

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.: 60 /FPT-FCC

Hà Nội, ngày 18 tháng 03 năm 2021
Hanoi, March 18th, 2021

CÔNG BỐ THÔNG TIN
TRÊN CÔNG 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
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Nội dung thông tin công bố: Tài liệu họp Đại hội đồng Cổ đông thường niên 2021 gồm:

- Thông báo mời họp ĐHĐCĐ thường niên 2021;
- Giấy ủy quyền;
- Tài liệu ĐHĐCĐ thường niên 2021;
- Mẫu phiếu biểu quyết.

Content of Information disclosure (*): *Document of FPT's 2021 AGM as follows:*

- *Invitation letter to FPT's 2021 AGM;*
- *Letter of Authorization attend at FPT's 2021 AGM;*
- *Document of FPT's AGM 2021;*
- *Ballot.*



Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 18/03/2021 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 18th, 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.*

Đại diện tổ chức

Organization representative

Người CBT/Party to disclose information



Bùi Nguyễn Phương Châu

Nơi nhận/Recipient:

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





FPT CORPORATION

Address: No 17, Duy Tan Street, Dich Vong Hau Ward, Cau Giay District, Ha Noi, Vietnam.

Tel: (84-24) 7300 7300; Fax: (84-24) 3768 7410

Company Code No. 0101248141, 48th version issued by Hanoi Department of Planning and Investment on June 4th, 2020

Hanoi, March 15th, 2021

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**INVITATION TO
THE 2021 ANNUAL GENERAL MEETING OF
SHAREHOLDERS**

To: **Shareholders**

The Board of Directors (BOD) respectfully invites shareholders of FPT Corporation to attend the 2021 Annual General Meeting of Shareholders (AGM). Details of the meeting are as follows:

1. **Time:** 1:00 pm Thursday, April 08th, 2021.
 2. **Forms of Attending:** To facilitate Shareholders' execution of all rights and obligations at the AGM, Shareholders may register to attend the meeting through one of the following:
 - a. **Attending online:** During the Covid-19 period, the Company encourages Shareholders to register online. Shareholders can register online from March 18, 2021 via the website: <https://agm.fpt.com.vn>
 - b. **Attending offline:** For Shareholders wishing to participate in person, please register to attend via the website: <https://agm.fpt.com.vn> from March 18, 2021. Depending on the actual situation of the pandemics, the Company may have to impose a limit on the number of offline registrations.
 - **Venue:** Conference Room, 8th Floor, FPT Tower, Lot D28, Cau Giay New Urban Area, Dich Vong Hau Ward, Cau Giay District, Hanoi.
 - Shareholders or authorized participants, when attending the meeting, please bring the following documents: Meeting invitation, Identity Card / Citizen ID / Passport used to register securities account that holds FPT shares ownership as of 04/03/2021, Power of Attorney form (if receiving authorization to attend the meeting).
 - c. **Authorization to attend the AGM:** Shareholders can authorize in writing for another person or one of the BOD members of FPT Corporation (see attached Power of Attorney form or download from: <https://agm.fpt.com.vn>). Shareholders send the Power of Attorney by post enclosed in the envelope of FPT Corporation with this Invitation or fax to: 84 24 3768 7410 before April 7th, 2021.
3. **Voting:** Shareholders perform electronic voting through the electronic voting system at the website: <https://agm.fpt.com.vn> or call directly to +84 24 73007300 / ext 46496 for instruction. Voting can be done before the AGM takes place, from 18/03/2021 to before the end of voting time for each issue to be voted on.
 4. **AGM documents:** Documents for the AGM will be available on the FPT website on March 18th, 2021 at <https://agm.fpt.com.vn>. For environmental protection purpose, all documents of the AGM will be in electronic form. In case that Shareholders would like to receive hard copies, please contact the Investor Relations Department, FPT Corporation, telephone number 84 24 7300 7300/ext. 46496.

It is our great honor to receive you at the 2021 Annual General Meeting of Shareholders of FPT Corporation.

Yours respectfully,

**ON BEHALF OF THE BOD
CHAIRMAN**

Trung Gia Binh

Note: All expenses related to the attendance at FPT Annual General Meeting, which include accommodation, travelling and other personal expenses will be borne by shareholders.



2021

AGM DOCUMENTS

FPT CORPORATION





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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 Statements 2020 Profit Distribution plan 2021 Cash Dividend Payment plan Plan of treasury share distribution 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 Statements Operating Regulations of the Supervisory Board	Supervisory Board
9.	14:57 – 15:05	Proposal of amending the Company Charter Proposal of amending the Corporate Governance Regulations Operating 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

VOTING ISSUES
THE 2021 ANNUAL GENERAL SHAREHOLDERS MEETING OF
FPT CORPORATION

- Content 1:** Approve 2020 Audited Financial Statements
- Content 2:** Approve the Strategic Direction for the period of 2021-2023 and 2021 Business Plan
- Content 3:** Approve the Report of the Board of Directors in 2020 and 2021 remuneration budget for the Board of Directors
- Content 4:** Approve the Report of the Supervisory Board in 2020 and 2021 budget for the Supervisory Board's activities
- Content 5:** Approve 2020 profit distribution plan and 2021 cash dividend payment plan
- Content 6:** Approve the plan of treasury share distribution to employees
- Content 7:** Approve the amendments of the Company's Charter
- Content 8:** Approve the amendments of the Corporate Governance Regulations
- Content 9:** Approve the change of the Head Office address
- Content 10:** Approve the operating regulations of the Board of Directors
- Content 11:** Operating regulations of the Supervisory Board
- Content 12:** Approve the proposal of selecting an independent audit firm to audit 2021 Financial Statements

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



Truong Gia Binh

No. 01

**THE STATEMENT
TO THE 2021 ANNUAL GENERAL SHAREHOLDERS MEETING OF
FPT CORPORATION**

*Ref: Approval of 2021 Audited Financial Statements, The Report of the Board of Directors in 2020,
Strategic Direction for the period of 2021-2023 and 2021 Business Plan..*

- In accordance with Law on Enterprises released in 2020;
- In accordance with Company Charter of FPT Corporation,

The Board of Directors (BOD) respectfully submits to the General Meeting of Shareholders to approve 2020 Audited Financial Statements, The Report of the BOD in 2020, Strategic Direction for the period of 2021-2023 and 2021 Business Plan as follows:

1. **2020 Audited Financial Statements**, details are available in the 2020 Annual Report and at this link: <https://fpt.com.vn/en/ir/information-disclosure>.

Key indicators are summarized as follows:

No.	Indicators	2020
		(VND in billion)
1	Business revenue	29,830
2	Profit before tax	5,263
3	Profit after tax	4,424
4	Profit after tax attributable to parent company's shareholders	3,538
5	Bonus and welfare fund	312
	5.1 Bonus and welfare fund of parent company	0
	5.2 Bonus and welfare fund at subsidiaries (10%)	312
6	Profit after tax attributed to parent company's shareholders	3,226

2. **The BOD's 2020 Report** (as attached).
3. **Strategic Direction for the period of 2021 – 2023** (as attached).



4. The business plan for 2021

Unit: VND in billion

Business sectors	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 & Investment	1,559	2,400	53.9%	952	1,110	16.6%
Total	29,830	34,720	16.4%	5,263	6,210	18.0%

This proposal is respectfully submitted to the General Shareholders Meeting for review & approval.

Thanks & Best Regards.

ON BEHALF OF THE BOD

CHAIRMAN



Truong Gia Binh

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 41,734 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 revenue plan, 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 - Infrastructure & Technology transformation– People transformation. Digital Transformation services revenue reached VND 3,219 billion, increased 31% compared to 2019 with an increase in customer demand for Cloud Technology, IoT and 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, revenue from Made by FPT platforms and solutions increased 51%.

Resources: FPT's technology workforce continues to grow in both quantity and quality. FPT also expands one more software production center in India and Costa Rica in order to serve 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 after tax of 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

In 2020, the BOD highly appreciates the Board of Management (BOM) 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.

1. Monitoring method

In accordance with the Company Charter and the Corporate Governance Regulations, the Board of Directors has checked and supervised the activities of the CEO and members of the BOM in operating production business and implementing resolutions of The General Meeting of Shareholders and the Board of Directors in 2020 are as follows:

- The execution of business strategy and plan.
- The implementation of the resolutions of the Board of Directors.
- The strict implementation of the regime of quarterly financial statements, semi-annual financial statements, annual financial statements and annual reports.
- The implementation of high-level personnel programs and policies.
- Investment activities.

2. Monitoring results

- Deploying important business targets and managing the company's operations in accordance with the strategies and plans, flexibly adjusting plans and strategies to coping with the Covid-19 epidemic that adversely affect the market and the economy.
- Deploying key projects and action programs of the Group and its subsidiaries.
- Developing common policies and specific policies between companies to promote business-sales.
- Distribution of remuneration in 2020 of the Board of Directors, the Supervisory Board according to the Resolution of the Annual General Meeting of Shareholders in 2020.
- Strategic direction and identification of short, medium and long-term visions, continuously updating according to the general trend of the whole industry.
- Deploying resolutions of the General Meeting of Shareholders, resolutions of the Board of Directors and decisions of the Chairman of the Board of Directors.

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:
 - o Direct the development of business continuity plan, in which special attention is given to work-from-home solutions at all staff 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, 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 & BOM 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 (Business Command Center) 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 & solutions 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 and the BOD 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.

BOD's remuneration

Member	Position	Remuneration
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)
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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	2.49%	<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	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 11 th , 2020	The BOD: 7/7 members attended Observers: - The Supervisory: 1/3 members attended - The BOM: 3/3 members attended	<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 2020-2022 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

Session	Participation	Content
	Resolution 01.03-2020/NQ-HĐQT-FPT issued	<p>policy for 2020 cash dividend, cordially submit to the AGM for approval.</p> <ul style="list-style-type: none"> - 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, Earnst & Young, cordially submit to the AGM for approval. - Approved regulation on procedures for convening and voting at the 2020 AGM.
Session Three April 10 th – April 13 th , 2020	Opinions collected in writing. Resolution 02.04-2020/NQ-HĐQTFPT issued	<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.
Session Four April 16 th – April 17 th , 2020	Opinions collected in writing. Resolution 03.04-2020/NQ-HĐQTFPT issued	<ul style="list-style-type: none"> - Updating charter capital information in Appendix 01 attached to the Company's Charter.
Session Five June 02 nd – June 03 rd , 2020	Opinions collected in writing. Resolution 01.06-2020/NQ-HĐQTFPT issued	<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 Six July 02 nd – July 06 th , 2020	Opinions collected in writing. Resolution 01.07-2020/NQ-HĐQTFPT 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 	<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 BOM to sign

Session	Participation	Content
	Resolution 02.07-2020/NQ-HĐQT-FPT issued	and conduct the contracts. - Approve the plan to establish FPT Smart Cloud Co., Ltd., authorize the BOM to be responsible for establishing the company.
Session Eight November 05 th , 2020	The BOD: 7/7 members attended Observers: - The Supervisory: 2/3 members attended - The BOM: 3/3 members attended No resolution issued	- 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. 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 Digital 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 and fulfilled its responsibility.

Mr. Dan E Khoo: 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 performed 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 expansion into new markets with new solutions have enhanced FPT's competitive advantage in an environment where digitalization is gaining acceleration. The Corporation has also shown visionary leadership and courage in applying innovative solutions to strategic management and implementation in order to promote the future growth.

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 cooperation.

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. IT Services for 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. IT Services for 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 subsidiaries.
- Focus on developing Made by FPT solutions with target revenue increase of, to increase revenue by 50% and develop at least 10 new products and solutions year on year.
- Maintain the leading position in the Banking and Government sectors, 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.

