in order to improve labor productivity throughout the corporation.

Mr. Dan E Khoo: As the Chairman Emeritus of the World Information Technology and Services Alliance (WITSA), he offered many insights into new global technology trends. This important practical experience helped him to give strategic advice for FPT to invest and develop products, services and solutions to meet technology transformation trends, especially in DX. In the role of strategic consultant for the Corporation in developing countries, he always gives a positive and practical view to contribute to FPT's strategic planning as well as management methods towards the goal of globalization and pioneering in DX of FPT.

4.4. BOD General Assessments

The BOD's operation in 2020 was effective, compiled with the general regulations. The Board managed to timely direct and closely monitor the activities of the BOM in the implementation of strategic objectives and business plan, flexibly update and adjust the business plan in the complicated common of the Covid-19 global pandemic.

Strategic planning continued to be reinforced. The BOD collaborated with the BOM to ensure implementation of the new strategy formulation model within the Corporation and its subsidiaries; urgent strategic goals, strategic actions and action plans were clearly defined for each level.

Chairman of the BOD directly led and supervised the dissemination and implementation of the strategy-building model at all subsidiaries to ensure consistency in directions and actions at all levels.

The governance continued to be kept transparent. Independent members of the BOD are all foreigners who has held a long-standing leadership positions, been highly regarded for their reputation in the regional IT industry with profound experience and extensive networking. In 2020, these members have effectively contributed and assisted in the strategic direction to focus on DX throughout the Corporation, helping FPT to become the leading DX service provider in Vietnam and worldwide.

4.5. Overall evaluation of the BOD's performance

Mr. Dan E Khoo: FY2020 will go down in history as the year when the world was plagued by a pandemic and ensuing lockdown created massive unemployment and economic hardships in global markets. Despite the tremendous challenges posed by the health emergency and the economic disruptions in the consequential past year, the FPT Group performed admirably. With the strategic leadership of the Chairman, FPT's BoD performed its duties with utmost care and diligence. Key decisions were made to mitigate



the adverse impact of Covid-19 even as the growth of the global FPT business was pursued with new vigor. Credit goes to the FPT leaders and teams who found new ways to serve our customers and deliver on our promise of Digital Transformation. Prior investments in people, new products and blueprints reflected positively on the bottom line and we also expanded into new markets with new solutions. This has enhanced FPT’s customer value proposition and competitive advantage in an environment where digitalization is gaining acceleration. The Corporation has also shown visionary leadership and courage in embracing innovative solutions to strategic management and tactical implementation even as investments continue to be made in talent and productive capabilities for future growth.

Mr. Jean-Charles Belliol: During 2020, in a very challenging environment, FPT’s BOD has implemented all targets according to the Resolution of AGM in order to foster the development of FPT Group to the benefit of all stakeholders, who are not only shareholders but also customers, Group personnel and the society. Debate during BOD meetings between and among executive directors and independent directors was active, transparent and fruitful as covering the full spectrum of subjects and topics: business, technical and economic trends as well as environment, strategy, implementation, finance, personnel and organization, including M&A transaction. BOD is willing to listen and record the recommendations as well as contributions of all independent members of BOD on the financial and investment activities as well as some business targets for 2020 and the period of 2021-2023 of the Corporation and some subsidiaries.

Mr. Tomokazu Hamaguchi: During 2020 FPT BOD discussed and evaluated quarterly performance, we think results is good under this Pandemic. We discussed what technology areas FPT should focus on, especially the promotion of DX. Establishment of FPT-DX is one of measure, and the overall direction is summarized 2021-2023 Strategies. We also discussed on other various management issues such as investment, finance, human resource development others and fulfilled its responsibility.

IV.IV.THE BOD’S PLAN AND GUIDANCE FOR 2021

With strategic directions and achievements in 2020, the BOD announced plans to operate the business in 2021 as follows:

1. 1. Main targets for 2021

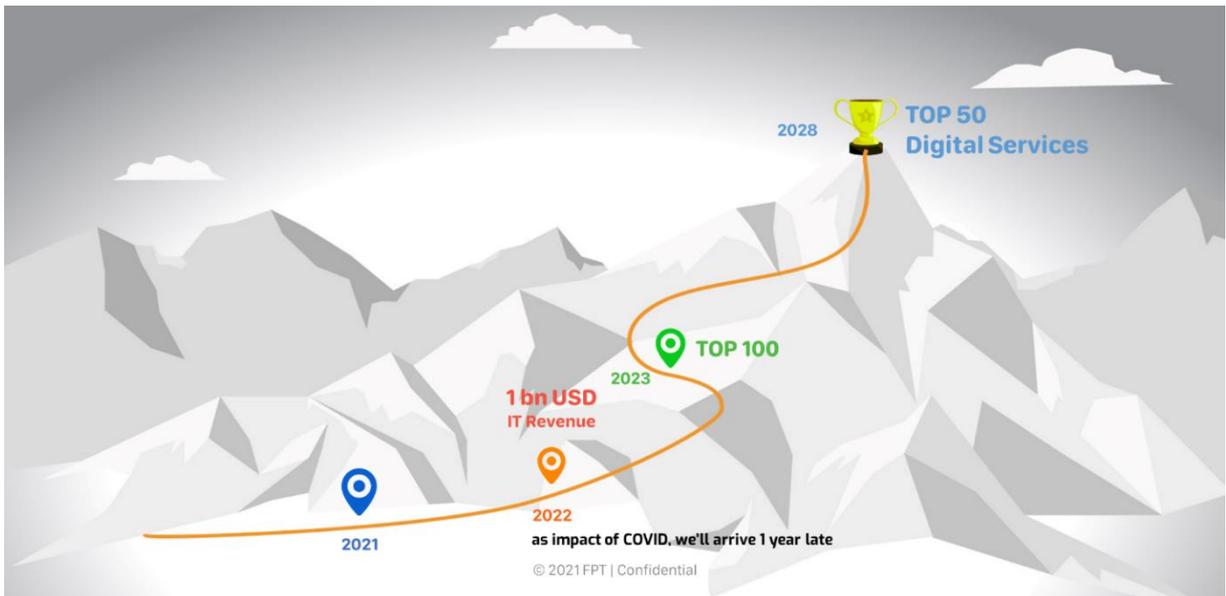
Business Segment	Revenue			Profit Before Tax		
	2020	2021	Change	2020	2021	Change
Technology	16,805	19,620	+16.8%	2,237	2,720	+21.6%
Telecommunication	11,466	12,700	+10.8%	2,074	2,380	+14.8%
Education & Others	1,559	2,400	53.9%	952	1,110	+16.6%
Total	29,830	34,720	16.4%	5,263	6,210	+18.0%

2. Development Strategy & Strategic Intension

2.1.Strategy & 2021 – 2023 Strategic Intention

“Become global solution & services player in Digital world, focusing on Profit, Productivity an Innovation”

FPT continues to pursue its great long-term goal of becoming a comprehensive DX service provider, from strategic consulting, to providing and deploying services and technology solutions, and standing in Top 50 global DX service providers by 2030.



During the period of 2021 - 2023, we are committed to be customers’ companions, giving them amazing digital experiences based on near real-time data platforms. Therefore, we make high growth rate as committed.

In order to achieve the objective, we design our action plan in a hollistic framework of three dimensions of: Business, Technology and People.

2.2.1. Business

For large enterprise customers, FPT focuses on expanding and promoting comprehensive Digital Transformation services and solutions, from consulting to application deployment. In particular, we focus on providing new technology solutions and platforms such as RPA, Lowcode, AI, Blockchain... along with migration, application management services of Cloud computing and Infrastructure.

For SME customers, FPT continues to develop and expand the portfolio of Made by FPT applications and solutions, looking forwards to an All-in-One platform – providing new competitive advantage to the cusomters by connecting them to 3rd party services and solutions.

For consumers, FPT aims to provide the amazing experiences, coming from implementation of new operation solutions and platforms.

2.2.2. Technology

FPT builds technology capacity with 2 focuses: (1) develop core technologies and platform and (2) provide amazing customer experience and operation excellences, by applying new technology. In detail, we continue promoting in-depth R&D on Blockchain, Lowcode, AI, Cloud along with new development of data platforms (User / Customer / Insight Data Platform), which will enhance the company business operation (whether Large Enterprise or SME) and provide amazing experience to every individual user.

2.2.3. People

FPT continues to focus on 06 key programs:



- **OKRs:** Create the alignment from strategies to actions, from top level to individual staff.
- **Digital transformation:** Create a digital environment and culture and promote digital initiatives that help transforming FPT operation, based on the FPT Digital Kaizen methodology.
- **Pay-by-performance program:** Create transparency and fairness in compensation, in which everyone is get paid based on performance, then create strong motivation for each individual to grow and contribute.
- **Disciplines:** Create a recognition - criticism mechanism on the principle of task assigning and receiving between manager and staff, which ensures productivity will be recognized and rewarded timely and vice versa, poor performance should be reassessed with lessons learned.
- **Rotation:** Create new aspiration and refresh our leadership and middle managers by mobilizing them to new challenges and experiences.
- **Improve efficiency of vertical governance channels:** Continue to improve reporting channels, alignment and synergy in activities throughout whole corporation.

2.2. Technology Segment

Digital business has become the dominant trend from late 2020 and early 2021 with cloud computing, core business applications, security and customer experience. New optimization initiatives, such as Hyperautomation, will continue to be implemented and improve efficiency by eliminating huge amount of cumbersome work in the normal process.

