

CÔNG TY CỔ PHẦN FPT  
FPT CORPORATION

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

Số: 74/FPT-FMC  
No.: 74/FPT-FMC

Hà Nội, ngày 07 tháng 04 năm 2023  
Hanoi, April 07<sup>th</sup> 2023

**CÔNG BỐ THÔNG TIN ĐỊNH KỲ**  
**PERIODIC INFORMATION DISCLOSURE**

**Kính gửi: Ủy ban Chứng khoán Nhà nước**  
**Sở Giao dịch Chứng khoán thành phố Hồ Chí Minh**  
**To: The State Securities Commission**  
**Hochiminh Stock Exchange**

- Tên tổ chức/*Name of organization*: Công ty Cổ phần FPT/ *FPT Corporation*
  - Mã chứng khoán/Mã thành viên/ *Stock code/ Broker code*: FPT/ *FPT*
  - Địa chỉ/*Address*: Số 10, phố Phạm Văn Bạch, Phường Dịch Vọng, Quận Cầu Giấy, Thành phố Hà Nội, Việt Nam/ *10 Pham Van Bach Street, Dich Vong Ward, Cau Giay District, Hanoi, Vietnam*
  - Điện thoại liên hệ/*Tel.*: 024. 7300 7300 Fax: 024. 3768 7410
  - E-mail: [ir@fpt.com.vn](mailto:ir@fpt.com.vn) website: <https://fpt.com.vn>

2. Nội dung thông tin công bố / *Contents of disclosure*:

Biên bản và Nghị quyết Đại hội đồng Cổ đông thường niên 2023 / *Meeting Minutes and Resolution of FPT's 2023 AGM*

3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 07/04/2023 tại đường dẫn <https://fpt.com.vn/vi/nha-dau-tu/thong-tin-cong-bo/> This information was published on the company's website on 07/04/2023, as in the link <https://fpt.com.vn/en/ir/information-disclosures>

Chúng tôi xin 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/ *We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.*



*Tài liệu đính kèm/Attached documents:* Biên bản và Nghị quyết Đại hội đồng Cổ đông thường niên 2023 / *Meeting Minutes and Resolution of FPT's 2023 AGM*

**Đại diện tổ chức**  
**Organization representative**

Người được UQ CBTT  
*Person authorized to disclose information*







FPT CORPORATION  
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SOCIALIST REPUBLIC OF VIETNAM  
Independence – Freedom - Happiness  
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Hanoi, April 06<sup>th</sup>, 2023

**RESOLUTION**  
**THE 2023 ANNUAL GENERAL SHAREHOLDERS MEETING**  
**FPT CORPORATION**

*Pursuant to the Law on Enterprise dated June 17<sup>th</sup>, 2020;*  
*Pursuant to the Law on Securities dated November 26<sup>th</sup>, 2019;*  
*Pursuant to the Charter of FPT Corporation (“the Company”);*  
*Pursuant to the Proposals of the Board of Directors (“the BOD”) and the Supervisory Board at the 2023 Annual General Meeting of Shareholders (“AGM”);*  
*Pursuant to the Meeting Minutes of the Company’s 2023 AGM dated April 06<sup>th</sup>, 2023;*  
*Pursuant to the Voting Report of the Company’s AGM dated April 06<sup>th</sup>, 2023.*

**DECIDED:**

**Article 1: Approve the followings:**

- 1. The BOD’s 2022 Report;**
- 2. Strategic Direction for the period of 2023 – 2025;**
- 3. Business plan for 2023:**

*Unit: billion VND*

| Business Sector                | Revenue       |               |              | Profit Before Tax |              |              |
|--------------------------------|---------------|---------------|--------------|-------------------|--------------|--------------|
|                                | 2022          | 2023          | Change       | 2022              | 2023         | Change       |
| Technology                     | 25,763        | 31,150        | 20.9%        | 3,366             | 4,166        | 23.8%        |
| Telecommunications             | 14,730        | 16,739        | 13.6%        | 2,818             | 3,230        | 14.6%        |
| Education, Investment & Others | 3,517         | 4,400         | 25.1%        | 1,478             | 1,659        | 12.2%        |
| <b>Total</b>                   | <b>44,010</b> | <b>52,289</b> | <b>18.8%</b> | <b>7,662</b>      | <b>9,055</b> | <b>18.2%</b> |

**4. Remuneration budget for the BOD in 2023:**

- Salary for members of the BOD participating in management: **VND 10.76 billion;**
- Bonus for members of the BOD participating in management: not exceeding **0.49%** FPT Corporation’s profit before tax;
- Compensation for members of the BOD not participating in management: **VND 6.2 billion.**

**Article 2: Approve Audited Financial Statements for the year 2022.** For more details, please visit: <https://fpt.com.vn/vi/nhadautu/cong-bo-thong-tin>.

**Article 3: Approve the Supervisory Board’s Report in 2022 and the Budget for the Supervisory Board’s activities in 2023 is VND 1,631,000,000.**





**Article 4: Approve 2022 Profit Distribution plan and policy for 2023 dividend payment.**

Details are as follows:

**Plan for FY2022 profit distribution**

- FY2022 cash dividend payment of 20% (VND 2,000 per share), in which:
  - Already paid in 2022: 10%
  - The rest (10%) will be paid following the AGM's approval.
  - Schedule: Quarter 2/2023.

**Plan for stock dividend payment**

- FY2022 ratio of stock dividend is 15% (20:3)
  - Source: Undistributed after-tax earnings of the holding 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 FY2022 cash dividend payment)

**FY2023 cash dividend plan**

- 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 FY2023 cash dividend will be approved by the 2024 AGM.

**Article 5: Approve selection one (1) among four (4) audit firms as below (Big 4) to audit the 2022 financial statements, cordially submit to the AGM for approval.**

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

**Article 6: Approve ESOP plan for employees in the 2023 – 2025 period, details as below:**

- Purpose: Making stock ownership option a part of outstanding employees' total income;
- Number of shares to be issued: Total share to be issued under this plan do not exceed 0.5% of the total outstanding share as at the date of issuance;
- Timing: the share issuance will be done in three times in 2024, 2025, and 2026, respectively. Share issuance will be implemented after the issuance of audited financial statements of the preceding year.





- Beneficiaries include key senior managers from Level 4 upwards and contributing employees approved by the Board of Directors.
- Type of share to be issued: common share with lock-up period;
- Lock-up period: 3 years;
- Selling price: par value.

**Article 7: Approve the proposal of amending the Company's Charter and the Corporate Management Regulation** as submitted at the 2023 Annual General Meeting of Shareholders.

The Resolution was approved by the 2023 AGM of FPT Corporation. The BOD bases on the Resolution to implement accordingly.

**ON BEHALF OF SECRETARY**

**Pham Ngoc Anh**

**CHAIRMAN**

**Trung Gia Binh**





FPT CORPORATION  
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SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom– Happiness  
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No.: 01.04/2023/BBH-ĐHCĐ/FPT

Hanoi, April 06<sup>th</sup>, 2023

**MEETING MINUTES  
OF THE 2023 ANNUAL GENERAL SHAREHOLDERS MEETING OF  
FPT CORPORATION**

|  |   |
|--|---|
| <b>Company name:</b>   | FPT Corporation   |
| <b>Address:</b>  | No. 10 Pham Van Bach Street, Dich Vong Ward, Cau Giay District, Hanoi, Vietnam  |
| <b>Company code:</b>   | Business Registration number 0101248141 issued for the 53 <sup>rd</sup> time by Department of Planning and Investment dated of Hanoi July 11 <sup>th</sup> , 2022.                                |
| <b>Time:</b>   | Started at 2:00 pm on April 06 <sup>th</sup> , 2023<br>Ended at 4:42 pm on April 06 <sup>th</sup> , 2023  |
| <b>Venue:</b>  | 8th Floor Conference Hall, FPT Tower, No. 10, Pham Van Bach Street, Dich Vong Ward, Cau Giay District, Hanoi; and online at address <a href="https://agm.fpt.com.vn">https://agm.fpt.com.vn</a> . |
| <b>Agenda and content:</b>   | Following the Agenda of 2023 Annual General Shareholders Meeting (AGM) approved by the AGM (attached to this minutes)   |
| <b>Chairman:</b>   | Mr. Truong Gia Binh – Chairman of the Board of Directors (BOD)  |
| <b>The Voting Committee:</b>   | Mr. Hoang Huu Chien, Mr. Hoang Ngoc Bich, Mr. Tran Khuong   |
| <b>The Secretariat:</b>  | Ms. Pham Ngoc Anh   |
| <b>Number of shareholders at 2:00 pm, April 06<sup>th</sup>, 2023:</b> | The number of shareholders attending in person, virtually and e-voting is 1,168 shareholders, representing 759,873,259 shares, accounting for 69.27 % of the voting shares of FPT Corporation.    |

**AGM SEQUENCE ( in chronological order):**

**I. REPORT ON INSPECTION OF SHAREHOLDERS AUTHENTICATION AND ANNOUNCEMENT ON REQUIREMENTS TO CONDUCT THE AGM**

Mr. Nguyen Viet Thang, Head of the Supervisory Board, on behalf of Shareholders Status Inspection Board, presents the Report on Inspection of Shareholders Authentication to attend the AGM.