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.
- 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 and Made by FPT solutions serving customers.

2.3.2. Digital Marketing & Communication

- Lead the Marketing and Digital Communication market with Integrated Marketing & Communication products.
- 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 segments such as running and beauty.
- Develop new specialized content arrays.

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.
- 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. 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, 2021

**ON BEHALF OF THE BOD
CHAIRMAN**



Truong Gia Binh

**THE STATEMENT
TO THE 2021 ANNUAL GENERAL SHAREHOLDERS MEETING OF
FPT CORPORATION**

Ref: Approval of the Supervisory Board's 2020 Report, Budget for Supervisory Board's activities in 2021.

- In accordance with Law on Enterprises released in 2020;
- In accordance with Company Charter of FPT Corporation;

The Supervisory Board respectfully submits to the General Shareholders Meeting to approve the Supervisory Board's Report in 2020 and Budget for Supervisory Board's activities in 2021 as follows:

5. The Supervisory Board's 2020 report (as attached)

6. Budget for the Supervisory Board's activities in 2021:

No.	Item	Unit	Quantity	Price (VND)	Amount (VND)
1	Outsource professional consultants	H	50	2,000,000	100,000,000
2	Remuneration for the Supervisory Board's members	H	1040	1,200,000	1,248,000,000
3	Travelling expenses	Times	5	15,000,000	75,000,000
Total:					1,423,000,000

This proposal is respectfully submitted to the General Shareholders Meeting for review & approval.

Thanks & Best Regards.

**ON BEHALF OF THE SUPERVISORY BOARD
HEAD OF THE SUPERVISORY BOARD**



Nguyễn Việt Thang
Nguyễn Việt Thang

REPORT OF THE SUPERVISORY BOARD IN 2020 AND PLAN FOR 2021

I. THE SUPERVISORY BOARD'S ACTIVITIES IN 2020

According to related regulations, main responsibilities of the Supervisory Board are to supervise:

- The implementation of the Company's Charter;
- The implementation of the approved resolutions of the 2020 Annual General Meeting of Shareholders in order to ensure shareholders' benefits;
- The transparency of the Corporation's financial activities;
- The enforcement of the BOM and the BOD in line with legal regulations.

1. Information about the members of Supervisory Board in 2020

No.	Member	Position	Commencement date	Dismissal date	Number of meetings attended	Percentage of attended	Reason for absence
1	Mr. Nguyen Viet Thang	Head	April 12 nd , 2012, Re-elected by the 2017 AGM as a member of the Supervisory Board for the term 2017-2022 on March 31 st , 2017; and re-elected the position of Head of Supervisory Board on April 03 rd , 2017		4/4	100%	
2	Mr. Nguyen Khai Hoan	Member	April 12 nd , 2012, Re-elected by the 2017 AGM as a member of the Supervisory Board on March 31 st , 2017		4/4	100%	
3	Mrs. Nguyen Thi Kim Anh	Member	March 31 st , 2017 (Elected by the 2017 AGM as a member of the Supervisory Board on 31/03/2017)		4/4	100%	

In 2020, the Supervisory Board held four meeting sessions. The details and main contents are below:

Session	Participation	Main content
Session one	3/3 members attended	- Discussing and evaluating the Corporation's 2019 consolidated financial statements; Reviewing and assessing 2019 business results of subsidiaries as well as

Session	Participation	Main content
April 02 nd , 2020		<p>the 2020 consolidated report of the Corporation; Supervising the documentary preparation for the 2020 AGM.</p> <ul style="list-style-type: none"> - Internal communicating and assessing the supervision on compliance with the regulations of the BOM, BOD and senior executives in 2019; discussing content of the annual report that the Supervisory Board submitted to the 2020 AGM. - Discussing content of the 2019 Supervisory Board report and the proposed action plan for 2020.
Session two April 25 th , 2020	3/3 members attended	<ul style="list-style-type: none"> - Unifying the operational plan for 2020 after the approval of the 2020 AGM on April 08th, 2020. - Assigning in detail the personnel in the Supervisory Board to be responsible for each specific task in 2020. - Reviewing the action plan of the Compliance Monitoring Department. Proposing the cooperation plan between the Supervisory Board and the Compliance Monitoring Department. - Reviewing the Corporation's proposed Financial Statements for the first quarter of 2020 as well as the expected plan for the second quarter of 2020 in the context of the ongoing Covid-19 pandemic with unpredictable changes that affect the business.
Session three July 24 th 2020	3/3 members attended	<ul style="list-style-type: none"> - Reviewing the second quarter financial data sent by the BOD to prepare for the meeting of the BOM on July 30th, 2020. Especially focusing on the solutions of the BOD in the complicated Covid-19 pandemic situation. - Reviewing the proposal on the selection of Independent Auditor 2020 by the BOD (Deloitte Vietnam) - Assigning and reviewing supervisory tasks in coordinating with the Compliance Monitoring Department in the context of leadership rotation.
Session four October 22 nd 2020	3/3 members attended	<ul style="list-style-type: none"> - Reviewing the third quarter financial data sent by the BOD to prepare for the meeting of the BOM on November 05th, 2020 as well as the completion of the business targets for the 4th quarter of 2020 and for the whole year under the effects of the Covid-19. - Planning to control overdue debts and inventories as well as preventing financial risks.

2. Monitoring the implementation of the resolutions of the AGM

In the context of the local and the world economies were greatly affected by the COVID-19 pandemic, the 2020 business results were highly appreciated. The leadership of the Corporation strived to run the business to meet the revenue and profit targets. This required a great effort with many policies as well as implementation plans to adapt to the "New Normal".

In 2020, the Corporation utilised new innovative management tools such as OKR and FPT-SFlash in operation and management. These tools have positively affected business results, improving discipline, self-awareness and self-responsibility of each individual. In addition, the "Gold" Reward/Penalty policy has been strongly deployed, bringing motivation to all staff members.

3. Supervision activities for the BOM, the BOD and shareholders

The Supervisory Board attended all meetings of the BOM during the year.

The Supervisory Board oversaw the implementation of the preferred shares issuance policy for employees with outstanding contributions in 2019, in compliance with the Resolution approved by the 2020 AGM.

Implementing advanced payment of remuneration to the BOM and the Supervisory Board in 2020: The Corporation has fully paid the remuneration to the members of the BOD and the Supervisory Board in accordance with the regulations and the budget approved by the 2020 AGM.

In 2020, the Supervisory Board does not receive shareholders' complaints about the mistakes of the BOD, the BOM, and the Supervisory Board in the process of implementing the assigned tasks.

4. The cooperation among the Supervisory Board, the BOD, the BOM & management staff:

The Supervisory Board was always fully updated with the business strategy and the execution of the business plan throughout the year.

In addition, the Supervisory Board also actively cooperated closely and regularly with the BOD and the BOM to implement its functional activities.

5. Compliance monitoring

In 2020, the Supervisory Board did not identify any abnormal signs affecting or violating any regulations of the State and the Corporation in the activities of the BOM, BOD and other executives, which affecting the shareholders' rights.

6. Summary of the remuneration and operating expenses of the Supervisory Board

Paying in advance the remuneration and operating expenses of the Supervisory Board in 2020:

- In the total remuneration package approved by the AGM 2020, the corporation has paid VND **1,195,200,000** for the Supervisory Board's remuneration.
- In 2020, the Supervisory Board did not outsource any consulting services and did not have travelling expenses.

The details are as follow:

	Content	Budget (VNĐ)	Advance payment (VNĐ)
1	Outsourcing consulting services	100,000,000	0
2	Supervisory Board remuneration	1,195,200,000	1,195,200,000
3	Travelling expenses	75,000,000	0
	Total	1,370,200,000	1,195,200,000

II. THE SUPERVISORY BOARD' S 2021 ACTION PLAN

1. The Supervisory Board will focus on implementing the following key tasks:

- Monitoring compliance with the Resolution of the 2020 AGM to ensure the highest benefits for shareholders.
- Keeping coordinating with the auditing firm to review the reports of the independent financial auditing entity and oversee the implementation of matters mentioned in their notes and in the audit opinion letter (if any).
- Reviewing and supervising financial regulations, operational rules and policy regulations issued by the BOM and the BOD during the year to ensure compliance with laws and rights of shareholders.
- Strengthening the coordination between the Supervisory Board and the Compliance Monitoring Department to promptly evaluate, handle arising incidents as well as supervise the handling during and after inspection.



2. Budget for Supervisory Board's activities in 2021

For 2021, the Supervisory Board submitted the 2021 AGM to approve the operating expenses budget as follows:

No.	Description	Unit	Quantity	Price (VND)	Amount (VND)
1	Hire professional consultants	H	50	2,000,000	100,000,000
2	Compensation for the Supervisory Board members	H	1040	1,200,000	1,248,000,000
3	Travelling expense	Times	5	15,000,000	75,000,000
	Total				1,423,000,000

Hanoi, January 20th 2021

ON BEHALF OF THE SUPERVISORY BOARD
HEAD OF THE SUPERVISORY BOARD



Nguyen Viet Thang
Nguyen Viet Thang



Hanoi, March 12th, 2021

No. 03

**THE STATEMENT
TO THE 2021 ANNUAL GENERAL SHAREHOLDERS MEETING OF
FPT CORPORATION**

Ref: Approval of 2020 profit distribution and 2021 cash dividend payment plan.

- In accordance with Law on Enterprises released in 2020;
- In accordance with Company Charter of FPT Corporation,
The Board of Directors (BOD) respectfully submits to the General Meeting of Shareholders (AGM) to approve the plan for 2020 profit distribution and the policy for cash dividend payment in 2021. Details are as follows:

1. 2020 cash dividend payment plan

- Based on 2020 cash dividend policy and 2020 business performance, the BOD submits to the AGM the 2020 cash dividend payment plan of 20% (VND 2,000 per share), of which:
 - o Already paid 10% in 2020;
 - o The rest (10%) will be paid following the AGM's approval.
- Schedule: 2nd quarter of 2021.
- Authorization for the BOD to implement the details of the cash dividend payment.

2. Stock dividend payment plan

- Based on the financial situation of the Company, the BOD submits to the AGM the stock dividend plan of 15% (who own 20 shares will receive 3 new stocks).
- Capital source: retained earnings of the Company.
- 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.
- New shares' listing: the newly issued shares (as stock dividend) will be listed immediately after listing approval is obtained.
- Schedule: immediately after the AGM's approval (at the same time with the rest of FY2020 cash dividend payment) (at the same time with the rest of 2019 cash dividend payment).
- Authorization for the BOD to implement the details of the stock dividend payment.

3. 2021 cash dividend payment plan

- Based on 2021 business plan, the BOD submits to the AGM the 2021 cash dividend payment 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 2021 cash dividend will be approved by the 2022 AGM.

This proposal is respectfully submitted to the General Shareholders Meeting for review & approval.

Thanks & Best Regards.

ON THE BEHALF OF THE BOD

CHAIRMAN



Truong Gia Binh

No. 04

**THE STATEMENT
TO THE 2021 ANNUAL GENERAL SHAREHOLDERS MEETING OF
FPT CORPORATION**

*Ref: To sell treasury shares at discounted price to employees
under Employee Stock Ownership Plan (ESOP).*

- In accordance with Decree 155/2020/NĐ-CP guiding some articles of Securities Law;
- In accordance with Decree 58/2012/NĐ-CP amending and supplementing some articles by Decree 60/2015/NĐ-CP guiding the implementation of the old Securities Law;
- In accordance with Circular 162/2015/TT-BTC regulating the sales of treasury shares;
- In accordance with the Charter of FPT Corporation (“The Company”),

Currently, the Company is having 82,376 treasury shares bought back from the employees at VND 10,000/share under some Employee Stock Ownership Plans (ESOPs) in the past. The Board of Directors (BOD) respectfully submits to the General Meeting of Shareholders (AGM) to approve the sales of treasury shares to employees under Employee Stock Ownership Plan (ESOP). Details are as follows:

- 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.
- To authorize the Board of Directors to decide on the details and implement the above proposal.