2.2.1. Oversea Market

- Continue the momentum of providing to focus on providing technology and digital transformation solutions for global markets with an ambitious challenging goal of 50% growth. Therein, cloud service, RPA, and Lowcode grows by grows by 50%, RPA grows by 150%, and Lowcode grows by 150% respectively compared to 2020.
- Following the vendor consolidation trend that is taking place in key markets, FPT will pay special attention to Application Managed Services, aiming with the goal to become a leading Top IT service partner with a target of 20 large deals.

2.2.2. Domestic Market

- Focus on private, large enterprise customers: target to add 40 new customers in the Top 500 private enterprises in Vietnam, leveraging onbased on comprehensive strengths of technology resources, infrastructure, domains and management capabilities from member companies.
- Focus on developing Made by FPT solutions with target revenue increase of, to increase revenue by 550% and develop at least 10 new products and solutions year on year.
- Maintain the leading position in the Banking and Government sectors with a growth of over 20% in contract value, at the same time expand new sales channels to all provinces and cities nationwide.
- Promote Cloud business and develop new Made by FPT Cloud platform.

- Promote Comprehensive Digital Transformation Consulting services with the target of 10 new consulting contracts in 2021.

2.3. Telecommunication Segment

Forecast growth rate of fixed and mobile Internet rental will remain stable in the upcoming years, especially with the demand for remote working and studying due to the impact of COVID-19. In 2020, smart home trend began to explode with more than 2 million households with smart connected devices. Total market value increased by 54.4% and similar across all equipment categories. The Smart Home market is forecast to be very active with the percentage of households using new services reaching 9.2%.

The upsurge in online activity (reading, entertainment and online shopping) of global customers and the adaptation of businesses to the pandemics will open up enormous opportunities for online advertising and marketing in the near future. Many businesses seek alternative sales solutions that integrate communication, multi-channels and cost optimization.

2.3.1. Telecommunication

- Expand new sales channels to help maintain the 2-digit subscriber growth rate, with the target of 17% wards and 100% communes in Vietnam having FPT sales vendors
- Deploy new digital programs and initiatives to increase enhance experience, connect engage and satisfy customers with Internet services in the entire customer service process, from sales to after sales, maintenance ... and other additional services.
- Promote the development of new products and services with IP Camera, iHome combined with value-added services on Cloud and AI platforms.
- Develop, prospect, and cooperate with partners to integrate additional utilities to FPT product ecosystem.

2.3.2. Digital Marketing & Communication

- Lead the Marketing and Digital Communication market with Integrated Marketing & Communication (IMC) products, targeting to. The target is achieving 40% of sales coming from IMC solutions.
- Promote a new suite of Event service, including a series of Sports, Economics - Policy and Entertainment – Technology events. Combine between Offline and Online events, aiming for 100% growth in event revenue.
- Build user communities in the Running and Beauty segments.
- Develop new specialized content arrays and reach, reaching 5 million pageviews.
- Continue to drive the digitization of the Editorial Office.

2.4. Education Segment

Resolution No. 35/NQ-CP, issued in June 2019, aims to promote non-public educational institutions by 2025 with the non-public student rate at high school, college - vocational and university level at 3%, 40% and 22.5% respectively. Currently, with a population of more than 90 million and a growth rate of 1.14%, the number of people studying at all levels from preschool to university maintains over 24 million students annually.

The impact of COVID-19 has also created major shifts in the operations of education and training institutions. With the strength in technology, FPT has promptly launched remote teaching and learning, radically transformed management activities while ensuring safety for students from the pandemics and optimizing efficiency.

- In the above context, FPT Education sets forth the following orientations and goals:
- Continue to promote enrollment, expanding new study areas and programs.
- Promote Digital Transformation in students' learning and other activities, learning and activities of students following by "Experience Success" orientation
- Promote Digital Transformation in schools, driving the Transformation in school operations to become Digital Campus model.
- Ensuring the quality of training through accreditation programs, implementing ISO 21001 for educational institutions, attain conduct QS ranking and assessment and improve faculty expertise.

3.3. The investment plans

To meet the high growth target in the coming years, FPT's investment activities in 2021 focus on the following main activities:

- **Technology:** investing in expansion of business in Ho Chi Minh city, Da Nang and Quy Nhon; investing in R&D and IT System to make more efficient support to the business.
- **Telecommunication:** investing in telecommunications infrastructure for business expansion, international bandwidth, and data center.
- **Education:** investing in expansion of Hanoi, Ho Chi Minh, Can Tho, Da Nang, Binh Dinh and Quang Nam campuses; investing more in Inter-Level high school.

Estimated Investment Costs in 2021

Unit: VND Billion

Segment	2021
Technology	878
Telecommunications	2.013
Education & Others	554
Total	3.445

Hanoi, March 12th, 2020

**ON BEHALF OF THE BOD
CHAIRMAN**



TRUONG GIA BINH



Hanoi, March 12th, 2021

PROPOSAL

Re: Amending the Charter of the Company

Attention: The Board of Directors of FPT Corporation

- Pursuant to the Charter of FPT Corporation;
- Pursuant to the Enterprise Law 2020;
- Pursuant to the Securities Law 2019 and the related documents,

The Board of Management of FPT Corporation (the “**Company**”) respectfully submits to the Board of Directors the following contents related to the amendment of the Charter for your consideration and adoption:

1. Grounds for proposal

- Since January 01st, 2021, some important legal documents related to the activities of the Company has come into force, including: Law on Securities No. 54/2019/QH14 dated November 26th, 2019; Enterprise Law No. 29/2020/QH14 dated June 17th, 2020; Decree 155/2020/ND-CP dated December 31st, 2020; Circular No. 96/2020/TT-BTC dated November 16th, 2020; Circular No. 116/2020/TT-BTC dated December 31st, 2020. These legal documents contain a number of changes that affect businesses in general, public companies, and listed companies in particular.
- With the above changes, the Company needs to promptly update and amend the contents of the Company's Charter to comply with the provisions of law.

2. Proposal

The Board of Management propose the amendments to the Company Charter in accordance with Appendix 01 attached to this Proposal. We respectfully submit to the Board of Directors for consideration, adoption and submission to the General Meeting of Shareholders for approval the draft Charter of the Company in Appendix 02 attached to this Proposal.

Yours respectfully,

FOR BOARD OF MANAGEMENT

CHIEF EXECUTIVE OFFICER

CÔNG TY
CỔ PHẦN
FPT
HANOI

NGUYEN VAN KHOA



APPENDIX 01 – PROPOSALS FOR AMENDMENT OF THE CHARTER
(Attached to the Proposal dated March 12th, 2021 on amendment of the Company Charter)

1. General rules and terminology interpretation

- Anything not detailed in this Appendix remains unchanged;
- The proposed changes in the section "Regulations in the current Charter" are the words in the underlined form;
- The content to be amended and supplemented in the section "Proposed amendments" is italicized and/or enclosed in quotation marks ("");
- "Enterprise Law 2014" means Enterprise Law No. 68/2014/QH13 passed by the National Assembly of the Socialist Republic of Vietnam on November 26th, 2014, and has expired since January 01st, 2021;
- "Enterprise Law 2020" means Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020, and takes effect from January 01st, 2021 replacing the Enterprise Law 2014;
- "Securities Law 2019" means Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26th, 2019;
- "Decree 155/2020/ND-CP" means Decree 155/2020/ND-CP guiding the Law on Securities issued by the Government on December 31st, 2020;
- "Circular 96/2020/TT-BTC" means Circular 96/2020/TT-BTC guiding information disclosure on the stock market issued by the Ministry of Finance on November 16th, 2020.

2. Amendments to the Company Charter

	Regulations in the current Charter	Proposed amendments	Reasons for amendment
1	<p align="center">PREAMBLE</p> <p>This Charter of FPT Corporation is adopted under the valid resolutions of the Company's Annual General Meeting of Shareholders organized on April 05th, 2018 and additional amendments at the General Meeting of Shareholders held by FPT Corporation on <u>March 29th, 2019</u> in Hanoi.</p>	<p align="center">PREAMBLE</p> <p>This Charter of FPT Corporation is adopted under the valid resolutions of the Company's Annual General Meeting of Shareholders organized on April 05th, 2018 and additional amendments at the General Meeting of Shareholders held by FPT Corporation on <i>April 08th, 2021</i> in Hanoi.</p>	According to the actual date (tentative) of the General Meeting of Shareholders and approval of this Charter.
2	<p>Article 1. Interpretation of terms The current regulations referring to the Enterprise Law 2014 have expired, the concept of "related person" has</p>	<p>Article 1. Interpretation of terms Changing the number of the Enterprise Law 2020, adding the reference to the Securities Law 2019</p>	Changing, adjusting the number of the articles/clauses and the number of the law to be consistent with the new law.