**II. AGM OPENING**





1. The AGM started with the flag raising ceremony. The Organization Committee declared to begin the meeting and invited Mr. Truong Gia Binh to lead the 2023 AGM.
  2. **The Chairman Board:** Mr. Truong Gia Binh – Chairman of the AGM invited Mr. Bui Quang Ngoc, Vice Chairman of the BOD; Mr. Nguyen Van Khoa, CEO; Mr. Nguyen The Phuong, EVP; Mr. Hoang Viet Anh, EVP to the Chair Board to chair the AGM.
  3. **The Secretariat and the Voting Committee:** Mr. Truong Gia Binh – Chairman of the AGM nominated The Secretariat and the Voting Committee of the AGM.
    - The Secretariat included: Ms. Pham Ngoc Anh.
    - The Voting Committee: Mr. Hoang Huu Chien, Mr. Hoang Ngoc Bich, Mr. Tran Khuong
- The AGM approved Mr. Truong Gia Binh's nomination of the Secretariat and the Voting Committee.
- 4. The meeting agenda:**

The Chair Board has run the AGM according to the agenda ratified by AGM, including the contents as follow:

| No | Contents   |
|----|--|
| I  | Reports  |
|    | <ol style="list-style-type: none"><li>1. Report of the Board of Directors in 2022</li><li>2. Strategic Direction for the period of 2023-2025</li><li>3. Business Plan for 2023</li><li>4. 2022 Audited Financial Statements</li><li>5. Report of the Supervisory Board in 2022</li></ol>   |
| II | Proposals  |
|    | <ol style="list-style-type: none"><li>1. 2023 income and remuneration budget for the Board of Directors</li><li>2. 2022 profit distribution plan and 2023 dividend payment plan</li><li>3. Amending the Company's Charter and the Corporate Management Regulation</li><li>4. Selecting an independent audit firm to audit 2023 Financial Statements</li><li>5. ESOP plan for employees in the 2023 – 2025 period</li></ol> |

### III. REPORTS PRESENTED AT THE AGM

1. **Mr. Bui Quang Ngoc – Vice Chairman of the BOD** presented and proposed to the AGM the following contents:
  - Report of the BOD in 2022 including: Assessment of the company's performance in 2022, Assessment on the BOM's performance; Assessment on the BOD's activities in 2022.
  - Proposal of 2023 income and remuneration budget for the BOD as follows:
    - ✓ Salary for members of the BOD participating in management: **VND 10.76 billion;**





- ✓ Bonus for members of the BOD participating in management: not exceeding **0.49%** FPT Corporation's profit before tax;
- ✓ Compensation for members of the BOD not participating in management: **VND 6.2 billion.**

2. **Mr. Nguyen Van Khoa, CEO** presented the report of the Board of Management (BOM) on 2022 business activities, including:

- Assessment of the company's 2022 performance.
- 2023 Business plan with following details:
  - ✓ Revenue: 52,289 billion VND, growing by 18,8%.
  - ✓ Profit before tax: 9,055 billion VND, growing by 18.2%

3. **Mr. Nguyen The Phuong, Executive Vice President** presented to the AGM for approval the following:

- Audited financial statements for the year ended 2022.
- 2022 profit distribution.
- 2023 cash dividend payment plan.
- ESOP plan for employees in the 2023 – 2025 period
  - + Purpose: Making stock ownership option a part of outstanding employees' total income;
  - + Number of shares to be issued: Total share to be issued under this plan do not exceed 0.5% of the total outstanding share as at the date of issuance;
  - + Timing: the share issuance will be done in three times in 2024, 2025, and 2026, respectively. Share issuance will be implemented after the issuance of audited financial statements of the preceding year.
  - + Beneficiaries include key senior managers from Level 4 upwards and contributing employees approved by the Board of Directors.
  - + Type of share to be issued: common share with lock-up period;
  - + Lock-up period: 3 years;
  - + Selling price: par value.

4. **Mr. Nguyen Viet Thang, Head of the Supervisory Board** presented on behalf of the Supervisory Board presented to the AGM:

- The Supervisory Board' 2022 Report and the 2023 Operating Plan.
- The 2023 remuneration package for the Supervisory Board, with following details:

| 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     | 1,400,000   | 1,456,000,000 |
| 3   | Travelling expenses                              | Times | 5        | 15,000,000  | 75,000,000    |



**Total:**

**1,631,000,000**

- Proposal of authorization for the BOD to select one (1) from four (4) audit firms to audit the Company's 2023 financial statements: KPMG, Deloitte, PwC, EY Vietnam.
- 5. **Mr. Hoang Viet Anh, Executive Vice President** presented the proposal of amending the Company's Charter and the Corporate Management Regulation.
- 6. **Mr. Truong Gia Binh, Chairman of the BOD** presented 2023-2025 Strategic Direction.

2023 can be seen as the 35th year in the development roadmap of the company, FPT Corporation sets a higher goal: Creating Happiness together with the DC5-135 Strategy for the period of 2023 - 2025.

**Firstly, Creating Happiness is about seizing the unprecedented great opportunity.**

FPT has risen to the top position in the three hot areas of the world's digital transformation.

Currently, there are many global enterprises assigning FPT to maintain SAP/S4HANA or Dynamics 365 systems of Microsoft. In fact, FPT is the only corporation with global coverage, speaking local languages to provide 24/7 warranty on ERP systems for global corporations. FPT is setting a target of \$100M/contract. 2023 is also the year of territorial expansion, opening branches in 8 countries, increasing FPT's presence in 31 countries, setting up 10 more offices, raising the total number of representative offices to 67.

The next opportunity is to move from the mainframe-based Cobol language to a modern system. Innumerable big companies are stuck here. They don't understand the Cobol software written in the middle of the last century. There are 800B of such command lines. Furthermore, production and support of hardware is about to cease. They need to move the entire Cobol system to Java running on the Cloud, refactoring the new design and programming (refactoring), integrating and later also performing microservices and operating the system. This has been huge work for many years and everyone is confused as to how. Fortunately, FPT possesses personnel, technology, and methodologies to solve this problem. The difference is that we have our own ChatGPT.

Another big opportunity is software for electric cars. Elon Musk's Tesla has ushered in a revolution from mechanical cars to digital cars. Everyone is confused. The car-making group is not good at digital technology, the computing group is not well-versed in automotive engineering. The industry is waiting for a new type of company that understands both digital and automotive engineering, including mechanics, aerodynamics, electrical, electronics and IoT, AI, Autosar, systems integration, safety, security ... We can sell electric car-operating systems to 3 companies. It can be said that we are first in advanced driver assistance systems (ADAS), first in power electronics (PE) for electric charging and Top5 in electric vehicle engineering software.

**Secondly, Creating Happiness is a DC5 (Combination No. 5.0) strategy with data intelligence.**

This year, we start the digital transformation of DX2, automating the touch points between consumers and FPT, between citizens and authorities, and between businesses and businesses.

We understand that customer happiness is getting what you want with just one touch. One touch includes electronic payment, reward points, pre-payment, deferred payment or insurance.





We are ready to invest with the state (PPP) to free people and businesses from troublesome paperwork, shortening time and costs, reducing risks, and switching from face to face to online for public services, as well as for personnel transactions.

Every business needs to work with banks; insurance, transportation, supply services and customers. Robotic bots will help do this more optimally, more economically, faster, more efficiently, more securely, more transparently.

**Last but not least is human resources retention. Accordingly, personnels continuously grow over time and each employee works tirelessly and creatively. The solution is the happiness of the employees. FPT wishes to be the home of happy people.**

In March, FPT started the "Happiness Footprint" program. Every FPT personnel, unit and FPT Corporation around the world will have run with their family, friends, and partners throughout the year.