This proposal is respectfully submitted to the General Shareholders Meeting for review & approval.

Thanks & Best Regards.

**ON THE BEHALF OF THE BOD
CHAIRMAN**
**CÔNG TY
CỔ PHẦN
FPT**

Trương Gia Bình



Hanoi, March 12th, 2021

No. 05

**THE STATEMENT
TO THE 2021 ANNUAL GENERAL SHAREHOLDERS MEETING OF
FPT CORPORATION**

*Ref: To issue the Operating Regulations of the Board of
Directors.*

- In accordance with the Charter of FPT Corporation;

The Board of Directors (BOD) respectfully submits to the General Meeting of Shareholders (AGM) to approve the issuance of the Operating Regulations of the Board of Directors. Details are as follows:

1. Rationale for proposal:

- Since January 1st, 2021, some important legal documents have come into force: Securities Law No. 54/2019/QH14; Enterprise Law No. 29/2020/QH14; Decree 155/2020 / ND-CP;
- Clause 4, Article 278 (Responsibilities and duties of the Board of Directors), Decree 155/2020/ND-CP **Detailed regulations on the implementation of a number of articles of the Securities Law** stipulates: *“Develop the operating regulation of the Board of Directors to be submitted to the General Meeting of Shareholders for approval and for publication on the company's website. The Minister of Finance provides guidelines and framework for the operating regulations of the Board of Directors so that public companies can refer to and build their operating regulations of the Board of Directors”*;
- Clause 20, Article 310 of Decree 155/2020/ND-CP above stipulates that *“A public company is responsible for building the company's charter, internal corporate governance regulations, operating regulations of the Board of Directors, operating regulations of the Supervisory Board in accordance with the Enterprise Law No. 59/2020/QH14, Securities Law No. 54/2019/QH14, this Decree and relevant legal documents and submit to the General Meeting of Shareholders for approval at the nearest meeting from the effective date of this Decree”*;
- Circular No. 116/2020 /TT-BTC on December 31st of the Ministry of Finance issued exemplary regulations including the Operating Regulations of the Board of Directors.
- Accordingly, the BOD needs to compose and submits the operating regulations of the Board of Directors to the AGM for approval at the nearest meeting.

2. Proposal

- Based on the above rationale, the BOD kindly submits to the AGM to approve the draft of the operating regulations of the Board of Directors including 07 chapters, 23 articles attached to this proposal.

This proposal is respectfully submitted to the General Shareholders Meeting for review & approval.

Thanks & Best Regards.

**ON THE BEHALF OF THE BOD
CHAIRMAN**
CÔNG TY
CỔ PHẦN
FPT
TRUONG GIA BINH

DRAFT

OPERATING REGULATIONS 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 dated... month ... year...

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

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

Chapter I

GENERAL PROVISION

Article 1. Subjects and scope of regulations

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

Article 2. Operating principles of the Board of Directors

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

Chapter II

MEMBERS OF THE BOARD OF DIRECTORS

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



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

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

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

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

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

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

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

Article 7. Chairman of the Board of Directors

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

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

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

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

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



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

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

Chapter III

BOARD OF DIRECTORS

Article 11. Rights and obligations of the Board of Directors

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

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

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

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

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

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

1. The Board of Directors may establish and authorize committees or sub-committees from time to time. Currently, the Board of Directors has the following committees established and operating:
 - a) Human Resources and Remuneration Committee;



- b) Development Policy Committee.
2. The specific powers, organizational structure and operating mechanism of these sub-committees will comply with the regulations issued by the Board of Directors in accordance with the Company's Charter and other law provisions.

Chapter IV

BOARD OF DIRECTORS MEETING

Article 15. Board of Directors Meeting

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

Article 16. Minutes of the Board of Directors Meeting

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

Chapter V

REPORTING AND DISCLOSURE OF BENEFITS



Article 17. Submission of annual reports

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

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

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

Article 19. Disclosure of relevant benefits

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

Chapter VI

RELATIONSHIP OF THE BOARD OF DIRECTORS

Article 20. Relationship between members of the Board of Directors

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



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

Article 22. Relationship with the Supervisory Board

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

Chapter VII

TERMS OF ENFORCEMENT

Article 23. Effect of implementation

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

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

Truong Gia Binh

No. 06

**THE STATEMENT
TO THE 2021 ANNUAL GENERAL SHAREHOLDERS MEETING OF
FPT CORPORATION**

Ref: To issue the Operating Regulations of the Supervisory Board.

- In accordance with the Charter of FPT Corporation;

The Supervisory Board of FPT Corporation (“the Supervisory Board”) respectfully submits to the General Meeting of Shareholders (AGM) to approve the issuance of the Operating Regulations of the Supervisory Board. Details are as follows:

3. Rationale

- Since January 1st, 2021, some important legal documents have come into force: Securities Law No. 54/2019/QH14; Enterprise Law No. 29/2020/QH14; Decree 155/2020/ND-CP stipulating detailed regulations on the implementation of some articles of Securities law;
- Clause 6, Article 288 (Responsibilities and duties of the Supervisory Board), Decree 155/2020/ND-CP stipulates: “*Develop the operating regulations of the Supervisory Board and submit to the General Meeting of Shareholders for approval and for publication on the company's website. The Minister of Finance provides guidelines and framework for the operating regulations of the Supervisory Board so that public companies can refer to and build their operating regulations of the Supervisory Board*”;
- Clause 20, Article 310 of Decree 155/2020/ND-CP stipulates that “*A public company is responsible for building the company's charter, internal corporate governance regulations, operating regulations of the board directors, and **Operating Regulations of the Supervisory Board** in accordance with the Enterprise Law No. 59/2020/QH14, Securities Law No. 54/2019/QH14, this Decree and relevant legal documents, submitted to the General Meeting of Shareholders for approval at the nearest meeting from the effective date of this Decree*”;
- Circular No. 116/2020/TT-BTC on December 31st, 2020 of the Ministry of Finance issued exemplary regulations including the Operating Regulations of the Supervisory Board.
- Accordingly, there is a need to compose and submit the operating regulations of the Supervisory Board to the General Meeting of Shareholders for approval.

4. Proposal

- Based on the above rationale, the Supervisory Board kindly submits to the AGM to approve the draft of the operating regulations of the Supervisory Board including 07 chapters, 22 articles attached to this proposal.

This proposal is respectfully submitted to the General Shareholders Meeting for review & approval.

Thanks & Best Regards.

**ON THE BEHALF OF THE SUPERVISORY BOARD
HEAD OF SUPERVISORY BOARD**


Nguyễn Việt Thang

Nguyễn Việt Thang

OPERATING REGULATIONS OF THE SUPERVISORY BOARD

In accordance with the Securities Law dated November 26, 2019;

In accordance with the Law on Enterprises dated June 17, 2020;

In accordance with the Government's Decree No. 155/2020 / ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;

In accordance with the Circular No. 116/2020 / TT-BTC dated December 31, 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 dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

In accordance with the Charter of FPT Corporation ("Company");

In accordance with the Resolution of the General Meeting of Shareholders dated ...

The Supervisory Board promulgates the Operating Regulations of the Board of Supervisors of the Company.

Operating Regulations of the Board of Supervisors of the Company includes the following:

Chapter I

GENERAL PROVISIONS

Article 1. Subjects - Scope of regulations

1. Scope of regulations: The Operating Regulations of the Supervisory Board stipulates the organizational structure of personnel, standards, conditions, rights and obligations of the Supervisory Board and members of the Supervisory Board in accordance with the Law on Enterprises, the Charter of the Company and other relevant regulations.
2. Subjects of application: Regulations on operation of the Supervisory Board is applied to the Supervisory Board and all members of the Supervisory Board.

Article 2. Operational principles of the Supervisory Board

Working principle of the Supervisory Board is the collective principle. Members of the Supervisory Board are independently responsible for their work and jointly responsible prior to the General Meeting of Shareholders, the law for the affairs and decisions of the Supervisory Board.

Chapter II

MEMBERS OF THE SUPERVISORY BOARD (SUPERVISORS)

Article 3. Rights, obligations and responsibilities of members of the Supervisory Board

1. Comply with the law, the Company Charter, resolutions of the General Meeting of Shareholders and professional ethics in implementing assigned rights and obligations.
2. Exercise the assigned rights and obligations in an honest, careful and perfect manner to ensure the maximum legal interests of the Company.
3. Loyal to the interests of the Company and its shareholders; not abuse position, position and use information, know-how, business opportunities, other assets of the Company for self-interest or for the benefit of other organizations or individuals.

4. Other obligations as provided for by the Law on Enterprises and the Company Charter.

Article 4. Term of office and number of members of the Supervisory Board

The Supervisory Board has 03 members, the term of the member of the Supervisory Board does not exceed 05 years and can be re-elected for an unlimited number of terms.

Article 5. Standards and requirements for members of the Supervisory Board

Members of the Supervisory Board meet the standards and requirements specified in the Company Charter, Internal Regulations on Corporate Governance and relevant laws.

Article 6. Head of Supervisory Board

1. Head of the Supervisory Board meets the criteria and requirements specified in the Company Charter, Internal Regulations on Corporate Governance and relevant law provisions.
2. Head of the Supervisory Board is elected by Supervisory Board among the members of the Supervisory Board; election, dismissal, and removal from office in pursuant to the majority rule.
3. Head of Supervisory Board has rights and obligations as stipulated in the Company Charter, Internal Regulations on Corporate Governance and relevant laws.

Article 7. Self-nomination and nomination of members of the Supervisory Board

The nomination and candidacy for members of the Supervisory Board shall comply with the provisions of the Company Charter, Internal Regulations on Corporate Governance and relevant laws.

Article 8. Methods of election, dismissal and removal from office of members of the Supervisory Board

1. The election, dismissal and removal from office of members of the Supervisory Board fall within the authority of the General Meeting of Shareholders.
2. Voting to elect members of the Supervisory Board must comply with the provisions of the Company Charter, Internal Regulations on Corporate Governance and relevant laws.

Article 9. Cases of dismissal or removal of members of the Supervisory Board from office

The dismissal and removal of members of the Supervisory Board shall comply with the provisions of the Company Charter, Internal Regulations on Corporate Governance and relevant laws.

Article 10. Notice of election, dismissal and removal of members of the Supervisory Board

Candidate information disclosure and notification of results of election, dismissal and dismissal of members of the Supervisory Board shall comply with regulations on information disclosure.

Chapter III

SUPERVISORY BOARD

Article 11. Rights, obligations and responsibilities of the Supervisory Board

The Supervisory Board of the Company has rights and responsibilities in accordance with the Company Charter, Internal Regulations on Corporate Governance and relevant laws.

Article 12. Right of the Supervisory Board to be provided with information

1. Documents and information must be sent to members of the Supervisory Board at the same time and in the same manner as to members of the Board of Directors, including:
 - a) Meeting invitation, feedback sheet of members of the Board of Directors and attached documents;

- b) Resolutions, decisions and minutes of meetings of the General Meeting of Shareholders, the Board of Directors;
 - c) Report of the Director or General Director submitted to the Board of Directors or other documents issued by the Company.
2. Members of the Supervisory Board have the right to access the Company's files and documents kept at the head office, branches and other locations; have the right to visit the Company's premises of managers and employees during working hours.
 3. The Board of Directors, members of the Board of Directors, Director or General Director, other managers must fully, accurately and promptly provide information and documents on the management, administration and doing business of the Company at the request of a member of the Supervisory Board or the Supervisory Board.