	Regulations in the current Charter	Proposed amendments	Reasons for amendment
	not been updated according to the Enterprise Law 2020 and the Securities Law 2019.	and the concept of "related person" in accordance with the two laws related to FPT.	Adding the concept of "Securities Law" used in the entire Charter.
3	<p>Article 5. Charter Capital, shares and founding shareholders</p> <p>...</p> <p>The contents related to "Employee preference shares" in this Article are no longer appropriate and no longer correct.</p>	<p>Article 5. Charter Capital, shares and founding shareholders</p> <p>...</p> <p>Removing all contents of the separate provision for "Employee preference shares" and amending other contents of this Article, replacing the term "Employee preference shares" with common shares.</p>	<p>Clause 2 Article 114 of the Enterprise Law 2020: <i>"In addition to ordinary shares, a joint stock company may have preference shares. Owners of preference shares are called preference shareholders. Preference shares include the following types:</i></p> <p><i>a) Shares with preferred dividends;</i></p> <p><i>b) Redeemable preference shares;</i></p> <p><i>c) Preferred voting shares;</i></p> <p><i>d) Other preferred shares in accordance with the company's charter and the law on securities.</i></p> <p>"</p> <p>FPT's employee preference shares are by nature common shares.</p> <p>According to Clause 6 Article 36 of the Law on Securities, after redeeming employee's shares, the public company must carry out procedures for canceling treasury shares and reducing its charter capital, but not redistributing such shares to others..</p>
4	<p>Article 11. Rights of shareholders</p> <p>...</p> <p>The regulations on "Rights of shareholders holding employee preference shares" are no longer appropriate, as stated in Section 3 of this Appendix, FPT no longer has "employee preference shares".</p>	<p>Article 11. Rights of shareholders</p> <p>...</p> <p>Amending all inappropriate contents to "Rights of shareholders who own common shares for employees"</p> <p>In addition, amending the corresponding provisions on the share repurchase by the</p>	<p>FPT's employee preference shares are by nature common shares (transfer-restricted), so they are not defined as preference shares.</p> <p>According to Clause 6, Article 36 of the Law on Securities, after redeeming employee's shares, it is required to carry out procedures for canceling treasury shares and reducing its charter capital, but not redistributing such shares to others.</p>

	Regulations in the current Charter	Proposed amendments	Reasons for amendment
	In addition, the provisions of the law on the share repurchase by the Company have changed.	Company in accordance with the new provisions of the law	According to Clauses 2 and 5, Article 115 of the Enterprise Law 2020.
5	<p>Article 12. Obligations of shareholders</p> <p>The current obligations of shareholders as provided for in this Article are fully retained, without modification/adjustment.</p>	<p>Article 12. Obligations of shareholders</p> <p>Adding a clause to this Article on shareholders' obligation to keep confidential information.</p>	<p>The Enterprise Law 2020 adds obligations of common shareholders (Clause 5, Article 119 of the Enterprise Law 2020): <i>"Protecting the confidentiality of information provided by the company in accordance with the company's charter and the law; only using the provided information to perform and protect their lawful rights and interests; not spreading or sharing information provided by the Company to any other organization or individual."</i></p>
6	<p>Article 13. General Meeting of Shareholders</p> <p>1. ...The General Meeting of Shareholders must hold an annual meeting within a time-limit of four months from the end of the financial year. Where it's not possible to organize in time limit, the Board of Directors <u>are responsible for asking the business registration office to extend such time-limit,</u> but not beyond 06 months from the end of the financial year.</p>	<p>Article 13. General Meeting of Shareholders</p> <p>1. ... The General Meeting of Shareholders must hold an annual meeting within a time-limit of four months from the end of the financial year. Where it's not possible to organize in time limit, the Board of Directors <i>shall decide to extend the Annual General Meeting of Shareholders,</i> but not beyond 06 months from the end of the financial year.</p>	<p>Clause 2 Article 139 of the Enterprise Law 2020 has new regulations as follows: <i>"The Board of Directors decides to extend the Annual General Meeting of Shareholders when necessary, but not more than 6 months from the end of the fiscal year."</i> instead of having to ask the business registration office as before.</p>
7	<p>Article 13. General Meeting of Shareholders</p> <p>... Clause 3 of this Article is referring to Article 160 of the Enterprise Law 2014.</p> <p>...</p>	<p>Article 13. General Meeting of Shareholders</p> <p>... Amendment to Clause 3 of this Article with reference to Article 165 of the Law on Enterprise 2020.</p>	<p>Such amendment is to ensure accuracy and compliance with the new Law.</p>

	Regulations in the current Charter	Proposed amendments	Reasons for amendment
8	<p>Article 14. Rights and duties of the General Meeting of Shareholders Point n, Clause 2 of this Article is currently only regulating for each transaction with value equal to or greater than 35% of the total asset value of the Company.</p> <p>In addition, Point n Clause 2 of this Article is referring to Article 162 of the Enterprise Law 2014, corresponding to Article 167 of the Enterprise Law 2020.</p>	<p>Article 14. Rights and duties of the General Meeting of Shareholders Amending point n, Clause 2 of this Article to add the scope of transactions resulting in the total value of the transactions arising within 12 months from the date of the first transaction with a value of 35% or more of the total value of assets recorded on the most recent financial statement except for transactions, contracts between the Company and subsidiaries, affiliated companies.</p> <p>Adding point (o) under Clause 2 of this Article to cover transactions that involve borrowing, lending, selling assets that are worth more than 10% of the company's total assets according to the latest financial statement between the company and shareholders that hold at least 51% of the total voting shares or their related persons.</p> <p>Amending the reference to Article 167 of the Enterprise Law 2020.</p>	<p>Under the Enterprise Law 2020, the approval of contracts and transactions between a company and a related person is specified in Article 167.</p> <p>Adding the content “...or transactions resulting in the total value of the transactions arising within 12 months from the date of the first transaction with a value of 35% or more of the total value of assets recorded on the most recent financial statement” (According to Point b, Clause 4, Article 293 of Decree 155/2020 / ND-CP guiding the Securities Law).</p> <p>Clause 3, Article 167 of the Enterprise Law 2020 supplements the provision that the General Meeting of Shareholders has the right to approve “Contracts and transactions that involve borrowing, lending, selling assets that are worth more than 10% of the company's total assets according to the latest financial statement between the company and shareholders that hold at least 51% of the total voting shares or their related persons”.</p>
9	<p>Article 15. Authorized representatives ... 2. The authorization to a representative to attend the General Meeting of Shareholders must be</p>	<p>Article 15. Authorized representatives ... 2. The authorization to a representative to attend the General Meeting of Shareholders must be</p>	<p>Clause 3, Article 143 and Clause 2, Article 144, the Enterprise Law 2020 has removed the provision that the authorization must be made according to the form issued by the Company, instead the authorization is only</p>

	Regulations in the current Charter	Proposed amendments	Reasons for amendment
	<u>made in writing on the standard form of the Company</u> and must be signed in accordance with the following provision: ...	<i>made in writing</i> and must be signed in accordance with the following provision: ...	required to meet the provisions of the Civil Code.
10	Article 17. Convening of the General Meeting of Shareholders, agenda and notice of meeting of General Meeting of Shareholders 2. The convener of the General Meeting of Shareholders shall carry out the following duties: a. Preparing a list of shareholders qualified to attend the General Meeting of Shareholders <u>no later than thirty (30) days before the date the General Meeting of Shareholders is conducted but not sooner than forty five (45) days before the date specified to send out the invitation to General Meeting of Shareholders;</u>	Article 17. Convening of the General Meeting of Shareholders, agenda and notice of meeting of General 2. The convener of the General Meeting of Shareholders shall carry out the following duties: <i>a. Preparing a list of shareholders qualified to attend the General Meeting of Shareholders no more than 10 days before the date of sending the invitation to the General Meeting of Shareholders;</i>	According to Clause 1 Article 141 of the Enterprise Law 2020.
11	Article 17. Convening of the General Meeting of Shareholders, agenda and notice of meeting of General Meeting of Shareholders ... <u>3. The notice of the General Meeting of Shareholders shall be sent to all shareholders and at the same time shall be published on</u>	Article 17. Convening of the General Meeting of Shareholders, agenda and notice of meeting of General Meeting of Shareholders ... 3. <i>At least twenty one (21) days prior to the opening of the General Meeting of Shareholders, the Company must publish on its website and the</i>	According to Clause 3a Article 10 of Circular 96/2020 / TT-BTC. According to Clause 1 Article 143 of the Enterprise Law 2020. Clause 3 Article 143 and Clause 2 Article 144 of the Enterprise Law 2020 remove the provision

	Regulations in the current Charter	Proposed amendments	Reasons for amendment
	<p><u>the information media of the Stock Exchange (applicable to companies listed or registered for trading) and on the website of the Company.</u> Such notice <u>must be sent at least fifteen (15) days prior to the date of the meeting of the General Meeting of Shareholders (calculated from the date on which the notice is validly sent or delivered, the date on which the postal charge is paid, or the date on which the notice is put in the mailbox).</u> ... In a case where no document is attached with the notice of the meeting of the General Meeting of Shareholders, the notice inviting to the meeting must specify the website address in order to enable the shareholders to access such documents, including:</p> <p>...</p> <p>c. Votes result;</p> <p><u>d. Power of attorney form;</u></p> <p>e. Drafted resolutions of the General Meeting of Shareholders with respect to each issue included in the meeting agenda;</p> <p>---</p> <p>Clause 4 of this Article currently stipulates "... <u>three (03) working days...</u>" before the</p>	<p><i>State Securities Commission, the Stock Exchange of the General Meeting of Shareholders.</i> The notice of the General Meeting of Shareholders <i>must be sent to all shareholders in the list of shareholders entitled to attend the meeting no later than twenty one (21) days before the opening date.</i> ... In a case where no document is attached with the notice of the meeting of the General Meeting of Shareholders, the notice inviting to the meeting must specify the website address in order to enable the shareholders to access such documents, including:</p> <p>...</p> <p>c. Votes result;</p> <p>d. Drafted resolutions of the General Meeting of Shareholders with respect to each issue included in the meeting agenda;</p> <p>---</p> <p>Amending the content of Clause 4 of this Article from 03 working days to "... <i>seven (07) days</i> ..."</p>	<p>that the authorization must be made according to the form issued by the Company.</p> <p>---</p> <p>Amendment from "three (03) working days" to "seven (07) days" in Clause 4 is due to the fact that a period of 03 days according to the old regulations makes it difficult for the online General Meeting of Shareholders, where necessary, to change or supplement the agenda of the General Meeting of Shareholders</p>