The year of 2023 is also the year of "celebrate" after achievements. Small parties for small achievements, big parties for big achievements.

The year of 2023 is also the year of records. Every individual and team making great efforts, creativity and achievements will be recognized and rewarded.

FPT is a big family that shows loves and caring for not only its members but also its parents, spouses and children, ready to help each other both at work and in personal life.

Working at FPT is a source of inspiration for commitment and creativity every day, filled with laughter and pride in the success of ourself, our unit and our corporation, contributing a small proportion to make Vietnam and the world happier.

With those 3 things in mind, we set an aspirational goal – by 2035, FPT will reach 1 million high-quality employees.

#### IV. DISCUSSION

1. Mr. Truong Gia Binh – Chairman of the AGM led the discussion on presented reports and statements at the meeting.
2. Questions and answers section:

***Question 1: Target audience of HI GIO Cloud platform? Development goals in the next 2-3 years. What is the total investment?***

***Answer:*** HI GIO Cloud targets businesses and agencies. We are discussing with our Japanese partner to develop the platform in Vietnam. Investment scale in the next 2-3 years is confidential information with partners but is a worthy investment to develop Hi GIO Cloud.

***Question 2: It is recommended that the company continue to improve the quality of HI GIO Cloud services.***

***Answer:*** We are well-noted and will continue to improve our service quality.

***Question 3: Can the company share preliminary business results for the first quarter of 2023? The revenue of the digital transformation in the first 2 months of the year only increased by 8%? What about the business results in the US and global markets?***





**Answer:** The first 2 months business results was announced. It is expected that the first quarter revenue will increase by around 18% and EBT is also approximately 18% higher, strictly following the yearly plan. The main drivers are still the software export segment, which increased by over 25% and the education segment, which achieved good growth. However, the domestic business segment is not favorable due to the macroeconomic situation. The digital transformation in Q1 tentatively grows by 30% but this year we are confident that the digital transformation growth will be around 35-40%.

**Question 4:** Why did the 2 month profit margin of the telecommunications segment decrease?

**Answer:** Telecommunications margin decreased slightly due to the purchase of television rights, the costs have not been optimized. We are sure to keep margin this year.

**Question 5:** When will the company consolidate Intertec's results?

**Answer:** We expect it in March, there will be a merge of Intertec into FPT's financial statements.

**Question 6:** What is the next trend in this technology segment?

**Answer:** With regard to technology trend, our lives will be much enhanced by Metaverse. We will live in both real and digital spaces. Blockchain and NFT also play a very important role.

**Question 7:** The reason why FPT can achieve high growth in foreign markets? Will short-term hardship affect growth in the long-term?

**Answer:** Over 20 years in the international market, we have continuously experienced high growth, even during Covid. Partners appreciate and trust FPT due to abundant, multilingual and multi-cultural personnel. Obviously, the current economic situation is very tough, but we believe it is our opportunity.

**Question 8:** At a time of many economic fluctuations, does FPT intend to perform M&A with any foreign enterprises. If so, which markets?

**Answer:** We are very interested and constantly looking for opportunities for M&A. With which company to do M&A is important and we focus on M&A with consulting firms to bring them bigger projects and contracts.

**Question 9:** Is the ESOP policy inclusive for senior managers?

**Answer:** The object of this policy is for employees from level 4 and above, including the leadership team and the executive board.

**Question 10:** The term of this ESOP is 3 years, are there any amendments and supplements every year?

**Answer:** Regarding the proposed ESOP program, it is usually fixed and has no other change over the 3-year period.

**Question 11:** Is software export slowing down? Are businesses cutting budgets for technology projects?

**Answer:** Big Tech now also lays off employees. Personally, I think that Covid changes the way the technology world works. Previously, we had to go to the company for work. Due to Covid, we were able to work flexibly. Software engineer's wages spiked. Big techs realize





that such salary level is not suitable, so they have to take measures to fit the budget more and that may be the reason for the current layoffs.

**Question 12:** FPT is present all over the world, does FPT need international capital? Is there a plan to perform IPO in the US to become a global corporation? FPT has entered the electronic chip market, can you share more about this field and what percentage of this market does the company plan to occupy in the future?

**Answer:** Vietnam will become one of the world's chip manufacturing centers, the American Semiconductor Industry Association (SIA) has discussed with the government and businesses, they also rate Vietnam as the best place for chip production compared to other countries in Southeast Asia. Vietnam's challenge is human resources, and FPT can participate in chip training. 25 million units of FPT's chips have been sold. With available partners that are manufacturers of electronic equipment, FPT is the easiest corporation to sell chips.

Regarding the IPO, we don't see the clear benefits of it.

**Question 13:** Regarding the Technology segment: FPT has grown strongly in the US market, the revenue structure in the US has been close to that of Japan. What is the reason for the rapid growth in the US? Broadband revenue and profit growth in 2022 slows down, is there any possibility of market share growth? Regarding the data center, the growth rate of revenue and profit is not significant, how does the company evaluate this segment?

**Answer:** FPT at the US market has won a hat-trick and signed a big contract. In 2022, the revenue was even better than the Japanese market.

The Vietnamese market constitutes about 26 million households. By 2022, there was about 21 million households using broadband internet. Thus, the market has reached saturation point, competition will be huge. There is possibility to increase market share, but it is unlikely to change suddenly. We will focus on exploiting existing customer files, creating more value for customers. In the upcoming time, many new products and services will be introduced, increasing value and monthly revenue per capita. Data center is an important strategic area. In the year of 2021 and 2022, the growth slowed down due to Covid and the war, the entire equipment supply chain was affected. Thus slowing down the progress of the data center array. However, after the supply chain returns to normal, the Data center segment aims to double growth in the next 3 years.

**Question 14:** Dr. Binh said that the field of education will expand to many countries in the future. Can the company share more about this orientation? In the upcoming time, does the company expect public investment in the IT sector to return?

**Answer:** The idea of having an FPT University abroad has always been our wish. Recently, there was news that a university in the US was closed because of insolvency, we tried to find out. If that's true, that's an opportunity for us. In fact, FPT already has a Japanese language training school in Japan, SAP.

Disbursement of National Digital Transformation is being actively implemented. Next week, Hanoi will open a public service portal made by FPT. We believe that with the determination and success of Project 06, it will open premise and opportunities for technology businesses. There have been 3 resolutions and 1 guidance on capital allocation until the end of 2025. Some provinces have also signed with FPT to implement their digital transformation projects.





**Question 15:** In the tough context that big techs are firing employees, FPT is still confident in the proposed plans. How many percentage of the plan has been achieved by FPT so far? Regarding ChatGPT, can you share your assessment and impact of this tool on FPT's future operations and development if FPT develops similar products to compete?

**Answer:** Our efforts are set in the way that no difficulty can extinguish our smiles.

ChatGPT has shown great technology. We also develop FPT's ChatGPT, mainly for banking and finance industry, and soon to be for healthcare. We are preparing to work with partners to bring ChatGPT professional nature to meet the needs of our customers.

**Question 16:** Can the company share more about the issue of ensuring output for students?

**Answer:** Currently, about 98% of FPT University graduates have jobs after graduation. We are also competing with other multinational corporations to recruit FPT University students.

**Question 17:** FPT will train AI and robotics for schools, robotics related to mechanical and electronic industries, does FPT have any long-term partners?

**Answer:** We are training to program the robot, not to train the robot to be manufactured.

**Question 18:** What is the result of buying Base.vn, in the ERP market, there are many companies competing on resource products for businesses, what is Base's outstanding competitive advantage?

**Answer:** Up to now, M&A with Base has brought many positive effects to FPT. Last year, Base grew over 60%. Base also has some development plans and has very strong product suites. It is expected that Base will have attractive products in the market for small and medium enterprises in the near future.

Base inherits FPT's technology capabilities to help new products and features come to market faster. Base can also exploit FPT's customer data. Base customers also enjoy the benefits of FPT's DC5 strategy.

Recently Base launched financial solutions and the Ministry of Finance is about to introduce accounting amendments, Base built this solution based on the database, different from other products on the market.

FPT wants Binh Dinh to become the world's artificial intelligence center. The cooperation between FPT and the Mila AI Research, Institute of Professor Yoshua Bengio, has been very successful in the past 2 years. FPT team has 42 articles published in A+ and A magazines. We want AI to be popularized.

**Question 19:** ESOP is a tool that FPT has used frequently over the years. Too many ESOP cause stock dilution? Does it affect the interests of other shareholders?