Article 13. Responsibilities of the Supervisory Board in convening an extraordinary meetings of the General Meeting of Shareholders

1. The Supervisory Board shall replace the Board of Directors to convene a meeting of the General Meeting of Shareholders within 30 days if the Board of Directors fails to convene the General Meeting of Shareholders in the following cases:
 - a) The number of remaining members of the Board of Directors and Supervisory Board is less than the number of members as prescribed by law;
 - b) At the request of a shareholder or a group of shareholders as provided for in Clause 2, Article 115 of the Law on Enterprises;
 - c) In case of a request to convene an extraordinary meeting of the Shareholders' Meeting of the Supervisory Board is not complied.
2. In case the Supervisory Board does not convene a meeting of the General Meeting of Shareholders according to the regulations, the Supervisory Board must compensate any damage arising to the Company.

Chapter IV

SUPERVISORY BOARD MEETING

Article 14. Supervisory Board Meeting

1. The Supervisory Board may promulgate regulations on the meetings of the Supervisory Board and the manner of its operations. Supervisory Board must meet at least two (02) times a year and the minimum number of members participating in the meeting is two (02) people.
2. The Supervisory Board has the right to request members of the Board of Directors, CEO and representatives of the approved auditing organization to attend and answer matters that need to be clarified.

Article 15. Performance report of Supervisory Board Meeting

The performance report of the Supervisory Board meeting should be detailed and clear. Minutes of meetings of the Supervisory Board must be kept to determine the responsibilities of each member of the Supervisory Board.

Chapter V

REPORT AND BENEFIT DISCLOSURE

Article 16. Annual report submission



The Supervisory Board submits reports at the Annual General Meeting of Shareholders in accordance with the Company's Charter, Internal Regulations on Corporate Governance and relevant laws.

Article 17. Remuneration of the Supervisory Board and other benefits

Remuneration, operating expenses and other benefits of members of the Supervisory Board are implemented in accordance with the Company's Charter, Internal Regulations on Corporate Governance and relevant laws.

Article 18. Publicity of related interests

Members of the Supervisory Board of the Company must declare their related interests in accordance with the Company's Charter, Internal Regulations on Corporate Governance and relevant laws.

Chapter VI

RELATIONSHIP OF THE SUPERVISORY BOARD

Article 19. Relationship among members of the Supervisory Board

Members of the Supervisory Board have an independent relationship, not interdependent, but have coordination and cooperation in common work to ensure the good implementation of the responsibilities, rights and duties of the Supervisory Board in accordance with regulations. Law and Company Charter.

Head of the Supervisory Board is the coordinator of the general work of the Supervisory Board but does not have the authority to dominate the members of the Supervisory Board.

Article 20. Relationship with the Executive Board

The Supervisory Board has an independent relationship with the Company's Executive Board and performs function of supervising Executive Board's activities.

Article 21. Membership status of the Board of Directors

Board of Supervisors has an independent relationship with the Board of Directors of the Company, which performs the function of supervising activities of the Board of Directors.

Chapter VII

TERMS OF ENFORCEMENT

Article 22. Effect of implementation

The Operating Regulations of the Supervisory Board of FPT Corporation including 07 chapters and 22 articles and is effective from...

ON BEHALF OF THE SUPERVISORY BOARD

HEAD OF THE SUPERVISORY BOARD

Nguyen Viet Thang

No. 07

**THE STATEMENT
TO THE 2021 ANNUAL GENERAL SHAREHOLDERS MEETING OF
FPT CORPORATION**

Ref: Amendments of the Company Charter and the Corporate Management Regulations.

- In accordance with the Charter of FPT Corporation (“The Company”);
- In accordance with the Enterprise Law 2020;
- In accordance with the Securities Law 2019 and the related documents,

The Board of Directors (BOD) respectfully submits to the General Meeting of Shareholders (AGM) to approve the amendments of the Company Charter and the Corporate Governance Regulations of the Company. Details are as follows:

1. Grounds for proposal

- Since January 01st, 2021, some important legal documents related to the activities of the Company have 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 Charter and the Corporate Governance Regulations to comply with the provisions of law.

2. Proposal

- The BOD submits to the AGM for approval on the amendments to the Company Charter in accordance with Appendix 01 attached to this proposal.
- The BOD submits to the AGM for approval on the amendments to the Corporate Management Regulations in accordance with Appendix 02 attached to this proposal.

This proposal is respectfully submitted to the General Shareholders Meeting for review & approval.

Thanks & Best Regards.

**ON THE BEHALF OF THE BOD
CHAIRMAN**



Truong Gia Binh

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 26, 2014, and has expired since January 1, 2021;
- "Enterprise Law 2020" means Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and takes effect from January 1, 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 26, 2019;
- "Decree 155/2020/ND-CP" means Decree 155/2020/ND-CP guiding the Law on Securities issued by the Government on December 31, 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 16, 2020;
- "Circular 116/2020 / TT-BTC" means Circular 116/2020 / TT-BTC guiding corporate governance applicable to public companies in Decree 155/2020 / ND-CP guiding the Law Securities issued by the Ministry of Finance.

2. Amendments to the Company Charter

	Regulations in the current Charter	Proposed amendments	Reasons for amendment
1	<p style="text-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 style="text-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>8 April 2021</i> in Hanoi.</p>	<p>According to the actual date (tentative) of the General Meeting of Shareholders and approval of this Charter.</p>
2	<p>Article 1. Interpretation of terms</p> <p>The current regulations referring to the Enterprise Law 2014 have expired, the concept of "related person" has not been updated according to the Enterprise</p>	<p>Article 1. Interpretation of terms</p> <p>Changing the number of the Enterprise Law 2020, adding the reference to the Securities Law 2019 and the concept of "related person" in</p>	<p>Changing, adjusting the number of the articles/clauses and the number of the law to be consistent with the new law.</p> <p>Adding the concept of "Securities Law" used in the entire Charter.</p>

	Regulations in the current Charter	Proposed amendments	Reasons for amendment
	Law 2020 and the Securities Law 2019.	accordance with the two laws related to FPT.	
2a	<p>Article 2. Name, form of enterprise, head office, branch, representative office and duration of operation of the Company</p> <p>...</p> <p>Current shown:</p> <p>“Registered head office of the Company:</p> <p>Address: <u>FPT Tower, Duy Tan Street, Dich Vong Hau Ward, Cau Giay District, Hanoi</u>”</p>	<p>Article 2. Name, form of enterprise, head office, branch, representative office and duration of operation of the Company</p> <p>...</p> <p>Amendment to:</p> <p>“Registered head office of the Company:</p> <p>Address: <i>FPT Tower, Pham Van Bach Street, Dich Vong Hau Ward, Cau Giay District, Hanoi</i>”</p>	<p>The new FPT Tower has been completed of construction and it's going to be ne HO of FPT</p> <p>Under the provisions of Clause 2, Article 47 of Decree 01/202 /ND-CP on enterprise registration, in order to be able to amend the head office address according to the business registration, it is necessary to obtain the approval by the Resolutions of the General Meeting of Shareholders</p>
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>---</p> <p>Clause 5 this Article: “ ..</p> <p>The Board of Directors may distribute such shares to the subjects according to the conditions and manner that the Board of Directors deems appropriate, but not to sell such shares under more favorable conditions. conditions that are offered to existing shareholders, <u>except where shares are sold through the Stock Exchange by auction.</u>”</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>---</p> <p>Amendment Clause 5 this Article to: “ .. The Board of Directors may distribute such shares to the subjects according to the conditions and manner that the Board of Directors deems appropriate, but not to sell such shares under more favorable conditions. conditions offered for sale to existing shareholders <i>unless otherwise agreed by the General Meeting of Shareholders</i>”</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>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> <p>---</p> <p>According to Clause 5, Article 6 of the Charter template on Circular 116/2020/TT-BTC</p>

	Regulations in the current Charter	Proposed amendments	Reasons for amendment
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>In addition, the provisions of the law on the share repurchase by the Company have changed.</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 Company in accordance with the new provisions of the law</p> <p>---</p> <p>Supplementing/specifying some shareholder rights in Clause 2 Article 11:</p> <p><i>i. To be treated equally. Each share of the same class gives the owner the same rights, obligations and interests. In case the Company has types of preference shares, the rights and obligations associated with those types of preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;</i></p> <p><i>k. To have full access to periodic and unusual information published by the Company in accordance with the law;</i></p> <p><i>l. To have their legitimate rights and interests protected; propose to suspend or cancel resolutions and decisions of the General Meeting of Shareholders, the Board of Directors in accordance with the Enterprise Law;</i></p> <p>---</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> <p>According to Clauses 2 and 5, Article 115 of the Enterprise Law 2020.</p> <p>---</p> <p>Following and repeating Clause 1, Article 12 of the Charter template on Circular 116/2020/TT-BTC</p>

	Regulations in the current Charter	Proposed amendments	Reasons for amendment
	<p>4. A shareholder or group of shareholders holding 5% of the total number of common shares has the following rights:</p> <p>...</p> <p><u>c. Checking and receiving a copy or excerpt of the list of shareholders entitled to attend and vote at the General Meeting of Shareholders;</u></p> <p>...</p>	<p>4. A shareholder or group of shareholders holding 5% of the total number of common shares <i>or more</i> has the following rights:</p> <p>Thay thể điểm c Khoản này bằng:</p> <p><i>“c. Examining, looking up, extracting the number of minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions which must be passed by the Board of Directors and other documents, except documents related to commercial secrets, trade secrets of the Company.”</i></p> <p>...</p>	<p>----</p> <p>Clause 2 Article 115 of the Enterprise Law</p> <p>Clause 2, Article 12 of the Charter template is issued according to Circular 116/2020 / TT-BTC</p> <p>This is the new content of the rights of (group) of shareholders owning 5% or more of the shares specified in the Enterprise Law and repeated in the Charter template.</p>
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):</p> <p><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> <p>---</p> <p>Besides, Follow and repeat Article 13 of the Charter template on Circular 116/2020/TT-BTC</p>

	Regulations in the current Charter	Proposed amendments	Reasons for amendment
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>---</p> <p>2. Independent auditors may be invited to attend the meeting to advise the adoption of annual financial statements. If the Company's annual financial statements audit report contains material exceptions, <u>The Company may invite representatives of the independent auditing company to attend the Annual General Meeting of Shareholders if deeming it necessary</u></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>---</p> <p>2. Independent auditors may be invited to attend the meeting to advise the adoption of annual financial statements. In case the Company's annual financial statements audit report contains material exceptions, <i>conflicting opinions or refuses, the Company must invite representatives of the approved auditing organizations to audit the Company's financial statements attending the Annual General Meeting of Shareholders and the representative mentioned above are responsible for attending the Annual General Meeting of Shareholders of the Company</i></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> <p>---</p> <p>Follow and repeat Clause 2, Article 14 of the Charter template on Circular 116/2020/TT-BTC</p>
7	<p>Article 13. General Meeting of Shareholders</p> <p>3. The Board of Directors must convene the extraordinary General Meeting of Shareholders in the following cases:</p> <p>...</p> <p><u>b. Annual balance sheet, six (06) month or quarterly reports or audited reports of</u></p>	<p>Article 13. General Meeting of Shareholders</p> <p>Article 13. General Meeting of Shareholders</p> <p>3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:</p> <p>...</p> <p><i>b. The number of remaining members of the Board of Directors and Supervisory Board is less than the</i></p>	<p>Clause 1 Article 140 of the Law on Enterprises</p> <p>Clause 3, Article 14 of the Charter template is issued under Circular 116/2020/TT-BTC</p>