	Regulations in the current Charter	Proposed amendments	Reasons for amendment
	opening date of the General Meeting of Shareholders for a shareholder or a group of shareholders owning from 5% of the total number of ordinary shares to propose in writing any additional content to the agenda of the General Meeting of Shareholders		
12	<p>Article 18. Conditions for conducting meeting of the General Meeting of Shareholders</p> <p>1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents at least 51% of the voting shares.</p> <p>....</p>	<p>Article 18. Conditions for conducting meeting of the General Meeting of Shareholders</p> <p>1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents over 50% of the voting shares.</p>	<p>Provisions of Article 145 of the Enterprise Law 2020;</p> <p>The conditions have been adjusted to accordingly decrease from "at least 51%" (the Enterprise Law 2014) to "over 50%" (the Enterprise Law 2020).</p>
13	<p>Article 20. Passing decisions of the General Meeting of Shareholders</p> <p>...</p> <p>The title and Clause 2 of this Article are using the term "Decision" of the General Meeting of Shareholders.</p>	<p>Article 20. Passing resolutions of the General Meeting of Shareholders</p> <p>...</p> <p>Replacing the term "Decision" with a Resolution to ensure consistency and compliance with the provisions of the law.</p> <p>Adding the regulation: <i>“A resolution on adverse changes to rights and obligations of preference shareholders may only be ratified if it is voted for by a number of preference shareholders that participate in the meeting and hold at least 75% of the same kind of preference shares. In case of questionnaire survey, it</i></p>	<p>Amending "Decision" to "Resolution" to conform to regulations.</p> <p>Supplementing the provisions on the resolution of the General Meeting of Shareholders on adverse changes to rights and obligations of preference shareholders under Clause 6 Article 148 of the Enterprise Law 2020.</p>

	Regulations in the current Charter	Proposed amendments	Reasons for amendment
		<i>needs to be approved by a number of preference shareholders that holding at least 75% of the same kind of preference shares”.</i>	
14	<p>Article 21. Authority and procedures for collection of written opinions in order to pass <u>decisions</u> of the General Meeting of Shareholders</p> <p>.....</p> <p>Clause 6 of this Article is currently regulating:</p> <p>6. 6. <i>The vote counting minutes</i> must be published on the website of the Company within twenty four (24) hours ...</p>	<p>Article 21. Authority and procedures for collection of written opinions in order to pass <i>resolutions</i> of the General Meeting of Shareholders</p> <p>.....</p> <p>Amending Clause 6:</p> <p>6. <i>The vote counting minutes or the resolution</i> must be published on the electronic information site of the Company within twenty four (24) hours ...</p>	<p>(i) Similarly to item 13 of this Appendix, amending “Decision” to “Resolution” in accordance with the regulation.</p> <p>(ii) According to Article 149 of the Enterprise Law 2020; Article 7 and Point c, Clause 1, Article 11 of Circular 96/2020 / TT-BTC, the documents that need to be published can be "resolutions".</p> <p>In addition, replacing the word "website" with "electronic information site".</p>
15	<p>Article 22. Minutes of meeting of General Meetings of Shareholders</p> <p>...</p> <p>2. The Chairman of the General Meeting of Shareholders is responsible for keeping the General Meeting of Shareholders minutes. The minutes of the General Meeting of Shareholders shall be published on the website of the Company within twenty-four (24) hours ...</p>	<p>Article 22. Minutes of meeting of General Meetings of Shareholders</p> <p>...</p> <p>2. The Chairman of the General Meeting of Shareholders is responsible for keeping the General Meeting of Shareholders minutes. <i>Resolutions of the General Meeting of Shareholders, meeting minutes and documents attached to the minutes must be published within twenty four (24) hours....</i></p>	<p>According to Clause 3b Article 10, Clause 1c Article 11 of Circular 96/2020 / TT-BTC.</p> <p>Expanding the scope of documents that need to be published (resolutions, minutes and accompanying documents) instead of including only minutes under old regulations.</p>
16	<p>Article 24. Composition and term of office, self-nomination and</p>	<p>Article 24. Composition and term of office, self-nomination and</p>	<p>According to Article 154 of the Enterprise Law 2020.</p>

	Regulations in the current Charter	Proposed amendments	Reasons for amendment
	<p>nomination of members of Board of Directors</p> <p>The current content of this Clause 1 is retained in its entirety.</p> <p>Current content of Clause 2 of this Article: “<u>The total number of non-executive members of the Board of Directors or the total number of independent members of the Board of Directors must account for at least one-third of the total number of the members of the Board of Directors. The minimum number of non-executive/independent members of the Board of Directors shall be determined by the method of rounding downwards</u>” needs to be amended in accordance with the new law.</p>	<p>nomination of members of Board of Directors</p> <p>Adding to Clause 1 of this Article the content “<i>An individual may only be elected as an independent member of the Board of Directors of a company for up to 02 continuous terms</i>”.</p> <p>“2. <i>The total number of non-executive Board of Directors members must account for at least one-third (1/3) of the total number of Board of Directors members. The Company must have at least two independent Board of Directors members. The minimum number of non-executive members of the Board of Directors is determined by the method of rounding down.</i>”</p>	<p>According to Article 276 Decree 155/2020/ND-CP.</p>
17	<p>Article 24. Composition and term of office, self-nomination and nomination of members of Board of Directors</p> <p>4. <u>The shareholders holding voting shares for a consecutive period of at least six (6) months</u> have the right to aggregate the number of voting rights of each shareholder to nominate candidates to the Board of Directors.</p>	<p>Article 24. Composition and term of office, self-nomination and nomination of members of Board of Directors</p> <p>4. <i>The shareholders holding voting shares</i> have the right to aggregate the number of voting rights of each shareholder to nominate candidates to the Board of Directors.</p>	<p>According to Clauses 2 and 5, Article 115 of the Enterprise Law 2020.</p> <p>Removing the specified content “for a consecutive period of at least six (6) months ”</p>

	Regulations in the current Charter	Proposed amendments	Reasons for amendment
18	<p>Article 27. Powers and duties of Board of Directors</p> <p>...</p> <p>This Article is referring to Articles 130, 135, 162, 149 of the (old) Enterprise Law 2014.</p> <p>Point s Clause 3 of this Article stipulates a duty of the Board of Directors: “<u>To submit annual finalized financial reports</u> to the General Meeting of Shareholders”;</p> <p>....</p>	<p>Article 27. Powers and duties of Board of Directors</p> <p>...</p> <p>Amending the reference of this Article to Articles 133, 138, 167, 153 the (new) Enterprise Law 2020.</p> <p><i>Amending point s clause 3: “At the end of the fiscal year, submit reports to the General Meeting of Shareholders in accordance with the law”</i></p> <p>....</p>	<p>Amended to be accurate and in compliance with the new Law.</p> <p>Expanding the scope of reports which the Board of Directors is responsible for submitting to the General Meeting of Shareholders, and providing for reports in accordance with the law to ensure the stability of the Charter.</p>
19	<p>Article 36. Article 36. Members of Board of Supervisors</p> <p>Clause 1 of this Article currently provides standards for the Head of the Supervisory Board in accordance with the (old) Law on Enterprises: “<u>The Head of the Board of Supervisors must be an accountant or a professional auditor and must work full-time at the Company</u>”</p>	<p>Article 36. Article 36. Members of Board of Supervisors</p> <p>Amending Clause 1 of this Article on standards of the Head of Supervisory Board: “<i>The Head of the Supervisory Board must have a university or higher degree in one of the majors in economics, finance, accounting, auditing, law, business administration or a major related to the business activities of the Company</i>”</p>	<p>According to Article 168 of the Enterprise Law 2020 and Article 285 of Decree 155/2020/ND-CP.</p>
20	<p>Article 37. Board of Supervisors</p> <p>Clause 1 of this Article is referring to Article 165 of the Enterprise Law 2014.</p>	<p>Article 37. Board of Supervisors</p> <p>Amending the reference to <i>Article 170</i> in accordance with the provisions of the Enterprise Law 2020.</p>	<p>Amended to be accurate and in compliance with the provisions of the Enterprise Law 2020.</p>

	Regulations in the current Charter	Proposed amendments	Reasons for amendment
21	<p>Article 39. Article 39. Responsibility to be honest and avoidance of conflicts of interest</p> <p>Clause 1 of this Article is referring to Article 159 of the Enterprise Law 2014.</p>	<p>Article 39. Article 39. Responsibility to be honest and avoidance of conflicts of interest</p> <p>Amending the reference to Article 164 under the Enterprise Law 2020.</p> <p>Adding the content "Except for the transactions mentioned in Clause 4 of this Article" to Clause 5 to eliminate any conflict between these clauses.</p>	Amended to be accurate and in compliance with the provisions of the Enterprise Law 2020.
22	<p>Article 54. Seal</p> <p>1. Board of Directors decides on the amount, form and content of the seal of the Company. <u>The Company shall notify the seal sample with business registration and seal engraved as regulated by law.</u></p> <p>2. Board of Directors and CEO use the seal in accordance with current law.</p>	<p>Article 54. <i>Company's seal</i></p> <p><i>1. The Company's seal can be physical or digital as prescribed by e-transaction laws.</i></p> <p>2. Board of Directors decides on <i>the type</i>, amount, form and content of the seal of the Company, <i>the seals of its branches, representative offices and other units.</i></p> <p>3. Board of Directors and CEO use the seal in accordance with current law.</p> <p><i>4. The management and storage of the seal shall comply with the regulations of the Company, branch, representative office or unit that owns the seal. The seal shall be used by the Company in transactions as prescribed by law.</i></p>	According to Article 43 of the Enterprise Law 2020.