**Answer:** FPT has two types of ESOPs, one is for employees with good achievements during the year, and the other is for next-generation top leaders. FPT needs a team that is committed to the company, so the company is very careful in choosing the next leadership team to ensure the longevity of FPT.

**Question 20:** How does FPT locate AI & Cloud segment in the domestic market? What are the challenges when competing with Viettel or many Bigtech from the US (such as Microsoft,





Google), China (Alibaba). Which of the 3 products IaaS, PaaS, and SaaS will FPT focus on and is there any strategy related to develop with Base.vn?

***Answer:*** For FPT's Cloud development strategy, we will choose to use FPT's artificial intelligence and develop our own Cloud. Each Cloud service has its own strengths, we will develop FPT's Cloud based on artificial intelligence and FPT's infrastructure capacity. The current trend of data governance, all data of businesses and citizens must be left in Vietnam. FPT focuses on PaaS and SaaS. Now customers tend to use multi cloud, so FPT Smart Cloud is being wellcome in Vietnam.

Vietnamese businesses need service, FPT's strategy is to solve problems quickly and meet the needs of Vietnamese businesses.

## **V. ELECTING AND VOTING RESULTS**

1. Mr. Hoang Huu Chien, Head of the Voting Committee presented the voting issues and monitored the voting process.
2. After the vote check was completed, Mr. Hoang Huu Chien, Head of the Voting Committee announced the voting result as follows:

The number of shareholders attending is 1,355 shareholders, representing 764,845,738 shares, accounting for 69.72% of the voting shares of FPT Corporation.

- Total number of collected votes: 919 representing 761,257,258 shares, equal to 97.53% of total voting shares.
- Total number of non-collected shareholders: 436, representing 3,588,480 shares, equal to 0.47% of total voting shares.



| No. | Voting issues  | Approval             |                | Disapproval          |                | Blank                |                |
|-----|--|----------------------|----------------|----------------------|----------------|----------------------|----------------|
|     |  | No. of voting shares | Percentage (%) | No. of voting shares | Percentage (%) | No. of voting shares | Percentage (%) |
| 1   | Approve the BOD's Report in 2022, strategic direction for the period of 2023-2025, the business plan for 2023, 2023 income and remuneration budget of the BOD. | 761,216,086          | 99.99          | 4,037                | 0.00           | 37,135               | 0.00           |
| 2   | Approve Audited Financial Statements in 2023   | 746,264,432          | 98.03          | 14,941,912           | 1.96           | 50,914               | 0.01           |
| 3   | Approve the Supervisory Board's Report in 2022 and the Budget for the Supervisory Board's activities in 2023   | 758,590,402          | 99.65          | 2,335,684            | 0.31           | 331,172              | 0.04           |
| 4   | Approve the plan for 2022 profit distribution and 2023 cash dividend payment   | 761,207,363          | 99.99          | 35,612               | 0.00           | 14,283               | 0.00           |
| 5   | Approve the proposals to select an audit firm to audit the 2023 Financial Statements.  | 705,499,024          | 92.68          | 33,171,825           | 4.36           | 22,586,409           | 2.97           |
| 6   | Approve ESOP plan for employees in the 2023 – 2025 period  | 520,173,629          | 68.33          | 240,405,405          | 31.58          | 678,224              | 0.09           |
| 7   | Approve the proposal of amending the Company's Charter and the Corporate Management Regulation   | 760,924,302          | 99.96          | 281,086              | 0.04           | 51,870               | 0.01           |



## VI. CONTENTS APPROVED

1. Approve the report of the BOD in 2022.
2. Approve the Strategic Direction for the period of 2023-2025 and 2023 Business Plan
  - 2.1. Strategic Direction for the period of 2023-2025
  - 2.2. 2023 Business Plan

*Unit: billion VND*

| Business Segment               | Revenue       |               |              | Profit Before Tax |              |              |
|--------------------------------|---------------|---------------|--------------|-------------------|--------------|--------------|
|                                | 2022          | 2023          | Growth       | 2022              | 2023         | Growth       |
| Technology                     | 25,763        | 31,150        | 20.9%        | 3,366             | 4,166        | 23.8%        |
| Telecommunication              | 14,730        | 16,739        | 13.6%        | 2,818             | 3,230        | 14.6%        |
| Education, Investment & Others | 3,517         | 4,400         | 25.1%        | 1,478             | 1,659        | 12.2%        |
| <b>Total</b>                   | <b>44,010</b> | <b>52,289</b> | <b>18.8%</b> | <b>7,662</b>      | <b>9,055</b> | <b>18.2%</b> |

3. Approve the income and remuneration budget for the Board of Directors in 2023:
    - Salary for members of the BOD participating in management: **VND 10.76 billion;**
    - Bonus for members of the BOD participating in management: not exceeding **0.49%** FPT Corporation's profit before tax;
    - Compensation for members of the BOD not participating in management: **VND 6.2 billion.**
  4. Approve the audited financial statements in 2022.
  5. Approve the Report of the Supervisory Board in 2022 and 2023 budget for the Supervisory Board's activities: **VND 1,631,000,000.**
  6. Approve 2022 profit distribution plan and 2023 dividend payment plan
- Plan for FY2022 profit distribution**
- FY2022 cash dividend payment of 20% (VND 2,000 per share), in which:
    - Already paid in 2022: 10%
    - The rest (10%) will be paid following the AGM's approval.
    - Schedule: Quarter 2/2023.
- Plan for stock dividend payment**
- FY2022 ratio of stock dividend is 15% (20:3)
    - Source: Undistributed after-tax earnings of the holding 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 FY2022 cash dividend payment)

### **FY2023 cash dividend plan**



- 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 FY2023 cash dividend will be approved by the 2024 AGM.
7. **Approve the proposal of selecting one (1) from four (4) audit firms to audit the Company's Financial Statements in 2023, including: KPMG, Deloitte, PwC, Ernst & Young Vietnam and authorize the Board of Directors to select an audit firm corporeally.**
8. **Approve ESOP plan for employees in the 2023 – 2025 period, details as below:**
- Purpose: Making stock ownership option a part of outstanding employees' total income;
  - Number of shares to be issued: Total share to be issued under this plan do not exceed 0.5% of the total outstanding share as at the date of issuance;
  - Timing: the share issuance will be done in three times in 2024, 2025, and 2026, respectively. Share issuance will be implemented after the issuance of audited financial statements of the preceding year.
  - Beneficiaries include key senior managers from Level 4 upwards and contributing employees approved by the Board of Directors.
  - Type of share to be issued: common share with lock-up period;
  - Lock-up period: 3 years;
  - Selling price: par value.
9. **Approve the proposal of amending the Company's Charter and the Corporate Management Regulation as submitted at the 2023 Annual General Meeting of Shareholders.**

## VII. AGM CLOSING

1. Mr. Bui Quang Ngoc, Vice Chairman of the BOD read the Resolution submitted to AGM to approve.
2. Ms. Pham Ngoc Anh, the Secretariat read the AGM Minutes submitted to the AGM to approve.
3. The AGM approved the full Resolution and Minutes right at the AGM.
4. Chairman Truong Gia Binh declared the closing of the AGM.

**ON BEHALF OF THE SECRETARIAT**

**Pham Ngoc Anh**

**CHAIRMAN**

**Truong Gia Binh**



**PROPOSAL**

**Ref. approval of the Report of the Board of Directors in 2022, Strategic Direction for the period of 2023-2025, Business plan for 2023 and Remuneration budget for the Board of Directors in 2023**

To: The 2023 Annual General Meeting of Shareholders of FPT Corporation

*Pursuant to the 2020 Law on Enterprises;*

*Pursuant to the Charter of FPT Corporation;*

*Pursuant to the 2022 actual situation of remuneration payment for members of the Board of Directors and Business plan for 2023.*

The Board of Directors (BOD) respectfully submits to the General Meeting of Shareholders to approve the Report of the BOD in 2022, Strategic Direction for the period of 2023-2025, Business plan for 2023 and Remuneration budget for the Board of Directors in 2023 as follows:

1. **The BOD’s 2022 Report** (as attached).
2. **Strategic Direction for the period of 2023 – 2025** (as attached).
3. **Business plan for 2023:**

*Unit: billion VND*

| Business Sector                | Revenue       |               |              | Profit Before Tax |              |              |
|--------------------------------|---------------|---------------|--------------|-------------------|--------------|--------------|
|                                | 2022          | 2023          | Change       | 2022              | 2023         | Change       |
| Technology                     | 25,763        | 31,150        | 20.9%        | 3,366             | 4,166        | 23.8%        |
| Telecommunications             | 14,730        | 16,739        | 13.6%        | 2,818             | 3,230        | 14.6%        |
| Education, Investment & Others | 3,517         | 4,400         | 25.1%        | 1,478             | 1,659        | 12.2%        |
| <b>Total</b>                   | <b>44,010</b> | <b>52,289</b> | <b>18.8%</b> | <b>7,662</b>      | <b>9,055</b> | <b>18.2%</b> |

**4. Remuneration budget for the BOD in 2023:**

- Salary for members of the BOD participating in management: **VND 10.76 billion;**
- Bonus for members of the BOD participating in management: not exceeding **0.49%** FPT Corporation’s profit before tax;
- Compensation for members of the BOD not participating in management: **VND 6.2 billion.**

Respectfully submitted to the General Meeting of Shareholders for review and approval./.