Regulations in the current Charter	Proposed amendments	Reasons for amendment
<p><u>the fiscal year reflects the loss of equity half (1/2) compared to the beginning of the period;</u></p> <p>c. <u>When the number of members of the Board of Directors, independent members of the Board of Directors, the Supervisory Board member is less than the number of members required by law or the number of members of the Board of Directors is reduced by more than one third (1/3) compared with the number of members specified in this Charter;</u></p> <p>d. A shareholder or group of shareholders as stipulated in Clause 4, Article 11 of this Charter requests in writing to convene the General Meeting of Shareholders. The request to convene the General Meeting of Shareholders must clearly state the reason and purpose of the meeting, have the signatures of the shareholders concerned or the written request is made in many copies, <u>each of which must be signed by at least one related shareholder;</u></p> <p>e. At the request of the Supervisory Board <u>if the Supervisory Board has reason to believe that members of the Board of Directors or other executives seriously violate their obligations under Article 165 of the Enterprise Law or the Board of Directors act or intend to act out of its jurisdiction”;</u></p>	<p><i>minimum number of members as prescribed by law;</i></p> <p>c. A shareholder or group of shareholders as stipulated in Clause 4, Article 11 of this Charter requests in writing to convene the General Meeting of Shareholders. The request to convene the General Meeting of Shareholders must clearly state the reason and purpose of the meeting, have enough signatures of the related shareholders or the written request is made in many copies and <i>gathered all the signatures of the related shareholders;</i></p> <p>d. At the request of the Supervisory Board;</p>	

	Regulations in the current Charter	Proposed amendments	Reasons for amendment
8	<p>Article 14. Rights and duties of the General Meeting of Shareholders</p> <p>.....</p> <p>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</p> <p>....</p> <p>Amending point n, Clause 2 of this Article to add the scope of transactions <i>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</i> of the total value of assets recorded on the most recent financial statement <i>except for transactions, contracts between the Company and subsidiaries, affiliated companies.</i></p> <p>Adding point (o) under Clause 2 of this Article to cover transactions <i>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.</i></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 "<i>...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</i>" (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 "<i>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</i>".</p>
8a	<p>Article 14. Rights and duties of the General Meeting of Shareholders</p> <p>Point c, Point f of Clause 2 of this Article are regulated on quantity and remuneration of Board of Directors.</p>	<p>Article 14. Rights and duties of the General Meeting of Shareholders</p> <p>To add point c, point f of Clause 2 of this Article next to the Board of Directors, which is the <i>Supervisory Board.</i></p> <p>---</p> <p>To add new rights and duties as below:</p>	<p>Follow and repeat Article 15 of the Charter template on Circular 116/2020/TT-BTC</p>

	Regulations in the current Charter	Proposed amendments	Reasons for amendment
		<p><i>p. Approving the Internal Management Regulations; Operation regulation of the Board of Directors, Supervisory Board;</i></p> <p><i>q. Approve the list of approved auditing firms; decide that the auditing company is approved to inspect the company's operations, dismiss the approved auditor when it is considered necessary;</i></p>	
9	<p>Article 15. Authorized representatives</p> <p>...</p> <p>2. The authorization to a representative to attend the General Meeting of Shareholders <u>must be made in writing on the standard form of the Company</u> and must be signed in accordance with the following provision:</p> <p>...</p>	<p>Article 15. Authorized representatives</p> <p>...</p> <p>2. The authorization to a representative to attend the General Meeting of Shareholders <i>must be made in writing</i> and must be signed in accordance with the following provision:</p> <p>...</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 required to meet the provisions of the Civil Code.</p>
9a	<p>Article 16. Change of rights</p> <p>1. The change or cancellation of special rights associated with a type of preference share is effective when it is <u>approved by the shareholder holding at least 65% of the ordinary shares attending the meeting and concurrently held by the shareholder and at least 65% of the voting rights of the above preferred shares are voted for</u></p>	<p>Article 16. Change of rights</p> <p>1. The change or cancellation of special rights associated with a type of preference share is valid when <i>approved by a shareholder representing 65% or more of the total number of votes of all attending shareholders. Resolution of the General Meeting of Shareholders on the content that changes the rights and obligations of shareholders who own preferred shares can only be approved if the number of preferred shareholders of the same type attending the meeting is from 75% Preferred shares of that type or more approved or approved by preferred shareholders of the same type owning 75% or more of such preferred shares in case of adoption of a resolution in</i></p>	<p>According to Clause 6, Article 148 of Enterprise Law; and, Clause I Article 17 of the Charter template on Circular 116/2020/TT-BTC</p>

	Regulations in the current Charter	Proposed amendments	Reasons for amendment
		<i>the form of an opinion poll document</i>	
10	<p>Article 17. Convening of the General Meeting of Shareholders, agenda and notice of meeting of General Meeting of Shareholders</p> <p>.....</p> <p>2. The convener of the General Meeting of Shareholders shall carry out the following duties:</p> <p>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></p>	<p>Article 17. Convening of the General Meeting of Shareholders, agenda and notice of meeting of General</p> <p>.....</p> <p>2. The convener of the General Meeting of Shareholders shall carry out the following duties:</p> <p>a. Preparing a list of shareholders qualified to attend the General Meeting of Shareholders <i>no more than 10 days before the date of sending the invitation to the General Meeting of Shareholders;</i></p>	According to Clause 1 Article 141 of the Enterprise Law 2020.
11	<p>Article 17. Convening of the General Meeting of Shareholders, agenda and notice of meeting of General Meeting of Shareholders</p> <p>...</p> <p><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 the information media of the Stock Exchange (applicable to companies listed or registered for trading) and on the website of the Company. Such notice 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</u></p>	<p>Article 17. Convening of the General Meeting of Shareholders, agenda and notice of meeting of General Meeting of Shareholders</p> <p>...</p> <p>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 State Securities Commission, the Stock Exchange of the General Meeting of Shareholders. The notice of the General Meeting of Shareholders 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</p>	<p>According to Clause 3a Article 10 of Circular 96/2020 / TT-BTC.</p> <p>According to Clause 1 Article 143 of the Enterprise Law 2020.</p> <p>Clause 3 Article 143 and Clause 2 Article 144 of the Enterprise Law 2020 remove the provision that the</p>

	Regulations in the current Charter	Proposed amendments	Reasons for amendment
	<p><u>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 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</p>	<p>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>---</p> <p>Remove the content "<u>for at least six (06) consecutive months</u>" at Point b, Clause 5 of this Article</p>	<p>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> <p>---</p>
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 <u>at least 51%</u> 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 <i>over 50%</i> 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>

	Regulations in the current Charter	Proposed amendments	Reasons for amendment
13	<p>Article 20. Passing <u>decisions</u> 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>---</p> <p>Point a Clause 2 of this Article still regulates the ratio of at least 51% of the total number of votes ...</p>	<p>Article 20. Passing <i>resolutions</i> of the General Meeting of Shareholders</p> <p>...</p> <p>Replacing the term "Decision" with a <i>Resolution</i> 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 needs to be approved by a number of preference shareholders that holding at least 75% of the same kind of preference shares</i>".</p> <p>---</p> <p>Amend to <i>over 50%</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> <p>---</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>
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><i>6. The vote counting minutes must be published on the <u>website</u> of the Company within twenty four (24) hours</i></p> <p>...</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><i>6. The vote counting minutes or the resolution must be published on the electronic information site of the Company within twenty four (24) hours ...</i></p> <p>---</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>

	Regulations in the current Charter	Proposed amendments	Reasons for amendment
	8. .. representing at least 51% of the total number of shares ..	Amending Clause 8: representing over 50% of the total number of shares	
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. Resolutions of the General Meeting of Shareholders, meeting minutes and documents attached to the minutes must be published within twenty four (24) hours....</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>
15a	<p>Article 23. Request to cancel decision of the General Meeting of Shareholders</p> <p>Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of the vote counting results to consult the General Meeting of Shareholders, shareholders, members of the Board of Directors, Members of the Supervisory Board, General Director have the right to request the Court or Arbitration to consider and cancel decisions of the General Meeting of Shareholders in the following cases:</p> <p>1. The order and procedures for convening the General Meeting of Shareholders do not comply with the provisions of the Enterprise Law and the Company Charter, except for the case specified in Clause 3, Article 20 of this Charter.</p> <p>2. The order and procedures for making decisions and the</p>	<p>Article 23. Request to cancel resolutions of the General Meeting of Shareholders</p> <p>Within ninety (90) days from the date of receipt of the resolution or minutes of meeting of the General Meeting of Shareholders or the minutes of vote counting results to consult the General Meeting of Shareholders, a shareholder or group of shareholders as provided in Clause 4 Article 11 of this Charter has the right to request the Court or Arbitration to consider and cancel a resolution or a part of the resolution of the General Meeting of Shareholders in the following cases:</p> <p>1. The order and procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and the company's charter, except for the case specified in Clause 3, Article 20 of this Charter.</p>	<p>Article 151 of the Law on Enterprises</p> <p>Article 24 the Charter template issued under Circular 116/2020 / TT-BTC</p>

	Regulations in the current Charter	Proposed amendments	Reasons for amendment
	<p>decision content violate the law or the Company Charter.</p> <p><u>In case the decision of the General Meeting of Shareholders is canceled pursuant to a decision of the Court or Arbitration, the person who convenes the canceled General Meeting of Shareholders may consider reorganizing the General Meeting of Shareholders within thirty (30) days according to the order and procedures specified in the Enterprise Law and this Charter.</u></p>	<p>2. The content of the resolution violates the law or this Charter.</p>	
16	<p>Article 24. Composition and term of office, self-nomination and 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>Article 24. Composition and term of office, self-nomination and 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. In case all members of the Board of Directors terminate at the same term, such members will continue to be members of the Board of Directors until new members are elected to replace and take over the work.”</i></p> <p><i>“2. 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 154 of the Enterprise Law 2020.</p> <p>According to Clause 2, Article 26 of the Charter template issued under Circular 116/2020 / TT-BTC.</p> <p>According to Article 276 Decree 155/2020/ND-CP.</p>

	Regulations in the current Charter	Proposed amendments	Reasons for amendment
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 "<i>for a consecutive period of at least six (6) months</i> "</p>
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>Points a and b, Clause 3 of this Article are currently prescribed:</p> <p>a. Decide the production and business development plan and annual budget; the annual business plan of the Company;</p> <p>b. <u>Identify specific goals, plans and strategies on the basis of development orientations approved by</u></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>Amend and consolidate the contents of points a and point b to be consistent with the Charter template and the new provisions in Article 153 of the Enterprise Law:</p> <p><i>Decide the strategy, medium-term development plan and annual business plan of the Company on the basis of development orientation approved by the General Meeting of Shareholders;</i></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> <p>---</p> <p>Article 153 of the Enterprise Law; and, Clause 2 Article 27 of the Charter template on Circular 116/2020/TT-BTC</p>