	Regulations in the current Charter	Proposed amendments	Reasons for amendment
23	<p>SUPPLEMENT AND AMENDMENT TO THE CHARTER</p> <p>Article 59. Supplement and amendment to the Charter</p> <p>The content currently specified in this Article is retained in its entirety.</p>	<p><i>TRANSITIONAL PROVISION, SUPPLEMENT AND AMENDMENT TO THE CHARTER</i></p> <p>Article 59. <i>Transitional provision</i>, supplement and amendment to the Charter</p> <p>Adding to this Article a new provision “<i>Issues arising from or related to employee preference shares that were issued before the effective date of this amended Charter will be governed by and construed in accordance with the previous Charter and other relevant documents of the Company</i>”.</p>	<p>Adding the transitional provision to govern issues arising from or related to the employee preference shares issued in 2018, 2019 and still locked (transfer restricted).</p>
24	<p>Appendix 01</p> <p>Using the term “preference shares for employees”</p>	<p>Appendix 01</p> <p>Replacing “preference shares for employees” with “<i>common shares for employees</i>”</p>	<p>Amended to comply with the provisions of the law; similar to the content reported, proposed in item 3, item 4 of this Table.</p>



Hanoi, March 12th, 2021

PROPOSAL
Re: Amending the Corporate Management Regulation

Attention: The Board of Directors of FPT Corporation

- Pursuant to the Corporate Management Regulation of FPT Corporation;
- Pursuant to the Enterprise Law 2020;
- Pursuant to the Securities Law 2019 and the related documents,

The Board of Management of FPT Corporation (the “**Company**”) respectfully submits to the Board of Directors the following contents related to the amendment of the Corporate Management Regulation for your consideration and adoption:

1. Grounds for proposal

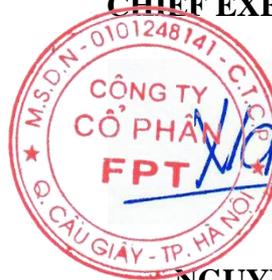
- Since January 01st, 2021, some important legal documents related to the activities of the Company has come into force, including: Law on Securities No. 54/2019/QH14 dated November 26th, 2019; Enterprise Law No. 29/2020/QH14 dated June 17th, 2020; Decree 155/2020/ND-CP dated December 31st, 2020; Circular No. 96/2020/TT-BTC dated November 16th, 2020; Circular No. 116/2020/TT-BTC dated December 31st, 2020. These legal documents contain a number of changes that affect businesses in general, public companies, and listed companies in particular.
- With the above changes, the Company needs to promptly update and amend the contents of the Corporate Management Regulation to comply with the provisions of law.

2. Proposal

The Board of Management propose the amendments to the Corporate Management Regulation in accordance with Appendix 01 attached to this Proposal. We respectfully submit to the Board of Directors for consideration, adoption and submission to the General Meeting of Shareholders for approval the draft Corporate Management Regulation in Appendix 02 attached to this Proposal.

Yours respectfully,

FOR BOARD OF MANAGEMENT
CHIEF EXECUTIVE OFFICER



NGUYEN VAN KHOA



**APPENDIX 01 – PROPOSALS ON AMENDMENT TO THE CORPORATE
MANAGEMENT REGULATION**
(Attached to the Proposal dated March 12th, 2021 on amendment of the Corporate Management
Regulation)

1. General provisions and terminology explanation

- Anything not detailed in this Annex remains unchanged;
- The proposed changes in the section "Regulations in the current Management Regulation" are the words shown in bold, underlined form;
- The contents that need to be modified and supplemented in the section "Proposed amendments" are italic and bolded;
- "Enterprise Law 2014" means Enterprise Law No. 68/2014/QH13 passed by the National Assembly of the Socialist Republic of Vietnam on November 26th, 2014, and has expired since January 01st, 2021;
- "Enterprise Law 2020" means Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020, and takes effect from January 01st, 2021 replacing the Enterprise Law 2014;
- "Securities Law 2019" means Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26th, 2019;
- "Decree 155/2020/ND-CP" means Decree 155/2020 / ND-CP guiding the Securities Law issued by the Government on December 31st, 2020;
- "Circular 96/2020/TT-BTC" means Circular 96/2020/TT-BTC guiding information disclosure on the stock market, issued by the Ministry of Finance on November 16th, 2020.
- "Circular No. 116/2020/TT-BTC" means Circular No. 116/2020/TT-BTC guiding corporate management applicable to public companies in Decree 155/2020/ND-CP guiding the Securities Law issued by the Ministry of Finance on December 31st, 2020.

2. Amendments to the Corporate Management Regulation

No.	Regulations in the current Management Regulation	Proposed amendments	Reasons for proposal
1	Name of current Regulation: <u>Management Regulation</u>	Name of new Regulation: <u>Internal Regulation on Management</u>	Amended in accordance with the law
2	There are currently no legal grounds referring to specific legal documents	Supplementing and listing documents including the Securities Law 2019, the Enterprise Law, Decree 155/2020/ND-CP, Circular 116/2020/TT-BTC and the Company Charter	According to the form of the Internal Regulation on Corporate Management issued by the Ministry of Finance under Circular No. 116/2020/TT-BTC.
3	6.1. Notice of the General Meeting of Shareholders: send a meeting invitation to each shareholder who has the right to attend the	6.1. Notice of the General Meeting of Shareholders: send a meeting invitation to each shareholder who	Amending point a) to facilitate both the shareholder and the Company, not to limit the registration method of the shareholder's contact

No.	Regulations in the current Management Regulation	Proposed amendments	Reasons for proposal
	<p>meeting and comply with the provisions of Article 17 of the Company Charter and <u>Articles 138 and 139 of the Enterprise Law 2014.</u></p> <p>...</p> <p>a) If a shareholder has <u>notified the Company in writing</u> of a fax number or an email address, the invitation to the General Meeting of Shareholders may be sent to such fax number or email address</p> <p>b) The notice of the General Meeting of Shareholders includes the agenda, <u>the form to appoint an authorized representative to attend the meeting</u> and a link to download meeting documents from the company's website.</p> <p>d) Notice of the General Meeting of Shareholders is sent at least <u>fifteen (15) days</u> prior to the date of the meeting of the General Meeting of Shareholders, (counting from the date that the notice is properly sent or transferred, fees are paid. or put in the mailbox);</p> <p>e) A shareholder or a group of shareholders holding 5% of the total number of common shares <u>for a consecutive period of six (06) months or more</u> has the right to propose issues to be included in the agenda of the General Meeting of</p>	<p>has the right to attend the meeting and comply with the provisions of Article 17 of the Company Charter and <i>Articles 142, 143 the Enterprise Law 2020.</i></p> <p>...</p> <p>a) In case a shareholder has <i>registered with the Company</i> a fax number and/or an email address, the invitation to the General Meeting of Shareholders can be sent to such fax number and/or email address</p> <p>b) The notice of the General Meeting of Shareholders includes the agenda and a link to download meeting documents from the company's website.</p> <p>...</p> <p>d) Notice of the General Meeting of Shareholders is sent at least <i>twenty-one (21) days</i> before the date of the meeting of the General Meeting of Shareholders, (from the date that the notice is sent or transferred properly, is paid. fee or put into the mailbox);</p> <p>e) A shareholder or a group of shareholders holding 5% of the total number of common shares has the right to propose issues to be</p>	<p>information to a written notification sent to the Company</p> <p>Clause 3 Article 143 and Clause 2 Article 144 of the Enterprise Law 2020 has removed the provision that the authorization must be made according to the form issued by the Company, and instead the authorization only needs to meet the provisions of the Civil Code.</p> <p>Clause 1, Article 143 of the Enterprise Law 2020 stipulates that <i>"The convenor of the General Meeting of Shareholders must send the meeting invitation to all shareholders in the list of shareholders entitled to attend the meeting at least 21 days before the opening date. The company charter does not specify a longer term ... "</i>.</p> <p>Clause 2 and Clause 5 Article 115 of the Enterprise Law 2020 has removed the provision that a shareholder or group of shareholders must own common shares for a consecutive period of at least 06 months in Clause 2 Article 114 of the Enterprise Law 2014.</p> <p>Clause 2, Article 142 of the Enterprise Law stipulates: <i>"A shareholder or a group of shareholders defined in Clause 2, Article 115 of this Law has the right to propose issues to be included in the</i></p>

No.	Regulations in the current Management Regulation	Proposed amendments	Reasons for proposal
	Shareholders. The convenor of the General Meeting of Shareholders has the right to reject these proposals in the following cases: ...	included in the agenda of the General Meeting of Shareholders.... The convener of the General Meeting of Shareholders has the right reject these proposals in the following cases: ...	<i>agenda of the General Meeting of Shareholders ..."</i>
4	<p>6.2. Conditions for conducting the General Meeting of Shareholders</p> <p>a) The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents at least 51% of the total number of votes.</p>	<p>6.2. Conditions for conducting the General Meeting of Shareholders</p> <p>a) The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents over 50% of the total number of votes.</p>	According to Clause 1, Article 145 of the Enterprise Law 2020: The proportion of shareholders attending the meeting to be eligible to hold a meeting of the General Meeting of Shareholders has been adjusted from "at least 51%" to "over 50%".
5	<p>6.3. Procedures for conducting and voting at the General Meeting of Shareholders: comply with the provisions of Article 19 of the Charter of the Company and <u>Article 142 of the Enterprise Law 2014.</u></p> <p>...</p> <p>b) The form of meeting and the procedure to conduct the General Meeting of Shareholders: comply with the provisions of Article 19 of the Charter of the Company and <u>Article 142 of the Enterprise Law 2014.</u></p> <p>c) Method of voting of the General Meeting of Shareholders</p> <p>i. The voting committee</p> <p>- The shareholders will choose from among the delegates the people responsible for counting votes or supervising the counting of votes and if the</p>	<p>6.3. Procedures for conducting and voting at the General Meeting of Shareholders: comply with the provisions of Article 19 of the Charter of the Company and <i>Article 146 the Enterprise Law 2020.</i></p> <p>...</p> <p>b) The form of meeting and the procedure to conduct the General Meeting of Shareholders: comply with the provisions of Article 19 of the Charter of the Company and <i>Article 146 the Enterprise Law 2020.</i></p> <p>c) Method of voting, <i>election</i> of the General Meeting of Shareholders <i>Shareholders can choose to vote, elect by voting directly in the ballot box at the General Meeting of Shareholders; or vote, elect through the online</i></p>	<p>Adjusting references to the provisions of the Enterprise Law 2020 accordingly.</p> <p>Amending and supplementing regulations on voting, voting through the Online General Meeting of Shareholders (under Point b, Clause 2, Article 41 of the Securities Law 2019 and Clause 3, Article 273 of Decree 155/220 / ND-CP).</p> <p>Removing the content "For sensitive issues and upon shareholders' request, the Company must appoint a neutral organization to collect and count votes" because the law does not regulate this issue; In addition, in many cases it is difficult to determine what is a sensitive issue.</p>