**ON BEHALF OF THE BOD  
CHAIRMAN**  
  
**Truong Gia Binh**



## THE BOARD OF DIRECTORS' REPORT

### I. ASSESSMENT OF THE BOARD OF DIRECTORS (BOD) ON THE CORPORATION'S PERFORMANCE IN 2022

#### 1. Assessment on business performance

In 2022, with the proactiveness and flexibility to seize new opportunities in both domestic and foreign markets, the Corporation not only maintained stable double-digit growth but also recorded remarkable milestones in all business sectors.

In terms of Technology, the Corporation strengthened its presence in foreign markets by launching four offices in the US, Japan, Thailand, and Denmark and promoting cooperation with major global partners to enhance its position and capacity. In 2022, FPT became a strategic shareholder of LTS, Inc. (among Japan's Top 20 consulting and digital transformation companies) and also teamed up with NCS (a tech titan in the Asia-Pacific region) to launch a Strategic Delivery Centre (SDC) of 3,000 employees in Vietnam. In the domestic market, the Corporation also signed cooperation agreements with 14 provinces and cities to promote comprehensive digital transformation on all three pillars of the digital economy, digital society, and digital government, creating a boost for the development of Vietnam's agricultural industry as well as leading enterprises with FPT's ecosystem of solutions and services.

In the Telecommunications sector, the Corporation made great efforts to complete its ecosystem to serve tens of millions of users and thousands of businesses. As a result, FPT was one of the leading telecommunications businesses applying AI and Big Data to deep dive into customer needs, enhance the digital experience of shopping by promoting self-service, online customer support, and payment gateways...

2022 was a year of success for FPT Education to reach the milestone of becoming a Mega-scale educational organization with over 100,000 full-time and equivalent students throughout the system.

#### 2. Strategic performance

With business understanding, flexibility, excellent decision-making and governance capabilities, and real-time data-driven operations, the BOM has implemented effective programs and projects to follow the set orientations on all three areas: Business – Management - Technology, achieving successful results.

##### **Business:**

FPT finally achieved a milestone of making approximately one billion USD from international markets for the first time. With this achievement, FPT was awarded a certificate of merit by the Ministry of Information and Communications (MIC) for outstanding performance in international markets in 2022. In addition, the number of customers with a contract value of more than 5 million USD grew to 21% over the same period last year. It even gained a contract of 96 million USD. Furthermore, by launching a series of new offices in key markets, the Corporation successfully expanded its presence in 29 countries and territories.

In the domestic market, for private corporate customers, especially large enterprises in Finance, Real Estate, Agriculture, and Manufacturing, the Corporation has consulted and





implemented digital solutions that helped improve governance, operation, and flexibility in decision-making, business, and maintaining steady growth.

For SME clients, FPT continued to develop and expand the Made-by-FPT solutions combined with the Base.vn business management platform to create a single all-in-one management platform that meets customers' needs in all areas. As a result, Base.vn has gained 8,000 corporate customers.

The Corporation continuously improved services for individuals to provide a unique experience at every touchpoint. Consumer products and services made/distributed by FPT were widely supplied throughout 63 provinces and cities in stores, distribution channels, and agents. Moreover, the customer experience was continuously enhanced with the support of Chatbot, Voicebot, AI, and other technologies.

### **Technology:**

The Corporation's key growth driver - the Made-by-FPT ecosystem - grew to a scale of 200 products, solutions, and services. There were solutions that even scaled globally, such as akaBot - which has served more than 3,000 customers in 20 countries, FPT.AI with 600 million users per year, or FPT Play with 27 million registered users.

In September, it officially launched the first line of microchips applied in the Internet of Things (IoT) devices for medical care. The event helped realize the dream of manufacturing semiconductor components created using Vietnamese ingenuity and was one of Vietnam's top 10 IT Headlines in 2022.

In addition, the comprehensive digital transformation capacity from consulting to implementation has also been continuously strengthened. In 2022, FPT became a strategic shareholder of LTS, Inc. (among Japan's Top 20 consulting and digital transformation companies) to enhance its consulting expertise and win more high-value deals in Japan and the international market.

Cloud-based services and solutions gained 160 million USD, equivalent to a growth of 38% over 2021. Based on core technologies such as AI, Big Data, and Cloud, FPT has developed new platforms and solutions to enhance its operations, meet urgent needs, and improve the sustainable development of businesses, organizations, and individuals globally.

Promoting innovation and in-house startups. In the past six years of implementing the iKhien - FPT Innovation Award, which aimed to encourage employee creativity, there were 3,707 initiatives deployed within the Corporation. In 2022, there were 1,112 initiatives of in-house startups to be realized.

### **Management:**

The programs under the "Management" theme include: In-house training, Improving the capacity and efficiency of functional departments, Pay-for-performance compensation, Rotational Program, OKRs and Performance Management, and internal digital transformation.

**Training:** In 2022, training programs were widely deployed throughout the Corporation, with more than 5 million learning hours with completion rates of up to 99.56%.

**Improving the capacity and efficiency of functional departments:** The Corporation continues to improve communication channels, operational connection, and synchronous coordination. As a result, the quality and performance of business administration and





functional support have been enhanced, creating a solid foundation for fast and sustainable growth.

**Pay-for-performance compensation:** FPT creates transparency and equity while implementing a pay-for-performance compensation model, increasing employee motivation and productivity.

**Rotational Program:** Leaders and managers at all levels across the Corporation will be rotated with new challenges and experiences to nurture their creativity and motivation to dedicate themselves to a common goal. About 200 senior executives were appointed. In particular, in the second half of 2022, many senior management positions were changed or assigned in the Corporation and its subsidiaries, such as Chief of Office; Chairman, Deputy CEO, Chief Technology Officer, and Chief Financial Officer of subsidiaries.

**OKRs and Performance Management:** The Corporation maintained challenging objectives with specific corporate and individual actions. The results must be evaluated monthly and quarterly to monitor and accelerate the realization of the set goals.

**Digital transformation:** We facilitate, promote and implement digital initiatives to accelerate the internal digital transformation according to the FPT Digital Kaizen methodology. 2022 was the year FPT accelerated its governance strategy towards accelerating internal digital transformation and real-time data-driven operations. In particular, the implementation of the FPT Data Lake helped corporate executives increase management capacity to make accurate decisions, simultaneously catching up with market development scenarios and customer demand.

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

The BOD highly appreciated the 2022 business performance in responding and adapting to the Covid-19 pandemic both domestically and globally. With the 2022 achievements and strategic premises in the past two years, the BOM has demonstrated its capacity and readiness to bring FPT into a vigorous growth cycle.

### **1. Supervisory activities**

In accordance with the Corporate Charter and the Corporate Governance Regulations, the BOD has supervised the activities of the CEO and members of the BOM in operating business and implementing resolutions of The AGM 2022 and the BOD, including:

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

### **2. Supervisory results**

Firstly, the Board of Management kept up the growth rate and created development momentum that strictly followed the Corporation's strategy and vision, despite the economic instability taking place on a global scale.





Secondly, the resolutions of the BOD were executed on time and ensured by transparent information disclosure as well as the implementation of periodic management reports under relevant regulations.

Thirdly, the BOM strictly conducted quarterly/semi-annual/annual financial statements and the annual report. During the pandemic, the BOM tightened the control of business performance and debt situations weekly, ensuring the annual financial plan and making timely adjustments, if required.

Fourthly, the BOM drastically promulgated the rotation program and coordinated with the human resources department to evaluate and appoint talent, enhancing organizational leadership. In addition, the BOM issued various remuneration policies in the "new normal" period, ensuring employees' well-being and contributing to the Corporation's development amid the global difficulties.

