



Hanoi, March 12th, 2021

REGULATIONS ON ORGANIZING 2021 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Pursuant to:

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

Article 1. Scope and Subject of application

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

Article 2. Definition of Terms

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

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

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



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

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

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



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

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

1. Registration to attend the AGM

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

3. Participation and voting at the AMG

a. Forms of participation and voting

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

b. The Vote Counting Committee

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

c. Method of voting and announcement of results

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

4. Electronic voting

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

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



b. Discussion at the AGM:

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

c. Principles and methods of conducting E-voting:

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

d. Method of counting votes:

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

5. Authorization procedure

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

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



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

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

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

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

Article 7. Minutes of the General Meeting of Shareholders

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

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

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

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

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

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

Article 10. Terms of execution



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

On behalf of THE BOARD OF DIRECTORS

CHAIRMAN

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

Truong Gia Binh