No.	Regulations in the current Management Regulation	Proposed amendments	Reasons for proposal
	<p>shareholders do not choose, the Chairman will choose those people. The number of members of the Vote Counting Committee is not more than three people.</p> <p>ii. Method of voting and announcement of results</p> <ul style="list-style-type: none"> - When conducting voting at the meeting, shareholders, legal shareholders' representatives vote by choosing the following options: Agree, Disagree, No opinion for each Proposal, then sign and write full name on the voting ballot sheet (distributed upon registration); - The vote counting committee collects and counts the voting ballot sheets. - <u>For sensitive issues and upon shareholders' request, the Company must appoint a neutral organization to collect and count votes.</u> - Vote counting results are announced right before the meeting closes. ... 	<p><i>General Meeting of Shareholders.</i></p> <p>i.</p> <p>ii. Method of voting, <i>election</i> and announcement of results</p> <ul style="list-style-type: none"> - When conducting voting at the meeting, shareholders, legal shareholders' representatives vote by choosing the following options: Agree, Disagree, No opinion for each Proposal, then sign and write full name on the voting, <i>electing</i> ballot sheet (distributed upon registration); - The vote counting committee shall collect and count the voting, <i>electing</i> ballot sheets. - <i>Voting, election through the online General Meeting of Shareholders shall be carried out under the guidance of the Online General Meeting of Shareholders issued by the Board of Directors.</i> - Vote counting results are announced right before the meeting closes. 	
6	<p>6.4. Adoption of decisions of the General Meeting of Shareholders: comply with <u>Article 144 of the Enterprise Law 2014.</u></p>	<p>6.4. Adoption of decisions of the General Meeting of Shareholders: comply with <i>Article 148 The Enterprise Law 2020.</i></p>	<p>Amending the references to be accurate and in compliance with new laws</p>
7	<p>6.5. Minutes of the General Meeting of Shareholders: comply with Article 22 of the Charter of the Company</p>	<p>6.5. Minutes of the General Meeting of Shareholders: comply with Article 22 of the Charter of the Company</p>	<p>Amending the references to be accurate and in compliance with new laws</p>

No.	Regulations in the current Management Regulation	Proposed amendments	Reasons for proposal
	and Article 146 of the Enterprise Law 2014.	and Article 150 the Enterprise Law 2020.	
8	<p>Article 7. Performance report of the Board of Directors at the Annual General Meeting of Shareholders</p> <p>...</p> <p>This Article is currently referring to Article 158 of the (old) Enterprise Law.</p>	<p>Article 7. Performance report of the Board of Directors at the Annual General Meeting of Shareholders</p> <p>...</p> <p>Amending the reference to Article 163 the (new) Enterprise Law 2020</p>	Amending the references to be accurate and in compliance with new laws
9	<p>Article 8. Performance report of the Board of Supervisors at the Annual General Meeting of Shareholders</p> <p>...</p> <p>This Article is currently referring to Article 167 of the (old) Enterprise Law.</p>	<p>Article 8. Performance report of the Board of Supervisors at the Annual General Meeting of Shareholders</p> <p>...</p> <p>Amending the reference to Article 172 the (new) Enterprise Law 2020</p>	Amending the references to be accurate and in compliance with new laws
10	<p>Article 9. Self-nomination and nomination of BOD member</p> <p>...</p> <p><i>9.1 The Company has at least five (05) BOD members and a maximum of eleven (11) BOD members. Total number of non-executive or independent BOD members must account for at least one-third (1/3) of the total number of BOD members. The minimum number of non-executive/independent BOD members is determined by method of rounding down.</i></p> <p><i>9.2 Information relating to the candidates of the Board of Directors (in case of pre-</i></p>	<p>Article 9. Self-nomination and nomination of BOD member</p> <p>...</p> <p><i>9.1 The Company has at least five (05) BOD members and a maximum of seven (7) BOD members. Total number of non-executive BOD members must account for at least one-third (1/3) of the total number of BOD members. The Company must have at least two independent BOD members. The minimum number of non-executive members is determined by method of rounding down.</i></p> <p><i>9.2 Information relating to the candidates of the</i></p>	<p>Clause 1, Article 24 of the Charter of the Company: the maximum number of members of the Board of Directors is seven (07) people. Article 276 Decree 155/2020/ND-CP stipulates that the Board of Directors must ensure at least one third (1/3) of the total number of members of the Board of Directors are non-executive members, and the Board of Directors must have at least two independent members in case the company has a number of members of the Board of Directors from 06 to 08 members.</p> <p>Clause 3a Article 10 of Circular 96/2020/TT-BTC stipulates: “At least 21 days before the opening date of the General Meeting of</p>

No.	Regulations in the current Management Regulation	Proposed amendments	Reasons for proposal
	<p><i>determination of candidates) shall be announced at least ten (10) days prior to the date that the General Meeting of Shareholders is convened on the Company's website in order to find out about these candidates before voting...</i></p> <p>9.4 Shareholders holding the number of shares in accordance with the Charter for at least six (06) consecutive months up to the time of closing the list of shareholders attending the meeting may add up their voting rights to nominate candidates for the Board of Directors...</p>	<p><i>Board of Directors (in case of pre-determination of candidates) shall be announced at least twenty-one (21) days prior to the date that the General Meeting of Shareholders is convened on the Company's website in order to find out about these candidates before voting...</i></p> <p>9.4 Shareholders holding the number of shares in accordance with the Charter up to the time of closing the list of shareholders attending the meeting may add up their voting rights to nominate candidates for the Board of Directors...</p>	<p><i>Shareholders, if the company's Charter does not specify a longer term, the public company must publish on the company's website and the State Securities Commission, the Stock Exchange (in the case of a listed organization or organization registered for trading) about the General Meeting of Shareholders, where the link to all documents of the General Meeting of Shareholders must be clearly stated... ”.</i></p> <p>Clause 2 and Clause 5 Article 115 of the Enterprise Law 2020 has removed the provision that a shareholder or a group of shareholders must own common shares for at least six consecutive months.</p>
11	<p>Article 11. Code of Ethics of Board of Directors</p> <p>...</p> <p>11.5 ... “Related persons” as understood in this Regulation are individuals and organizations defined in <u>Clause 17, Article 4 of the Enterprise Law, Clause 34 of Article 4 of Securities Law.</u></p>	<p>Article 11. Code of Ethics of Board of Directors</p> <p>...</p> <p>11.5 ... “Related persons” as understood in this Regulation are individuals and organizations defined in <i>Clause 23, Article 4 of the Enterprise Law 2020, Clause 46 of Article 4 of Securities Law 2019.</i></p>	<p>The regulations on related persons have been changed from Clause 17 Article 4 to Clause 23 Article 4 of the Enterprise Law 2020 and from Clause 34 Article 6 to Clause 46 Article 4 of the Securities Law 2019.</p>
12	<p>Article 14. Operation principles of the Board of Directors ...</p> <p>Clause 5 of this Article has been mistakenly referred to <u>Article 17.4</u> of the Regulation. The correct reference is Article 18.4.</p>	<p>Article 14. Operation principles of the Board of Directors ...</p> <p>...</p> <p>Amending the reference of Clause 5 of this Article to <i>Article 18.4.</i></p>	<p>Mistakenly referring to Article 17.4. the Management Regulation does not have Article 17.4.</p> <p>Amending the references.</p>