Finally, this year marked the cooperation of FPT with the authorities of localities through 14 agreements of digital transformation consultancy and training programs, bringing the total number of FPT's partnerships with localities nationwide to 25.

### **III. ACTIVITIES OF BOD**

#### **1. Activities of subcommittees under the BOD**

There are three subcommittees under the BOD:

| <b>No</b> | <b>Committee</b>                         | <b>Member</b>       | <b>Position</b> |
|-----------|--|---------------------|-----------------|
| 1         | The Personnel and Remuneration Committee | Mr. Do Cao Bao      | Head            |
| 2         | The Development policy Committee         | Mr. Truong Gia Binh | Head            |
| 3         | The Chairman's Office                    | Ms. Pham Ngoc Anh   | Head            |

#### **1.1. The Personnel and Remuneration Committee**

In its role of directing the development of human resource policies and procedures, in 2022, the Committee helped issue human resource policies and regulations, ensuring a qualified and experienced workforce in accordance with FPT's development strategy.

Some activity highlights of the Committee in 2022:

- Guiding the research and development of FPT's HR strategy for the 2023-2025 period.
- Consulting the BOM on the research and development of the HR strategy for the period of 2023-2025, aiming at the growth objectives within the DC5-135 strategy.
- Directing the implementation of programs on planning and rotating senior leaders.
- Conducting programs on planning, evaluation, appointment, rotation, and improvement of the senior leadership at the Corporation and its subsidiaries.





- Approving and leading the implementation of the staff rotation at all levels in 2022.
- Consulting the BOM to prepare the summary report of the rotation plan after two years of implementation.
- Orienting the issuance of HR key policies
- Issuing an update of employee remuneration policies including establishing a business travel allowance policy and the policy of increasing social insurance allowance in 2022.
- Developing and implementing specific remuneration policies in subsidiaries to retain talent and control the turnover rate: The procedure to support house/car loans; The policy to increase earnings for groups of employees in some specific departments.
- Developing, promulgating regulations, and implementing the signing of commitments to prevent conflicts of interest; declaring activities that pose risks of interest conflicts for employees of Level 05 and above.
- Developing, amending, and supplementing regulations on management of functional departments, realizing the goal of improving management capacity within the Corporation.

### **1.2. The Development Policy Committee**

- The staff rotation program has continued to be successfully implemented to foster high-quality management roles and improve leadership capabilities. As a result, there were about 200 senior executives appointed and rotated. In the second half of 2022, many senior management positions were changed, assigned, and rotated in the Corporation and its subsidiaries, such as the Chief of Office; Chairman, Deputy CEO, Chief Technology Officer, and Chief Financial Officer of subsidiaries.
- Realizing that work efficiency can only be enhanced as the capacity of line departments is improved, the program titled "Strengthening line departments' capacity" was vigorously and drastically implemented by the Committee. With support from the Policy Development Committee and the BOM, all line managers achieved initial success in promoting the critical roles of the departments.
- 2022 witnessed the Committee's active consultation and proposals of new initiatives to adapt to the socio-economic and political situations. In the first months of the year, the Committee focused on policies and business orientations to deal with the stressful situation of COVID-19 across the country. As soon as the pandemic peaked, the Committee discussed planning for business directions in the post-Covid-19 period. In the second half of 2022, seizing the opportunity of recovery, the Committee proposed recommendations to accelerate the development of the Corporation.
- In 2022, the Policy Development Committee strongly promoted core projects focusing on Eating – Learning – Working, as well as health caring aspects. Specifically, the Committee consulted their short-term and long-term business goals, strengths, and weaknesses of those





projects in order to improve the advantages and alleviate the weaknesses, saving time and costs for the Corporation.

- Objectives and Key Results (OKRs) methodology kept being strictly deployed throughout the system of nearly 60,000 employees around the globe. All employees engage in their OKRs and dedicate to the collective OKRs to accomplish the organization's development goals.
- The Committee also focused on researching, advising, and supervising new policies to improve labor productivity in FPT's subsidiaries and avoid conflicts of interest, ensuring governance transparency.

### 1.3. The Chairman's Office

Along with fulfilling the role of supporting the BOD in professional activities, the Chairman's Office also actively maintained and promoted external relationships with key partners to ensure business continuity. Concurrently, the Office provided timely and accurate information disclosure of corporate governance resolutions and reports. Besides, the Chairman's Office coordinated with other departments to organize the 2022 AGM in April 2022.

## 2. Transactions, remuneration, and other benefits of BOD

The remuneration of the BOD, the Supervisory Board, and BOM was publicly announced in the Annual Report/Financial Statements of the Corporation. The payment of compensation of the BOD and the Supervisory Board complied with the Resolution of the AGM 2022 and Resolution 01.03-2022/NQ-HĐQT FPT dated 15/03/2022. The remuneration of members of the BOD participating in management<sup>1</sup> was 10.76 billion VND, and the bonus must not exceed 0.49% of the Corporation's total profit before tax, the compensation for members of the BOD not participating in management was 6 billion VND. Accordingly, the actual payment of the BOD in 2022 was 16.63 billion VND, and that of the Supervisory Board was 1.248 billion VND. FPT also published the income information of the BOM in the annual financial statements, in accordance with the provisions of Article 31 of Decree 71/2017/ND-CP.

### Remuneration of BOD members in 2022

Unit: VND

| BOD member               | Position      | Remuneration |
|--------------------------|---------------|--------------|
| Mr. Truong Gia Binh      | Chairman      | 0            |
| Mr. Bui Quang Ngoc       | Vice Chairman | 0            |
| Mr. Do Cao Bao           | Board member  | 0            |
| Mr. Jean-Charles Belliol | Board member  | 870,000,000  |

<sup>1</sup> Being a member of the Board of Directors working full-time, assigned specific jobs, directly related to the company's operations





|                              |              |               |
|------------------------------|--------------|---------------|
| Mr. Hiroshi Yokotsuka        | Board member | 1,758,750,000 |
| Mr. Hampapur Rangadore Binod | Board member | 1,758,750,000 |
| Ms. Tran Thi Hong Linh       | Board member | 270,000,000   |

### 3. The BOD's members and structure

FPT's BOD consists of 07 members with professional qualifications and long-term experience in IT, finance, international business, and corporate governance. With 03 independent BOD members, FPT's BOD member structure ensures compliance with relevant legal regulations.

Since 2013, FPT has separated the roles of Chairman and CEO. Effectively it enhanced the independence and division in the BOD and the BOM activities, concurrently ensuring the decentralization in decision-making.

#### Members of BOD

| No | Member                   | Position   | Percentage of voting shares | Concurrent positions on the BOM of other companies (As of December 31, 2022)   |
|----|--------------------------|--|-----------------------------|--|
| 1  | Mr. Truong Gia Binh      | Chairman<br>34 years in the IT sector                        | 7.01%                       | - Board member of FPT Telecom;<br>- Chairman of the Members' Council of FPT Education;<br>- Board member of FPT University;<br>- A Council member of FPT IS (As of March 25, 2021);<br>- Board member of Joint Stock Commercial Bank for Foreign Trade of Vietnam. |
| 2  | Mr. Bui Quang Ngoc       | Vice Chairman<br>34 years in the IT sector                   | 1.96%                       | - Board member of FPT University;<br>- A Council member of FPT IS (As of March 25, 2021).  |
| 3  | Mr. Do Cao Bao           | Board member<br>34 years in the IT sector                    | 1.13%                       | - Board member of FPT City Danang JSC,;<br>- A Council member of FPT IS (As of March 25, 2021).  |
| 4  | Mr. Jean-Charles Belliol | Independent board member<br>30 years in business and finance | 0%                          |  |



|   |                              |   |    |  |
|---|------------------------------|---|----|--|
| 5 | Mr. Hiroshi Yokotsuka        | Independent board member<br>28 years in the IT sector                             | 0% |  |
| 6 | Mr. Hampapur Rangadore Binod | Independent board member<br>Nearly 50 years in the IT sector                      | 0% |  |
| 7 | Ms. Tran Thi Hong Linh       | Board member<br>Over 10 years in the field of investment and corporate governance | 0% | Board member of Vietnam Hydro-Meteorological and Environment Equipment JSC,. |

#### 4. Activities of the BOD

In 2022, the BOD conducted 08 meetings to ensure compliance with regulations on the number of 01 meeting quarterly. The BOD also issued 09 resolutions.