	Regulations in the current Charter	Proposed amendments	Reasons for amendment
	<u>the General Meeting of Shareholders</u>		
18a	<p>Article 28. Chairman of the Board of Directors</p> <p>1. The Board of Directors must choose from among the members of the Board of Directors to elect a Chairman. <u>Unless otherwise decided by the General Meeting of Shareholders</u>, the Chairman of the Board of Directors does not concurrently hold the position of the General Director of the Company. <u>The fact that the Chairman of the Board concurrently holding the position of General Director must be approved annually at the Annual General Meeting of Shareholders.</u></p>	<p>Article 28. Chairman of the Board of Directors</p> <p>1. The Board of Directors must choose from among the members of the Board of Directors to elect a Chairman. The Chairman of the Board of Directors does not concurrently hold the position of General Director of the Company.</p>	<p>Clause 2 Article 275 of Decree 155/2020 / ND-CP</p> <p>Clause 2, Article 29 of the Charter template is issued according to Circular 116/2020 / TT-BTC</p> <p>---</p> <p>FPT's current Charter still leaves open the possibility of the General Meeting of Shareholders approving that the Chairman of the Board of Directors concurrently holds the position of the General Director; however, Decree 155/2020 / ND-CP (and the Charter template as well) does not allow the this</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>---</p> <p>Clause 1 of this Article is currently regulated: Members of the Supervisory Board of the Company <u>must be accountants or auditors</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>---</p> <p>Amend the conditions of being a member of the Board of Supervisors: Members of the Supervisory Board <i>must be trained in one of the majors in economics, finance, accounting, auditing, law, business administration or a specialization in accordance</i></p>	<p>According to Article 168 of the Enterprise Law 2020; and,</p> <p>Article 285 of Decree 155/2020/ND-CP.</p> <p>---</p> <p>According to Article 286 of Decree 155/2020/ND-CP; and,</p> <p>Clause 2 Article 37 of the Charter template on Circular 116/2020/TT-BTC</p>

	Regulations in the current Charter	Proposed amendments	Reasons for amendment
		<i>with the business activities of the Company</i>	
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 rights and obligations of the Board of Supervisors at Clause 1 of this Article in accordance with the provisions of Article 288 of Decree 155/2020/ND-CP and Article 170 of the Enterprise Law 2020.</p>	<p>Clause 1 of this Article was rewritten, detailing the rights and responsibilities of the Board of Supervisors under Article 288 of Decree 155/2020/ND-CP and Article 170 of the Enterprise Law instead of only referring to the law and listing some main points. This is also the same as the Charter template.</p>
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>“5. <u>Contracts or transactions</u> between the Company and one or more members of the Board of Directors, members of the Supervisory Board, General Director, <u>other managers or persons related to them or companies, partners, associations or an organization to which a member of the Board of Directors, a member of the Supervisory Board, the General Director, other managers or persons related to them are members, or related financial interests</u> are disabled in the following cases:</p> <p>a. For contracts with value less than or equal to 20% (twenty percent) of the total value of assets recorded in the most recent financial statements, important contractual or transactional factors as well as relationships</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>Amending of Clause 5 of this Article to:</p> <p>“5. <i>Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, General Director, other executives and individuals, organizations related to these subjects (except transactions at Point n, Clause 2, Article 14 and Clause 4, Article 39 of this Charter) shall not be void in the following cases:</i></p> <p><i>a) For transactions with value less than or equal to 35% of the total value of assets recorded in the most recent financial statements, important contents of the contract or transaction as well as relationships and interests of the members of the Board of Directors, members of the Supervisory</i></p>	<p>Amended to be accurate and in compliance with the provisions of the Enterprise Law 2020.</p> <p>Clause 6, Article 47 of the Charter template, issued under Circular 116/2020 / TT-BTC, with the addition of the exceptional content <i>“except for the transactions specified at Point n, Clause 2, Article 14 and Clause 4, Article 39 of this Charter”</i> so that the Company can actively perform transactions with subsidiaries and affiliated companies.</p>

Regulations in the current Charter	Proposed amendments	Reasons for amendment
<p>Contacts and interests of <u>managers or members of the Board of Directors</u> have been reported to the Board of Directors. At the same time, the Board of Directors has allowed to perform the contract or transaction honestly with a majority of the Board members who have no related interests;</p> <p>b. For contracts valued at more than <u>20%</u> of the total asset value recorded in the most recent financial statements, the key elements of the contract or transaction as well as the relationship and interest of <u>a manager or a member of the Board of Directors</u> has been made public to shareholders with no related interests who have the right to vote on the matter, and those shareholders have voted in favor of the contract or transaction; "</p> <p>c. <u>Such contract or transaction is considered by an independent consulting organization to be fair and reasonable in all aspects relating to the Company's shareholders at the time the transaction or contract is considered by the Board of Directors or the General Meeting of Shareholders allows implementation.</u></p> <p>d. <u>Contracts or transactions between the Company and related persons of the Board of Directors, the Supervisory Board, managers who are subsidiaries, affiliated companies of the Company, with a value of less than 35% of the total assets recorded in latest financial report, approved by the Board of Directors on implementation policy.</u></p> <p><u>Members of the Board of Directors, members of the</u></p>	<p><i>Board, other executives have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the members of the Board of Directors who do not have related benefits;</i></p> <p><i>b) For a transaction with a value greater than 35% or a transaction resulting in transaction value arising within 12 months from the date of carrying out the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial statements, important contents of this transaction as well as relationships and interests of members of the Board of Directors, members of the Supervisory Board, General Director, other executives have been announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders with no related interests. "</i></p>	

	Regulations in the current Charter	Proposed amendments	Reasons for amendment
	<p><u>Supervisory Board, General Director, other managers and persons related to the above members are not allowed to use the information not yet permitted to be disclosed of the Company or disclosing to others to make related transactions.</u></p>		
21a	<p>Article 39. Article 39. Responsibility to be honest and avoidance of conflicts of interest</p> <p>3. Members of the Board of Directors, members of the Supervisory Board, General Director and other managers are obliged <u>to inform the Board of Directors of all interests that may conflict with the interests of the Company, they may be obtained through economic entities, transactions or other individuals</u></p>	<p>Article 39. Article 39. Responsibility to be honest and avoidance of conflicts of interest</p> <p>3. Members of the Board of Directors, members of the Supervisory Board, General Director and other managers (Person) are obliged <i>to notify in writing to the Board of Directors, the Supervisory Board about the transactions between the Company, the Company, Subsidiaries and other companies where the Company holds more than 50% or more of the charter capital with that Person or with related persons of that Person in accordance with the provisions of law, except for the cases specified at Point n, Clause 2, Article 14 and Clause 4, Article 39 of this Charter. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on these resolutions in accordance with the securities law on information disclosure.</i></p>	<p>According to Clause 3, Article 291 of Decree 155/2020/ND-CP; and</p> <p>Clause 3 Article 47 of the Charter template issued under Circular 116/2020/TT-BTC</p>
21b	<p>Article 51. Five, <u>six-month</u> and quarterly financial statements</p> <p><u>I. The Company must prepare annual financial statements in accordance</u></p>	<p>Article 51. Annual, <i>semi-annual</i> and quarterly financial statements</p> <p>Removing Clause 4 and Clause 5 of this Article.</p>	<p>Article 55 Charter template</p> <p>-----</p> <p>Updating and revising the clauses according to the Charter template to ensure brevity and accuracy;</p>

Regulations in the current Charter	Proposed amendments	Reasons for amendment
<p><u>with the provisions of law as well as the regulations of the State Securities Commission and the reports must be audited according to the provisions of Article 53 of this Charter, and during the period of time. By law, annual financial statements approved by the General Meeting of Shareholders must be submitted to the competent tax authority, the State Securities Commission, and the Stock Exchange (to the listed companies) and business registration agency.</u></p> <p><u>2. Annual financial statements must include a report on business results that truthfully and objectively reflects the Company's profit and loss situation in the fiscal year, the balance sheet reflects honestly and objectively the Company's operations up to the time of reporting, reporting on cash flows and disclosing financial statements.</u></p> <p><u>3. The Company must prepare and publish semi-annual and quarterly reports in accordance with the regulations of the State Securities Commission and the Stock Exchange (for listed companies) and submit them to the relevant tax authorities, and business registration agency according to the provisions of the Enterprise Law</u></p> <p><u>4. Audited financial statements (including auditors' opinions), semi-annual and quarterly reports of the company must be published on the website of the Company.</u></p>	<p>Rewriting Clauses 1, 2 and 3 of this Article in accordance with the Charter template:</p> <p><i>"1. The Company must prepare annual financial statements and annual financial statements must be audited according to the provisions of law. The Company publishes its audited annual financial statements in accordance with the law on disclosure of information on the stock market and submits it to competent state agencies.</i></p> <p><i>2. Annual financial statements must contain all reports, appendices and explanations according to the provisions of the law on enterprise accounting. Annual financial statements must truthfully and objectively reflect the operating situation of the Company.</i></p> <p><i>3. The Company must prepare and publish reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on disclosure of information on the stock market and submit them to competent state agencies."</i></p>	<p>removing cumbersome and no longer relevant points; in addition, use the terms in the Charter template ("semi-annual" instead of "six months")</p>

	Regulations in the current Charter	Proposed amendments	Reasons for amendment
	<p><u>5. Interested organizations and individuals are entitled to check or copy the audited annual financial statements, semi-annual and quarterly reports during working hours of the Company, at the headquarters of the Company and a reasonable fee is charged for copying.</u></p>		
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. Company's seal</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>	<p>According to Article 43 of the Enterprise Law 2020.</p>
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>TRANSITIONAL PROVISION, SUPPLEMENT AND AMENDMENT TO THE CHARTER</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</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>

	Regulations in the current Charter	Proposed amendments	Reasons for amendment
		<i>with the previous Charter and other relevant documents of the Company</i> ".	
24	Appendix 01 Using the term "preference shares for employees"	Appendix 01 Replacing "preference shares for employees" with " <i>common shares for employees</i> "	Amended to comply with the provisions of the law; similar to the content reported, proposed in item 3, item 4 of this Table.
25	Order of the clauses in the Charter	<i>The order of the clauses of the Charter has been revised after the above amendments have been made</i>	Amended to suit the order of the contents sequentially shown in the amended Charter
	Regulations in the current Charter	Proposed amendments	Reasons for amendment
1	PREAMBLE 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 March 29th, 2019 in Hanoi.	PREAMBLE 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.	According to the actual date (tentative) of the General Meeting of Shareholders and approval of this Charter.
2	Article 1. Interpretation of terms The current regulations referring to the Enterprise Law 2014 have expired, the concept of "related person" has not been updated according to the Enterprise Law 2020 and the Securities Law 2019.	Article 1. Interpretation of terms Changing the number of the Enterprise Law 2020, adding the reference to the Securities Law 2019 and the concept of "related person" in accordance with the two laws related to FPT.	Changing, adjusting the number of the articles/clauses and the number of the law to be consistent with the new law. Adding the concept of "Securities Law" used in the entire Charter.
3	Article 5. Charter Capital, shares and founding shareholders ... The contents related to " Employee preference shares " in this Article are no longer appropriate and no longer correct.	Article 5. Charter Capital, shares and founding shareholders ... Removing all contents of the separate provision for "Employee preference shares" and amending other contents of this Article, replacing the term "Employee	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> <i>a) Shares with preferred dividends;</i> <i>b) Redeemable preference shares;</i>

	Regulations in the current Charter	Proposed amendments	Reasons for amendment
		preference shares" with common shares.	<p>c) Preferred voting shares;</p> <p>d) Other preferred shares in accordance with the company's charter and the law on securities. "</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>In addition, the provisions of the law on the share repurchase by the Company have changed.</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 Company in accordance with the new provisions of the law</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> <p>According to Clauses 2 and 5, Article 115 of the Enterprise Law 2020.</p>
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):</p> <p><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-</p>	<p>Article 13. General Meeting of Shareholders</p> <p>1. ... The General Meeting of Shareholders must hold an annual meeting within a time-</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</i></p>

	Regulations in the current Charter	Proposed amendments	Reasons for amendment
	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 are responsible for asking the business registration office to extend such time-limit , but not beyond 06 months from the end of the financial year.	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 shall decide to extend the Annual General Meeting of Shareholders , but not beyond 06 months from the end of the financial year.	<i>from the end of the fiscal year.</i> " instead of having to ask the business registration office as before.
7	Article 13. General Meeting of Shareholders ... Clause 3 of this Article is referring to Article 160 of the Enterprise Law 2014. ...	Article 13. General Meeting of Shareholders ... Amendment to Clause 3 of this Article with reference to Article 165 of the Law on Enterprise 2020.	Such amendment is to ensure accuracy and compliance with the new Law.
8	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. 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.	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. 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.	Under the Enterprise Law 2020, the approval of contracts and transactions between a company and a related person is specified in Article 167. Adding the content " <i>...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</i> " (According to Point b, Clause 4, Article 293 of Decree 155/2020 / ND-CP guiding the Securities Law). Clause 3, Article 167 of the Enterprise Law 2020 supplements the provision that the General Meeting of Shareholders has the right to approve " <i>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</i> ".