No.	Regulations in the current Management Regulation	Proposed amendments	Reasons for proposal
13	<p>Article 18. Tasks and powers of the Board of Directors ...</p> <p>Clause 4 of this Article is referring to Articles 149 and 162 of the (old) Enterprise Law.</p> <p><u>(1) Submit the annual audited financial statement to the General Meeting of Shareholders;</u></p> <p>Clause 5 of this Article is mistakenly referring to Article 17.4 of the Regulation. The correct reference is Article 18.4.</p>	<p>Article 18. Tasks and powers of the Board of Directors ...</p> <p>Amending the reference of Clause 4 of this Article to Articles 153, 167 the (new) Enterprise Law</p> <p><i>(1) At the end of the fiscal year, submit reports to the General Meeting of Shareholders in accordance with the law;</i></p> <p>Amending the reference of Clause 5 of this Article to Article 18.4.</p>	<p>Amending the references to be accurate and in compliance with new laws</p> <p>Article 175 of the Enterprise Law 2020 specifies the different types of reports that the Board of Directors must submit to the AGM at the end of a fiscal year.</p> <p>Clause 18.5 Article 18 has incorrectly referred to Article 17.4. The Management Regulation does not have Article 17.4.</p> <p>This content corresponds to and is similar to the content proposed in the Proposal to amend the Company's Charter.</p>
14	<p>Article 19. Tasks and powers of the Chairman Clause 2 of this Article is mistakenly referring to Article 17.4 of the Regulation. The correct reference is Article 18.4.</p>	<p>Article 19. Tasks and powers of the Chairman</p> <p>Amending the reference of Clause 2 of this Article to Article 18.4.</p>	<p>Mistakenly referring to Article 17.4. the Management Regulation does not have Article 17.4.</p> <p>Amending the references.</p>
15	<p>Article 25. Management of BOD meetings ...</p> <p>Clause 2 of this Article is mistakenly referring to Article 17.4 of the Regulation. The correct reference is Article 18.4.</p>	<p>Article 25. Management of BOD meetings... ...</p> <p>Amending the reference of Clause 2 of this Article to Article 18.4.</p>	<p>Mistakenly referring to Article 17.4. the Management Regulation does not have Article 17.4.</p> <p>Amending the references.</p>
16	<p>Article 27. Board of Directors decide by voting card</p> <p>Clause 1 of this Article is mistakenly referring to Article 17.4 of the Regulation. The correct reference is Article 18.4.</p>	<p>Article 27. Board of Directors decide by voting card</p> <p>Amending the reference of Clause 1 of this Article to Article 18.4.</p>	<p>Mistakenly referring to Article 17.4. the Management Regulation does not have Article 17.4.</p> <p>Amending the references.</p>
17	<p>Article 29. Supervisors ...</p>	<p>Article 29. Supervisors ...</p>	

No.	Regulations in the current Management Regulation	Proposed amendments	Reasons for proposal
	<p>Clause 2 of this Article is referring to Article 164 of the (old) Enterprise Law.</p> <p>Clause 4 of this Article currently provides the standards for the Chief of Board of Supervisors: The Head of Board of Supervisors must be <u>an professional accountant or auditor and must work in specialized job at the Company</u></p>	<p>Amending the reference to Article 169 the (new) Enterprise Law 2020.</p> <p>Amending the standards for the Head of Board of Supervisors: the Chief of Board of Supervisors must have a university degree or higher in one of the majors of economics, finance, accounting, auditing, law, business administration or majors related to the business activities of the Company.</p>	<p>Article 168 of the Enterprise Law 2020 and Article 286 of Decree 155/2020 / ND-CP amended to that: <i>the Head of Board of Supervisors must have a university degree or higher in one of the majors of economics, finance, accounting, auditing, law, business administration or majors related to the business activities of the enterprise, unless the company's charter provides other higher standards.</i></p> <p>This proposed content has also been proposed in the Proposal to amend the Company's Charter.</p>
18	<p>Article 37. Person in charge of corporate management</p> <p>Clause 1 of this Article is referring to Article 152 of the (old) Enterprise Law 2014.</p>	<p>Article 37. Person in charge of corporate management</p> <p>Amending the reference to Article 156 the (new) Enterprise Law 2020</p>	<p>Amending the references to be accurate and in compliance with new laws</p>
19	<p>Article 56. Information disclosure</p> <p>Clause 1 of this article is referring to Article 134 of the (old) Enterprise Law 2014.</p>	<p>Article 56. Information disclosure</p> <p>Amending the reference to Article 137 the (new) Enterprise Law 2020</p>	<p>Amending the references to be accurate and in compliance with new laws</p>
20	<p>Article 59. Enforcement effect</p> <p>59.1 This Regulation comes into effect from the date of approval by the General Meeting of Shareholders and the BOD Chairman on behalf of the Board signs the decision to issue the Regulation. This Regulation supersedes the Management Regulation of FPT Corporation (issued in accordance with</p>	<p>Article 59. Enforcement effect</p> <p>59. This Regulation comes into effect from the date of approval by the General Meeting of Shareholders and the BOD Chairman on behalf of the Board signs the decision to issue the Regulation. This Regulation supersedes the Management Regulation of FPT</p>	<p>The Corporate Management Regulation of FPT Corporation (issued according to the Resolution No. 01.03.2018 / NQ-HĐQT FPT dated March 9, 2018 of the Board of Directors of the Company) will expire when the Internal Regulation on Corporate Management (2021) is adopted and comes into force.</p>



No.	Regulations in the current Management Regulation	Proposed amendments	Reasons for proposal
	<u>Resolution No. 02.11 - 2013/NQ-HDOT-FPT dated November 15th, 2013</u> of the Company's Board of Directors).	Corporation (issued in accordance with <i>Resolution No. 01.03.2018/NQ-HDQTFPT date March 09th, 2018</i> of the Company's Board of Directors).	



Hanoi, March 12th, 2021

THE DRAFT OF OPERATING REGULATION OF THE BOARD OF DIRECTORS

Pursuant to the Securities Law on November 26th, 2019;

Pursuant to the Enterprise Law on June 17th, 2020;

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

Pursuant to Circular No. 116/2020/TT-BTC on December 31st, 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 31st, 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 No. ... date ... month ... year ...

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

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

Chapter I GENERAL PROVISION

Article 1. Subjects and scope of regulation

1. Scope of regulation: The operating regulation 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 regulation.
2. Subjects: This regulation is 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 this regulation. 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 regulation on Corporate Governance 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 regulation on Corporate Governance 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 regulation on Corporate Governance 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 regulation and applicable laws, exercising duties and powers set forth in this regulation, other rights and obligations permitted under this regulation 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 regulation on Corporate Governance 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 regulation on Corporate Governance 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 regulation on Corporate Governance 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 regulation on Corporate Governance 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 regulation 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 regulation on Corporate Governance 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 regulation on Corporate Governance 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 regulation on Corporate Governance 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 regulation on Corporate Governance 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;
- dd) Issues discussed and voted on at the meeting;
- e) Summarize opinions of each attending member according to the order of the meeting's progress;
- g) Voting results which clearly state members who agree, disagree and have no opinion;
- h) Passed issues and the corresponding rate of approval;
- i) Full name and signature of the chairperson and minutes taker, except for the case specified in Clause 2 of this Article.

2. 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.

3. 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.



4. Minutes of the Board of Directors meeting and the documents used during the meeting must be kept at the head office of the Company.

5. 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, internal regulation on Corporate Governance 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, internal regulation on Corporate Governance 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 regulation, the Company's Charter and this regulation.

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 Regulation of the Board of Directors of FPT Corporation including 07 chapters and 23 articles takes effect from date ... month ... year ...

**On behalf of THE BOARD OF DIRECTORS
CHAIRMAN**

Truong Gia Binh



Hanoi, March 12th, 2021

REGULATIONS ON ORGANIZING 2021 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Pursuant to:

- Law on Enterprises No. 59/2020/QH14 regulated by National Assembly of Vietnam on June 17th 2020;
- Law on Securities No. 54/2020/QH14 regulated by National Assembly of Vietnam on November 26th 2019;
- Decree 155/2020/NĐ-CP dated on December 31st 2020 of Government on Law on Securities;
- Charter of FPT Corporation (The “Company”);
- Corporate governance regulations in accordance with Resolution of 2018 Annual General Meeting of Shareholders dated on April 05th 2018;
- Relevant legal documents.

Article 1. Scope and Subject of application

1. This Regulation stipulates the organization and operation of the 2021 Annual General Meeting of Shareholders of FPT Corporation (“AGM”).
2. This Regulation shall be applied to the Representatives participating in 2021 Annual General Meeting of Shareholders of FPT Corporation (“AGM”).

Article 2. Definition of Terms

1. **"Representative"** is a shareholder or an authorized representative of a shareholder attending the 2021 Annual General Meeting of Shareholders of the Company.
2. **"Online General Meeting of Shareholders"** is a form of organizing the AGM using electronic means to transmit images and sound via the Internet, allowing Representatives in different locations to follow the progress of the meeting, discuss and exercise their voting rights.
3. **"E-voting"** is the use of computers or other devices connected to the Internet to vote through the Electronic Voting System regulated and announced by the Company.
4. **"E-voting system"** is a system that provides the Members with tools to exercise related rights, including but not limited to the right of E-voting, when attending the General Meeting of Shareholders.
5. **"Identification factor"** is the information needed to accurately identify a subject in a context.

Article 3. Notice of invitation to the Annual General Meeting of Shareholders

- Disclosure of information on the closing of the list of shareholders entitled to attend the 2021 Annual General Meeting of Shareholders: February 02nd, 2021.
- Final registration date to determine the eligible shareholders to participate and vote at the AGM: March 04th, 2021.
- Scheduled date: April 08th, 2021
- Venue:
 - o Offline venue: FPT Tower, Lot D28, Cau Giay New Urban Area, Dich Vong Hau Ward, Cau Giay District, Hanoi
 - o Online venue: any location at the discretion of the Representatives to attend the online AGM and E-vote in accordance with this Regulation.