##### 4.1. The number of meetings

| No | Members             | Position      | Commencement date  | Number of meetings attended | Percentage of attendance |
|----|---------------------|---------------|--|-----------------------------|--------------------------|
| 1  | Mr. Truong Gia Binh | Chairman      | Being re-elected as a board member for the term of 2022-2027 on April 07, 2022 | 08 out of 08                | 100%                     |
| 2  | Mr. Bui Quang Ngoc  | Vice Chairman | Being re-elected as a board member for the term of 2022-2027 on April 07, 2022 | 08 out of 08                | 100%                     |
| 3  | Mr. Do Cao Bao      | Board member  | Being re-elected as a board member for the term of 2022-2027 on                | 08 out of 08                | 100%                     |



| No | Members                      | Position                   | Commencement date  | Number of meetings attended | Percentage of attendance |
|----|------------------------------|----------------------------|--|-----------------------------|--------------------------|
|    |                              |                            | April 07, 2022   |                             |                          |
| 4  | Mr. Le Song Lai              | Non-executive board member | Being elected as a board member for the term of 2017 - 2022 on March 31, 2017. Having been no longer a board member since April 07, 2022 | 02 out of 08                | 25%                      |
| 5  | Mr. Jean-Charles Belliol     | Independent board member   | Being re-elected as a board member for the term of 2022-2027 on April 07, 2022   | 08 out of 08                | 100%                     |
| 6  | Mr. Hamaguchi Tomokazu       | Independent board member   | Being elected as a board member for the term of 2017 - 2022 on March 31, 2017. Having been no longer a board member since April 07, 2022 | 02 out of 08                | 25%                      |
| 7  | Mr. Dan E Khoo               | Independent board member   | Being elected as a board member for the term of 2017 - 2022 on March 31, 2017. Having been no longer a board member since April 07, 2022 | 02 out of 08                | 25%                      |
| 8  | Mr. Hiroshi Yokotsuka        | Independent board member   | April 07, 2022   | 06 out of 08                | 75%                      |
| 9  | Mr. Hampapur Rangadore Binod | Independent board member   | April 07, 2022   | 06 out of 08                | 75%                      |



| No | Members                | Position     | Commencement date | Number of meetings attended | Percentage of attendance |
|----|------------------------|--------------|-------------------|-----------------------------|--------------------------|
| 10 | Ms. Tran Thi Hong Linh | Board member | April 07, 2022    | 06 out of 08                | 75%                      |

#### 4.2. Content of the meetings & resolutions of the BOD

| Session                        | Participation  | Content and Resolutions   |
|--------------------------------|--|---|
| Session 01<br>January 25, 2022 | BOD: 07 out of 07 members<br>Observers:<br>- Supervisory Board: 03 out of 03 members<br>- BOM: 03 out of 03 members<br>Resolution No.01.01-2022/NQ-HĐQT FPT dated January 25, 2022   | <ul style="list-style-type: none"> <li>- Approving 2021 business results;</li> <li>- Approving the 2022 business plan and submitting it to the AGM for approval;</li> <li>- Approving the strategic orientation of 2022-2024 and submitting it to the AGM for approval;</li> <li>- Approving the increase in chartered capital of FPT Software Co., Ltd., FPT Education Co., Ltd., and FPT Information System Co., Ltd.;</li> <li>- Approving the time to close the list of shareholders and the date of the AGM to take place.</li> </ul>  |
| Session 02<br>March 14, 2022   | BOD: 07 out of 07 members<br>Observers:<br>- Supervisory Board: 02 out of 03 members<br>- BOM: 02 out of 03 members<br>Resolution No.01.03-2022/NQ-HĐQT FPT dated March 15, 2022;<br>Resolution No.02.03-2022/NQ-HĐQT FPT dated March 15, 2022 | <ul style="list-style-type: none"> <li>- Approving the Agenda of the 2022 AGM and submitting it to the AGM for approval;</li> <li>- Approving the Regulations on organizing the 2022 AGM;</li> <li>- Approving the 2021 Reports of the BOD, the 2022 strategic orientation, and the business plan and submitting them to the AGM for approval;</li> <li>- Approving the remuneration budget of the BOD in 2022 and submitting it to the AGM for approval;</li> <li>- Approving the 2021 audited financial statements and submitting them to the AGM for approval;</li> <li>- Approving the 2021 profit distribution plan and the 2022 dividend payment policy, submitting them to the AGM for approval;</li> <li>- Approving the proposal of designating one out of four auditing firms (Big4) to audit the 2022 financial statements, submitting it to the AGM for approval;</li> <li>- Approving the proposal on electing members of</li> </ul> |



| Session                                   | Participation   | Content and Resolutions  |
|---|---|--|
|   |   | <p>the BOD and the Supervisory Board for the term of 2022-2027, submitting it to the AGM for approval;</p> <ul style="list-style-type: none"> <li>- Approving the proposal on amending the details of the business lines registered and submitting it to the AGM for approval;</li> <li>- Approving the plan of issuing shares to employees with remarkable contributions under the Employee Stock Ownership Plan (ESOP) in 2021;</li> <li>- Approving the Regulation on the issuance of shares under the ESOP to employees with remarkable contributions in 2021;</li> <li>- Approving the list of employees eligible to participate in the ESOP, who had exceptional contributions in 2021;</li> <li>- Approving the plan of issuing shares under the ESOP to senior executives;</li> <li>- Approving the Regulation on the issuance of shares under the ESOP to senior executives in 2022;</li> <li>- Approving the list of employees who made high ranking achievements in 2022 to be eligible to participate in the ESOP;</li> <li>- Approving the proposal on amending the official seal of the Corporation;</li> </ul> <p>Approving the re-appointment of CEO Nguyen Van Khoa for the next 3-year tenure, from March 29, 2022 to the end of March 28, 2025.</p> |
| Session 03<br>April 07<br>and 08,<br>2022 | Solicitation of written<br>opinions<br>Resolution No.01.04-<br>2022/NQ-HĐQT FPT<br>dated April 08, 2022 | <ul style="list-style-type: none"> <li>- Approving the appointment of Mr. Truong Gia Binh as Chairman of the BOD for the term of 2022-2027;</li> <li>- Approving the appointment of Mr. Bui Quang Ngoc as Vice Chairman of the BOD for the term of 2022-2027;</li> <li>- Approving the appointment of Mr. Truong Gia Binh as the Head of the Development Policy Committee under the BOD for the term of 2022-2027;</li> </ul> <p>Approving the appointment of Mr. Do Cao Bao as the Head of the Personnel and Remuneration Committee under the BOD for the term of 2022-2027.</p>  |



| Session                              | Participation   | Content and Resolutions   |
|--------------------------------------|---|---|
| Session 04<br>May 06 to<br>10, 2022  | Solicitation of written opinions<br>Resolution No.01.05-2022/NQ-HĐQTFPT dated May 10, 2022;<br>Resolution No.02.05-2022/NQ-HĐQTFPT dated May 10, 2022;  | <ul style="list-style-type: none"> <li>- Increasing the chartered capital for FPT JSC.;</li> <li>- Assigning the legal representative of the Corporation to amend the contents of the business registration certificate and information on the newly increased chartered capital of the Corporation;</li> <li>- Approving the plan of paying the 2021 remaining dividend in cash;</li> <li>- Approving the plan of issuing shares to pay dividends from retained earnings to existing shareholders after increasing chartered capital; Authorizing the Chairman of the BOD to implement the plan of paying the 2021 remaining dividend and issuing shares to pay the dividend.</li> </ul> |
| Session 05<br>June 09 to<br>13, 2022 | Solicitation of written opinions<br>Resolution No.01.06-2022/NQ-HĐQTFPT dated June 13, 2022   | Approving the selection of PwC Vietnam Co., Ltd. to be the auditing firm for the 2022 financial statements for the Corporation.   |
| Session 06<br>July 05 to<br>07, 2022 | Solicitation of written opinions<br>Resolution No.01.07.2022/NQ-HĐQTFPT dated July 07, 2022   | <ul style="list-style-type: none"> <li>- Increasing the chartered capital for FPT JSC.;</li> <li>- Assigning the CEO to amend the contents of the business registration certificate and information on the newly increased chartered capital of the Corporation.</li> </ul>   |
| Session 07<br>July 21,<br>2022       | BOD: 07 out of 07 members<br>Observers:<br><ul style="list-style-type: none"> <li>- Supervisory Board: 02 out of 03 members</li> <li>- BOM: 02 out of 03 members</li> </ul> Resolution No.02.07-2022/NQ-HĐQTFPT dated July 07, 2022 | Approving the plan of making the advanced payment of the first dividend of 2022 in cash.  |



| Session                            | Participation  | Content and Resolutions   |
|------------------------------------|--|---|
| Session 08<br>November<br>23, 2022 | BOD: 07 out of 07<br>members<br>Observers:<br>- Supervisory Board: 02<br>out of 03 members<br>- BOM: 02 out of 03<br>members<br>No resolution to be issued | Reporting on the third quarter's results and projecting the results of implementing the 2022 business plan. |

### 4.3. Activities of independent members of the BOD

By December 31<sup>st</sup>, 2022, FPT's BOD have had 03 independent members, namely Mr. Jean Charles Belliol, Mr. Hiroshi Yokotsuka, and Mr. Hampapur Rangadore Binod. These independent members contributed significant recommendations to the corporate development and operation strategy. In addition, they proactively discussed business targets, development orientations, suggestions, and appropriate solutions in each business sector. Independent board members with diverse of knowledge and experience have also played essential roles in FPT's management activities.