	Regulations in the current Charter	Proposed amendments	Reasons for amendment
		Amending the reference to Article 167 of the Enterprise Law 2020.	
9	<p>Article 15. Authorized representatives</p> <p>...</p> <p>2. The authorization to a representative to attend the General Meeting of Shareholders must be made in writing on the standard form of the Company and must be signed in accordance with the following provision:</p> <p>...</p>	<p>Article 15. Authorized representatives</p> <p>...</p> <p>2. The authorization to a representative to attend the General Meeting of Shareholders must be made in writing and must be signed in accordance with the following provision:</p> <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 required to meet the provisions of the Civil Code.
10	<p>Article 17. Convening of the General Meeting of Shareholders, agenda and notice of meeting of General Meeting of Shareholders</p> <p>.....</p> <p>2. The convener of the General Meeting of Shareholders shall carry out the following duties:</p> <p>a. Preparing a list of shareholders qualified to attend the General Meeting of Shareholders 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:</p>	<p>Article 17. Convening of the General Meeting of Shareholders, agenda and notice of meeting of General</p> <p>.....</p> <p>2. The convener of the General Meeting of Shareholders shall carry out the following duties:</p> <p>b. 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;</p>	According to Clause 1 Article 141 of the Enterprise Law 2020.
11	<p>Article 17. Convening of the General Meeting of Shareholders, agenda and notice of meeting of General Meeting of Shareholders</p> <p>...</p> <p>3. The notice of the General Meeting of Shareholders shall be sent to all</p>	<p>Article 17. Convening of the General Meeting of Shareholders, agenda and notice of meeting of General Meeting of Shareholders</p> <p>...</p> <p>3. At least twenty one (21) days prior to the opening of the General Meeting of Shareholders, the Company</p>	<p>According to Clause 3a Article 10 of Circular 96/2020 / TT-BTC.</p> <p>According to Clause 1 Article 143 of the Enterprise Law 2020.</p>

	Regulations in the current Charter	Proposed amendments	Reasons for amendment
	<p><u>shareholders and at the same time shall be published on 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 "... three (03) working days..." before the 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</p>	<p><i>must publish on its website and the State Securities Commission, the Stock Exchange of the General Meeting of Shareholders.</i></p> <p>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> ...</p> <p>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>Clause 3 Article 143 and Clause 2 Article 144 of the Enterprise Law 2020 remove the provision 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
	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 <u>decisions</u> 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 <i>resolutions</i> 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 needs to be approved by a number of preference shareholders that holding at least 75% of the same kind of preference shares</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>
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>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>(i) Similarly to item 13 of this Appendix, amending "Decision" to "Resolution" in accordance with the regulations.</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>

	Regulations in the current Charter	Proposed amendments	Reasons for amendment
	<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>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>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 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: <i>"<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>"</i> needs to be</p>	<p>Article 24. Composition and term of office, self-nomination and 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><i>"2. 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</i></p>	<p>According to Article 154 of the Enterprise Law 2020.</p> <p>According to Article 276 Decree 155/2020/ND-CP.</p>

	Regulations in the current Charter	Proposed amendments	Reasons for amendment
	amended in accordance with the new law.	<i>determined by the method of rounding down."</i>	
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 "<i>for a consecutive period of at least six (6) months</i> "</p>
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</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,</i></p>	<p>According to Article 168 of the Enterprise Law 2020 and Article 285 of Decree 155/2020/ND-CP.</p>

	Regulations in the current Charter	Proposed amendments	Reasons for amendment
	<u>professional auditor and must work full-time at the Company”</u>	<i>accounting, auditing, law, business administration or a major related to the business activities of the Company”</i>	
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 Article 170 in accordance with the provisions of the Enterprise Law 2020.</p>	Amended to be accurate and in compliance with the provisions of the Enterprise Law 2020.
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 "<i>Except for the transactions mentioned in Clause 4 of this Article</i>" 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. Company's seal</p> <p>1. The Company's seal can be physical or digital as prescribed by e-transaction laws.</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>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</p>	According to Article 43 of the Enterprise Law 2020.

	Regulations in the current Charter	Proposed amendments	Reasons for amendment
		<i>Company in transactions as prescribed by law.</i>	
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>TRANSITIONAL PROVISION, SUPPLEMENT AND AMENDMENT TO THE CHARTER</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>

APPENDIX 02 – PROPOSALS ON AMENDMENT TO THE CORPORATE GOVERNANCE REGULATIONS

(Attached to the Proposal dated March 12th, 2021 on amendment of the Corporate Governance Regulations)

1. General provisions and terminology explanation

- Anything not detailed in this Annex remains unchanged;
- The proposed changes in the section "Regulations in the current Governance Regulations" 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 governance 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 Governance Regulations

No.	Regulations in the current Governance Regulations	Proposed amendments	Reasons for proposal
1	Name of current Regulations: <u>Governance Regulations</u>	Name of new Regulation: <u>Internal Governane Regulations</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 Governance Regulations on 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 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>	6.1. Notice of the General Meeting of Shareholders: send a meeting invitation to each shareholder who 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>	Amending point a) to facilitate both the shareholder and the Company, not to limit the registration method of the shareholder's contact information to a written notification sent to the Company

No.	Regulations in the current Governance Regulations	Proposed amendments	Reasons for proposal
	<p>...</p> <p>a) If a shareholder has notified the Company in writing 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, the form to appoint an authorized representative to attend the meeting 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 fifteen (15) days 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 for a consecutive period of six (06) months or more has the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The convenor of the General Meeting of Shareholders has the right to reject these proposals in the following cases: ...</p>	<p>...</p> <p>a) In case a shareholder has registered with the Company 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 twenty-one (21) days 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 included in the agenda of the General Meeting of Shareholders.... The convener of the General Meeting of Shareholders has the right to reject these proposals in the following cases: ...</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 agenda of the General Meeting of Shareholders ..."</i></p>
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>	<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%".</p>
5	<p>6.3. Procedures for conducting and voting at the General Meeting of Shareholders: comply with the provisions of</p>	<p>6.3. Procedures for conducting and voting at the General Meeting of Shareholders: comply with</p>	<p>Adjusting references to the provisions of the Enterprise Law 2020 accordingly.</p>

No.	Regulations in the current Governance Regulations	Proposed amendments	Reasons for proposal
	<p>Article 19 of the Charter of the Company and Article 142 of the Enterprise Law 2014.</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 Article 142 of the Enterprise Law 2014.</p> <p>c) Method of voting of the General Meeting of Shareholders</p> <p>i. The voting committee</p> <ul style="list-style-type: none"> - The shareholders will choose from among the delegates the people responsible for counting votes or supervising the counting of votes and if the 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>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. <p><u>- For sensitive issues and upon shareholders' request, the Company must appoint a neutral organization to collect and count votes.</u></p> <ul style="list-style-type: none"> - Vote counting results are announced right before the meeting closes. <p>...</p>	<p>the provisions of Article 19 of the Charter of the Company and Article 146 the Enterprise Law 2020.</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 Article 146 the Enterprise Law 2020.</p> <p>c) Method of voting, election of the General Meeting of Shareholders</p> <p>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 General Meeting of Shareholders.</p> <p>i.</p> <p>ii. Method of voting, election 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, electing ballot sheet (distributed upon registration); - The vote counting committee shall collect and count the voting, electing ballot sheets. <p>- 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.</p> <ul style="list-style-type: none"> - Vote counting results are announced right before the meeting closes. 	<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 "<i>For sensitive issues and upon shareholders' request, the Company must appoint a neutral organization to collect and count votes</i>" 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 Governance Regulations	Proposed amendments	Reasons for proposal
		
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 and <u>Article 146 of the Enterprise Law 2014.</u></p>	<p>6.5. Minutes of the General Meeting of Shareholders: comply with Article 22 of the Charter of the Company and <i>Article 150 the Enterprise Law 2020.</i></p>	<p>Amending the references to be accurate and in compliance with new laws</p>
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 <u>Article 158 of the (old) Enterprise Law.</u></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 <i>Article 163 the (new) Enterprise Law 2020</i></p>	<p>Amending the references to be accurate and in compliance with new laws</p>
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 <u>Article 167 of the (old) Enterprise Law.</u></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 <i>Article 172 the (new) Enterprise Law 2020</i></p>	<p>Amending the references to be accurate and in compliance with new laws</p>
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>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</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>

No.	Regulations in the current Governance Regulations	Proposed amendments	Reasons for proposal
	<p>9.2 Information relating to the candidates of the Board of Directors (in case of pre-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...</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>number of non-executive members is determined by method of rounding down.</p> <p>9.2 Information relating to the candidates of the Board of Directors (in case of pre-determination of candidates) shall be announced at least <u>twen-one (21) days</u> 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...</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>Clause 3a Article 10 of Circular 96/2020/TT-BTC stipulates: "At least 21 days before the opening date of the General Meeting of 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...".</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 these Regulations are individuals and organizations defined in Clause 17, Article 4 of the Enterprise Law, Clause 34 of Article 4 of Securities Law.</p>	<p>Article 11. Code of Ethics of Board of Directors</p> <p>...</p> <p>11.5 ... "Related persons" as understood in these Regulations are individuals and organizations defined in Clause 23, Article 4 of the Enterprise Law 2020, Clause 46 of Article 4 of Securities Law 2019.</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>...</p> <p>Clause 5 of this Article has been mistakenly referred to Article 17.4 of the Regulations. 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 Article 18.4.</p>	<p>Mistakenly referring to Article 17.4. the Governance Regulations does not have Article 17.4.</p> <p>Amending the references.</p>

No.	Regulations in the current Governance Regulations	Proposed amendments	Reasons for proposal
13	<p>Article 18. Tasks and powers of the Board of Directors</p> <p>...</p> <p>Clause 4 of this Article is referring to Articles 149 and 162 of the (old) Enterprise Law.</p> <p><u>(l) 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 Regulations. The correct reference is Article 18.4.</p>	<p>Article 18. Tasks and powers of the Board of Directors</p> <p>...</p> <p>Amending the reference of Clause 4 of this Article to Articles 153, 167 the (new) Enterprise Law</p> <p><i>(l) 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 Governance Regulations 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</p> <p>Clause 2 of this Article is mistakenly referring to Article 17.4 of the Regulations. 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 Governance Regulations does not have Article 17.4.</p> <p>Amending the references.</p>
15	<p>Article 25. Managing BOD meetings</p> <p>...</p> <p>Clause 2 of this Article is mistakenly referring to Article 17.4 of the Regulations. The correct reference is Article 18.4.</p>	<p>Article 25. Managing of BOD meetings...</p> <p>...</p> <p>Amending the reference of Clause 2 of this Article to Article 18.4.</p>	<p>Mistakenly referring to Article 17.4. the Governance Regulations 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 Regulations. 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 Governance Regulations does not have Article 17.4.</p> <p>Amending the references.</p>
17	<p>Article 29. Supervisors</p> <p>...</p>	<p>Article 29. Supervisors</p> <p>...</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</i></p>