- The meeting invitation is sent to each shareholder who is eligible to attend the meeting in compliance with Article 17 of the Company's Charter, Clause 1 Article 6 of the Corporate Governance Regulation and Article 142, 143 of the Enterprises Law 2020.
 1. Forms of notice of the General Meeting of Shareholders:
 - Publish on the Company's website at: www.fpt.com.vn;
 - Publish on the media of the Ho Chi Minh Stock Exchange;
 - Send to shareholders by hand delivery or secured mail delivery to the registered address of the shareholders and send to shareholders' confirmed email address for information sharing purpose;
 - In case the shareholder is working in the Company, notice can be sent in a sealed envelope to their workplace; or send a notice to that shareholder's work email address.
 2. The notice of the AGM includes the agenda, the form to appoint an authorized representative to attend the meeting and a link to download meeting documents from the website of the Company.
 3. Documents used in the meeting, draft resolutions for each agenda issue, voting forms and other related information on the issues to be discussed and voted at the meeting shall be posted on the company's website www.fpt.com.vn.
 4. Notice of the AGM must be sent to all shareholders in the list of shareholders entitled to attend the meeting at least twenty-one (21) days before the opening date of the AGM.
 5. A shareholder or group of shareholders holding 5% of the total number of common shares has the right to propose issues to be included in the agenda of the AGM. Proposals must be made in writing and must be sent to the Company at least three (03) working days before the opening of the AGM. The proposal must include the full name of the shareholder, the number and type of shares he/she holds, and the proposal content. The convener of the AGM has the right to reject these proposals in the following cases:
 - The proposal was not sent in time or with insufficient information or not the right content;
 - At the time of proposal, the shareholder or group of shareholders does not have at least 5% of the common shares specified in Clause 4 Article 11 of the Company Charter;
 - The proposed issue is not within the scope of competence of the AGM to discuss and approve.

Article 4. Conditions for conducting the Annual General Meeting of Shareholders

1. The AGM shall be conducted when the number of attending shareholders represents at least 51% of the voting shares. A shareholder is considered to attend the meeting when he / she attends the meeting in person or confirms their attendance online through the E-Voting System.
2. In case the number of members required is insufficient within thirty (30) minutes from the scheduled opening time of the meeting, the convener shall cancel the meeting. The AGM must be re-convened within thirty (30) days from initial intended date of organizing. The re-convened AGM is only allowed when attended by the shareholders and authorized representatives who represent at least 33% of the shares with voting rights.
3. In case the second AGM is not held due to insufficient number of members needed within thirty (30) minutes from the time of opening the meeting, the third AGM might be convened within twenty (20) days from the intended date of organizing the second meeting and in this case the meeting shall be conducted regardless of the number of shareholders or authorized



representatives attending and shall be considered valid to decide all the issues to be approved at the first AGM.

Article 5. Procedures for conducting and voting at the General Meeting of Shareholders
In compliance with the provisions of Article 19 of the Company's Charter, Clause 3, Article 6 of the Corporate Governance Regulation and Article 146 of the Enterprise Law 2020.

1. Registration to attend the AGM

- On the day of the AGM, the Company conducts shareholder registration procedure and must do so until all shareholders who are entitled to attend the meeting have registered.
 - Member who attend the AGM late have the right to register immediately, participate and vote at the Meeting. The Chairperson is not responsible for stopping the meeting so that the late member can register and the effectiveness of the voting conducted before the late member attend will not be affected.
- 2. The form of meeting and the procedure to conduct the AGM:** complied with the provisions of Article 19 of the Company's Charter, Clause 3, Article 6 of the Corporate Governance Regulation and Article 146 of the Enterprise Law 2020.

3. Participation and voting at the AMG

a. Forms of participation and voting

Representatives can directly attend the AGM offline or online, and perform E-voting as specified in Clause 4 of this Article. Detailed instructions for attending the AGM will be issued by the Company and posted on the Company's website www.agm.fpt.com.vn.

b. The Vote Counting Committee

The meeting elects the people responsible for counting votes or supervising the counting of votes at the request of the Chairman. The number of members of the Vote Counting Committee is decided by the AGM based on the proposal of the Chairman but must not exceed the number of people regulated by current law.

c. Method of voting and announcement of results

- Voting will be done in the form of E-voting as specified in Clause 4 of this Article;
- Vote counting results are announced right before the meeting closure;
- The vote counting minutes will be posted on the website of the Company within fifteen (15) days from the end of the vote counting.

4. Electronic voting

a. Rights and duties of the Representatives when attending the AGM:

- The representatives attending the AGM are allowed to vote on all matters within their authority according to the legal regulation and the Company's Charter in the form of E-voting.
- It is the responsibility of the Representative to keep confidential information to ensure that only the Representative has the right to vote on the E-Voting System. The results of the Representative vote on the E-Voting System are considered the final decision of the Representative. The Representative is responsible before the law and the Company for the results of E-voting that has been performed.
- When detecting that the username, password and / or other Identification Factor is lost, stolen, disclosed, or suspected of being disclosed, the Representative must immediately notify the Company in order to promptly lock the username. access, and security equipment. The Representative is responsible for damages, losses and risks arising at the Representative's fault.



b. Discussion at the AGM:

- The discussion at the AGM is coordinated by the Chairman or the representative of the Organizing Committee of the AGM, ensuring compliance with the provisions of the Company's Charter.
- For Representatives attending the online AM, shareholders or authorized representatives can ask questions directly or send questions to the Company through the online system of the AGM or otherwise instructed by the Company in the meeting invitation. The Secretary Committee of the Meeting is responsible for recording the name of the Representative, the code of the Representative (if any) and the content of the question.
- Depending on the time of the AGM, the AGM organizing committee can select a suitable online channel for the meeting participants to speak, comment and receive answers from the Company.

c. Principles and methods of conducting E-voting:

- From the time of receiving the username and password to log into the online AGM and E-voting system, the Representative has the right to access and vote on matters under the authority of the AGM. At the end of the voting time specified on the notice of the E-voting System, the system will not record additional E-voting results from the Representative.
- The Representative vote on each content laid out in the agenda. In the form of E-voting, for each content, the Representative chooses one of the three options "Agree", "Disagree", "No opinion" on the voting form in the E-Voting System. After completing voting on all contents that need to be voted at each voting round, the Representative presses "Vote" to save and send the voting results to the system.
- In case the agenda of the meeting is supplemented with the content proposed by a shareholder / group of shareholders and approved by the AGM, the Representative may conduct additional voting. If the Representative does not conduct additional voting, it is deemed not voting on these contents.
- A Representative can change the voting result many times but cannot cancel the voting result. The E-voting system only records the final voting results at the end of the each voting round as specified.

d. Method of counting votes:

The votes of each Representative are recorded by the system by: number of "Agree" votes, "Disagree" votes, and "No opinion" votes.

5. Authorization procedure

- a. Shareholders can authorize all or a portion of owning shares to other individuals or organizations to attend and vote on their behalf at the meeting.
- b. Shareholders who are organizations owning at least 10% of the total number of common shares can authorize all or a portion of their owning shares to up to 03 representatives to attend and vote on their behalf at the meeting.
- c. An authorization takes effect when it satisfies the following conditions:
 - Shareholders complete the information in the authorization form of the Company, and complete the online authorization (if shareholders attend the online AGM);
 - Power of attorney is printed under the authorization form of the Company with full signature, full name, stamp (if an organization) of the authorizing party and the authorized party; and
 - The Company shall receive the original Power of Attorney before the official opening of the meeting.

If a shareholder conducts authorization to an individual or an organization to attend the AGM on his / her behalf without using the authorization form of the Company, the authorization



document must be made in accordance with the civil law and must clearly state the name of individuals, organizations to be authorized and the number of shares to be authorized.

- d. Cancellation of authorization for authorized shareholders: the shareholder sends the official written request to cancel the authorization prior to the official opening of the meeting. The period of recognizing the cancellation takes effect from the time the Company receives the official written request to cancel the authorization of the shareholder.
- e. Cancellation of authorization is not effective if the proxy has voted on any issue of the agenda of the General Meeting of Shareholders.

Article 6. Adoption of decisions of the General Meeting of Shareholders

In compliance with Article 20 of the Company's Charter, Clause 4 Article 6 of the Corporate Governance Regulations and Article 148 of the Law on Enterprises 2020.

Article 7. Minutes of the General Meeting of Shareholders

In compliance with Article 22 of the Company's Charter, Clause 5 Article 6 of the Corporate Governance Regulations and Article 150 of the Law on Enterprises 2020.

1. The minutes is made in Vietnamese and English (information to be published in English is for reference only), including the following main contents:
 - Name, head office address, enterprise code;
 - Time and location of the General Meeting of Shareholders;
 - Agenda and contents of the meeting;
 - Full name of the Chairperson and Secretary;
 - Summary of the meeting progress and opinions at the meeting on each content in the agenda;
 - Number of shareholders and the number of votes of the attending shareholders, the list of shareholder registration appendix, shareholder representatives attending the meeting with the corresponding number of shares and number of votes;
 - Total number of votes for each issue voted on, clearly stating the voting method, total number of valid, invalid, "Agree", "Disagree" and "No opinion" votes; corresponding rate on the total number of votes casted by attending shareholders;
 - The issues that have been passed and the corresponding percentage of votes;
 - Signature of the Chairman and the Secretary.
2. Minutes of the meeting and Resolutions of the AGM must be completed and approved by the AGM before the end of the meeting.

Article 8. Request to revoke decisions of the General Meeting of Shareholders

In compliance with Article 23 of the Company's Charter, Clause 6 Article 6 of the Corporate Governance Regulations.

Article 9. Disclosure of Meeting Minutes and Resolutions of the General Meeting of Shareholders

Within 24 hours from the end of the meeting, the minutes and resolutions of the AGM will be posted on the Company's website at www.fpt.com.vn and sent to the State Securities Committee and Ho Chi Minh City Stock Exchange to publish information in accordance with current law.

Article 10. Terms of execution



This Regulation takes effect from the date of being signed by the Chairman of the Board of Directors and shall be applied at the 2021 Annual General Meeting of Shareholders scheduled to be held on April 08th, 2021.

On behalf of THE BOARD OF DIRECTORS

CHAIRMAN

A red circular stamp with the text 'M.S.D.N - 0101248141 - C.T. CÔNG TY CỔ PHẦN FPT Q. CẦU GIẤY - TP. HÀ NỘI' around the perimeter. A blue ink signature is written over the stamp.

Truong Gia Binh