No.	Regulations in the current Governance Regulations	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><i>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 governance</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 governance</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 These Regulations come 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 Regulations. These Regulations replace the Governance Regulations of FPT Corporation (issued in accordance with <u>Resolution No. 02.11 -2013/NQ-HDQT-FPT dated November 15th, 2013</u> of the Company's Board of Directors).</p>	<p>Article 59. Enforcement effect</p> <p>59. These Regulations come 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 Regulations. These Regulations replace the Governance Regulations of FPT Corporation (issued in accordance with <i>Resolution No. 01.03.2018/NQ-HDQTFTPT date March 09th, 2018</i> of the Company's Board of Directors).</p>	<p>The Corporate Governance Regulations of FPT Corporation (issued according to the Resolution No. 01.03.2018 / NQ-HDQTFTPT dated March 9, 2018 of the Board of Directors of the Company) will expire when the Internal Corporate Governance Regulations on (2021) is adopted and comes into force.</p>

Hanoi, March 12th, 2021

No. 08

**THE STATEMENT
TO THE 2021 ANNUAL GENERAL SHAREHOLDERS MEETING OF
FPT CORPORATION**

Ref: Approval of 2021 remuneration budget for the Board of Directors.

- In accordance with the Company Charter of FPT Corporation;
- In accordance with the 2020 actual situation of remuneration payment for members of the Board of Directors and 2021 Business plan,

The Board of Directors (BOD) respectfully submits to the General Meeting of Shareholders to approve 2021 remuneration budget for the BOD 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.**

This proposal is respectfully submitted to the General Shareholders Meeting for review & approval.

Thanks & Best Regards.

ON BEHALF OF THE BOD

CHAIRMAN



Trung Gia Binh

No. 09

**THE STATEMENT
TO THE 2021 ANNUAL GENERAL SHAREHOLDERS MEETING OF
FPT CORPORATION**

Ref: Approval of proposal of audit companies to audit 2021 financial statements.

- In accordance with the Company Charter of FPT Corporation;
- In accordance with the need to choose the audit firm of the Company,

The Supervisory Board respectfully submits to the General Meeting of Shareholders to approve the proposal of selecting an independent audit firm to audit 2021 Financial Statements as follows:

- Select one (1) from four (4) following audit firms (Big 4) to audit the 2021 Financial Statements:
 1. KPMG
 2. Deloitte
 3. PwC
 4. Ernst & Young
- Authorize the Board of Directors to select an audit firm.

This proposal is respectfully submitted to the General Shareholders Meeting for review & approval.

Thanks & Best Regards.

ON BEHALF OF THE SUPERVISORY BOARD

HEAD OF THE SUPERVISORY BOARD




Nguyen Viet Thang

No. 10

**THE STATEMENT
TO THE 2021 ANNUAL GENERAL SHAREHOLDERS MEETING OF
FPT CORPORATION**

Ref: Change the Head Office Address

- In accordance with Company Charter of FPT Corporation;
- In accordance with Law on Enterprises 2020;
- In accordance with Decree No. 01/2021/ND-CP dated January 04, 2021 on business registration,

The Board of Director respectfully submits to the General Meeting of Shareholders to approve change of the Company's head office address as follows:

1. Rationale

- The construction of FPT Tower in Pham Van Bach street, Dich Vong Hau ward, Cau Giay district, Hanoi has been completed. In the upcoming time, all employees of the Company will relocate to this new building. Therefore, it is necessary to change the business registration address of the Company to the new one in accordance with actual situation.
- According to Clause 2, Article 47 of Decree No. 01/2021 / ND-CP dated January 4, 2021 on business registration, in order to amend the head office address of the Company in the business registration, there must be a resolution of the General Meeting of Shareholders approving the change of the Company's head office address.

2. Proposal

Respectfully submit to the General Shareholders Meeting to review and approve the change of the Company's head office address, from "FPT Building, No.17 Duy Tan Street, Dich Vong Hau Ward, Cau Giay District, Hanoi" to "FPT Tower, Lot D28, Cau Giay New Urban Area, Dich Vong Hau Ward, Cau Giay District, Hanoi".

This proposal is respectfully submitted to the General Shareholders Meeting for review & approval.

Thanks & Best Regards.

ON BEHALE OF THE BOARD OF DIRECTORS

CHAIRMAN




Truong Gia Binh



Hanoi, April 08th, 2021

DRAFT

RESOLUTION
THE 2021 ANNUAL GENERAL SHAREHOLDERS MEETING
FPT CORPORATION

In accordance with Law on Enterprise dated June 17th, 2020;

In accordance with Law on Securities dated November 26th, 2019;

In accordance with Company Charter of FPT Corporation (“the Company”);

In accordance with Statements of the Board of Directors (“the BOD”) and the Supervisory Board at the 2021 Annual General Meeting of Shareholders (“AGM”);

In accordance with Meeting Minute of the Company’s 2021 AGM dated April 08th, 2021;

In accordance with Voting Report of the Company’s AGM dated April 08th, 2021,

DECIDED:

Article 1: Approve the 2020 Audited Financial Statements (as attached)

Article 2: Approve the strategic direction for the period of 2021 – 2023 (as attached) **and the business plan for 2021 with the following major targets:**

Unit: VND in billion

Business sectors	Revenue			Profit before tax		
	2019	2020	Change	2019	2020	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 & Investment	1,559	2,400	53.9%	952	1,110	16.6%
Total	29,830	34,720	16.4%	5,263	6,210	18.0%

Article 3: Approve the BOD’s Report in 2020 and 2021 remuneration budget for the BOD as following:

- 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: Approve the Supervisory Board’s Report in 2020 and the Budget for the Supervisory Board’s activities in 2021 is VND 1,423,000,000.

Article 5: Approve the plan for 2020 profit distribution and 2021 cash dividend payment as following:

1. 2020 cash dividend payment plan

- 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.

2. Stock dividend payment plan

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

3. 2021 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: Approve the sale of 82,376 treasury shares to employees under Employee Stock Ownership Plan (ESOP), authorize the BOD to decide on the details and implement, as following:

- 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 BOD continues to distribute to other employees with the same purpose and regulation on how to identify target buyers.

Article 7: Approve the amendments of the Company's Charter (as attached)

Article 8: Approve the amendments of the Corporate Governance Regulations (as attached)

Article 9: Approve the change of the Head Office address to "FPT Tower, Lot D28, Cau Giay New Urban Area, Dich Vong Hau ward, Cau Giay district, Hanoi".

Article 10: Approve the operating regulations of the BOD (as attached)



Article 11: Approve the operating regulations of the Supervisory Board (as attached)

Article 12: Approve the proposal of selecting one (1) from four (4) audit firms to audit the Company's Financial Statements in 2021, including: KPMG, Deloitte, PwC, Ernst & Young Vietnam and authorize the Board of Directors to select an audit firm corporeally.

The Resolution was approved by the 2021 AGM of FPT Corporation. The BOD bases on the Resolution to implement accordingly.

ON BEHALF OF SECRETARY

CHAIRMAN

Do Kim Phuong

Truong Gia Binh

SOCIALIST REPUBLIC OF VIET NAM
Independence – Freedom - Happiness

.....,, 2021

POWER OF ATTORNEY

(Ref: The attendance at FPT’s 2021 Annual General Meeting of Shareholders (“AGM”)
Dated April 08th, 2021)

1. The Assignor:

Name of individual/organization:.....
ID/Business Registration No.: dated..... issued by
Address:
Telephone:
Number of owned/representative shares:
(In words:)

2. The Assignee:

2.1. Name of individual/organization:
ID/Business Registration No.: dated..... issued by
Address:
Telephone:
Number of owned/representative shares:
(In words:)

2.2. In case the Shareholders do not have an authorized representative to attend the AGM, shareholders may authorize to one of the members of the Board of Directors (“BOD”) of FPT as follows: *(Please mark X in one of the following boxes)*

- Mr. Truong Gia Binh – Chairman of BOD
- Mr. Bui Quang Ngoc – Vice Chairman of BOD
- Mr. Do Cao Bao – Member of BOD
- Mr. Le Song Lai – Member of BOD
- Mr. Jean Charles Belliol – Member of BOD

3. Scope of Authorization:

The Assignee shall represent the assignor in attending FPT’s 2021 Annual General Meeting of Shareholders held on April 08th, 2021 and executing all rights and obligations in relation to the authorized shares in such meeting, at the same time is not allowed to delegate any authority under this document to any third party.

We commit to take all responsibilities under this authorization and fully comply with all applicable laws as well as regulations stipulated in the FPT ‘s Company Charter.

Assignee
(Full name and signature)

Assignor
(Full name and signature)

Notes: For the assignor, being an organization or a company, the signature of the assignor’s legal representative and its seal are required.



FPT CORPORATION
ANNUAL GENERAL MEETING OF SHAREHOLDERS YEAR
2021



ZZZZZZ

BALLOT
VOTER ID: FPT.xxxxxxx

Full name: ...
Number of shares in own possession: ... shares
Number of shares authorized by other shareholders: ... shares
Total number of voting shares: ... shares

(Check the corresponding box for your choice in each content)

CONTENT	Approve	Disapprove	Abstain
Confirmation: I hereby confirm my attendance to the Annual General Meeting of Shareholders 2021 of FPT Corporation and approve The Presidium, Vote Counting Committee, Operating Regulation and Agenda of AGM	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Guide:

Shareholders tick (X) in one of 3 boxes:
Approve/Disapprove/Abstain each Proposal, then tick
Voting to send voting result.

April 8th 2021
VOTER
(Signature and full name)



FPT CORPORATION
ANNUAL GENERAL MEETING OF SHAREHOLDERS YEAR
2021



ZZZZZZ

BALLOT

VOTER ID: FPT.xxxxxxx

Full name: ...

Number of shares in own possession: ... shares

Number of shares authorized by other shareholders: ... shares

Total number of voting shares: ... shares

(Check the corresponding box for your choice in each content)

CONTENT	Approve	Disapprove	Abstain
Content 01: Approve 2020 Audited Financial Statements	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Content 02: Approve the Strategic Direction for the period of 2021-2023 and 2021 Business Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Content 03: Approve the Report of the Board of Directors in 2020 and 2021 remuneration budget for the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Content 04: Approve the Report of the Supervisory Board in 2020 and 2021 budget for the Supervisory Board's activities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Content 05: Approve 2020 profit distribution plan and 2021 cash dividend payment plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Content 06: Approve the plan of treasury shares distribution to employees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Content 07: Approve the amendments of the Company's Charter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Content 08: Approve the amendments of the Corporate Governance Regulations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Content 09: Approve the change of the Head Office address	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Content 10: Approve the operating regulations of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Content 11: Approve the operating regulations of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Content 12: Approve the proposal of selecting an independent audit firm to audit 2021 Financial Statements	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Guide:

Shareholders tick (X) in one of 3 boxes:

Approve/Disapprove/Abstain each Proposal, then tick

Voting to send voting result.

April 8th 2021

VOTER

(Signature and full name)