**Mr. Jean-Charles Belliol:** For his extensive practical experiences in finance, Mr. Belliol gave in-depth comments on financial and investing activities, the business targets in 2022 and for the 2023-2025 period of FPT and its subsidiaries. In 2022, he diligently made contributions to the talent development policies to foster the next generations of FPT leaders.

**Mr. Hampapur Rangadore Binod:** Originally a senior expert and manager in developing high-quality human resources, training senior managers and leading IT experts. He is a consultant for the research and development of FPT's human resources strategy for the period of 2023-2025, meeting the Company's growth goals and DC5-135 strategy. He also has a lot of ideas for important human resource policies of the Company such as: remuneration policy for employees with the aim of retaining talent and controlling the turnover rate; supplementing regulations on management of FPT vertical management, aiming to improve vertical management capacity in the Company. Besides, he plays an important role in developing the plan to raise the number of FPT Corporation's employees globally to 1 million.

**Mr. Hiroshi Yokotsuka:** First of all, his valuable insight about the socio-economic situation in general and the technology industry in particular in Japan has been very helpful for business strategy and strong growth of FPT Japan. With the aim of accelerating the implementation of national digital transformation tasks, raising awareness of the people and the whole society about the role, meaning and benefits of digital transformation; he shared a lot of lessons and experiences about digital transformation for enterprises in Japan that can be applied in Vietnam. He also contributed to perfect the Made by FPT technology ecosystem developed based on core technology platforms including AI, Blockchain, Cloud, IoT and Lowcode; owning wide application capabilities in many key fields such as e-government, transportation, healthcare, finance and banking, telecommunications, education, manufacturing,...





#### **4.4. Assessment on activities of the BOD**

Based on the general regulations for the BOD's activities and the Corporate Charter, in 2022, the BOD promptly directed, closely supervised, and timely consulted the BOM to realize strategic objectives.

Strategic planning continued to be consolidated throughout the Corporation. Hence critical targets and action plans were implemented responsively, clearly, and consistently.

Inheriting previous years' experiences and high reputation in the regional IT industry, along with an extensive network of BOD members, especially independent members, FPT remained its corporate governance transparency, thereby maintaining its position as one of the leading technology corporations in Vietnam and the world.

#### **4.5. Assessment of the BOD's independent members on the operations of the Corporation**

**Mr. Hampapur Rangadore Binod:** "During 2022, FPT Corporation has continued its legacy of high growth performance, keeping the best interests of all its stakeholders intact. The overall growth of the company in hi-tech areas is indeed path-breaking, and in many areas, FPT is among the top few leaders in the industry. Even in areas of Telecom and FPT University, we have seen considerable and sustained growth. The management and employees of FPT are demonstrating their confidence and commitment to clients even though the marketplace is showing some signs of slowing down. Solely keeping clients' interests in mind, FPT has put sufficient power behind the strategies for the next few years, and now the actions are underway to execute the same with passion. Apart from Business excellence, FPT Corporation and its leaders have also shown that they have their hearts in the right place by taking direct responsibility for the children orphaned during the tough times of the covid pandemic. These actions are reflective of a very responsible corporate citizen."

**Mr. Jean-Charles Belliol:** "Throughout 2022, the BOD carried out the resolutions approved by the AGM with high performance, making significant contributions to the Corporation's development and bringing benefits to shareholders and other parties, despite challenges, notably Covid. The BOD, the BOM, and the functional directors had transparent and effective debates covering a wide range of topics: business and technology trends, as well as strategies, implementation methods, finance, human resources, operations, and M&A. Furthermore, the BOD and BOM were ready to acknowledge the recommendations of independent BOD members on financial and investment activities as well as business targets for 2023 and the medium-term strategy of the Corporation and its subsidiaries."

**Mr. Hiroshi Yokotsuka:** "In 2022, new variants of Covid-19 and Russia-Ukraine crisis had a big impact on the world economy. However, FPT has done remarkable work and achieved great results. The Board of Directors discussed global economic movements and technology trends and contributed to the execution of management strategies. In the management strategy going forward, the strategy focusing on employee happiness will be a noteworthy theme."

#### **IV. ORIENTATIONS AND ACTION PLAN OF THE BOD IN 2023**

With strategic directions and achievements in 2022, the BOD announces the 2023 business plan as follows:



## 1. Main targets

Unit: billion VND

| Business Sector                | Revenue       |               |              | Profit Before Tax |              |              |
|--------------------------------|---------------|---------------|--------------|-------------------|--------------|--------------|
|                                | 2022          | 2023          | Change       | 2022              | 2023         | Change       |
| Technology                     | 25,763        | 31,150        | 20.9%        | 3,366             | 4,166        | 23.8%        |
| Telecommunications             | 14,730        | 16,739        | 13.6%        | 2,818             | 3,230        | 14.6%        |
| Education, Investment & Others | 3,517         | 4,400         | 25.1%        | 1,478             | 1,659        | 12.2%        |
| <b>Total</b>                   | <b>44,010</b> | <b>52,289</b> | <b>18.8%</b> | <b>7,662</b>      | <b>9,055</b> | <b>18.2%</b> |

### 1.1. Strategic development direction for segments in 2023

#### 1.1.1.1. Technology

Continue to invest heavily in developing new products, platforms, and solutions based on core technologies such as Cloud, AI, and Blockchain... and focus on expanding sales channels in various domains in Vietnam and abroad.

#### 1.1.1.2. Global IT services

- Promoting digital transformation service delivery based on emerging technologies such as Cloud Computing, Automation... and higher value services (like Consultancy and Roadmap Design) to affirm competitiveness and create momentum to increase profit margin.
- Strengthening global presence to enhance the availability of our products, services, and solutions to reach Fortune 500 enterprises, expanding the market by launching new offices and promoting strategic investments, mergers, and acquisitions.
- Attracting leading experts in many fields, especially Healthcare, Finance - Insurance, and Automobile manufacturing, in order to enhance innovation capacity and develop new and more advanced technology platforms and solutions. Moreover, promoting recruitment and training of technical engineers in charge of consulting and implementation services, in response to rising global demand.

#### 1.1.1.3. Domestic IT services

- Supporting the private sector, especially prominent enterprises in the top 500 largest Vietnamese enterprises (VNR500), to accelerate digital transformation. In particular, building data systems, promoting business solutions in many fields, and diversifying the customer base.
- Approaching state-owned enterprises, the government and localities to cooperate in consulting and implementing digital transformation; supporting provinces and cities for comprehensive socio-economic development on all three pillars of the digital economy, digital government, and digital society, towards the digital nation model; helping localities flexibly adapt to the new normal through consulting on socio-economic development planning, digital transformation strategies, training to raise awareness of digital transformation on a large scale.





- Developing Made-by-FPT products to help businesses and organizations accelerate digital transformation, increase productivity, save costs, and make the most of resources. FPT combines Made-by-FPT solutions, Infrastructure, and Telecommunications services with specialized core solutions offered by its partners to build reasonable solution suites for businesses and organizations.
- Continue developing HR policies to attract high-tech employees and proactively train a high-quality workforce with FPT Education's activities.

### ***1.1.2. Telecommunications***

#### **1.1.2.1. Telecommunications services**

- Enhancing customer experiences by utilizing big data and other technologies to analyze customer behaviors and reduce the churn rate. Deeply managing and innovating the customer care process from sales to after-sales, maintenance, and value-added services.
- Investing in technological infrastructure, main cables, and undersea cables to improve the quality of international Internet transmission and meet the increasing data demand of consumers.
- Promoting the development of domestic telecommunications infrastructure, reaching customers in suburban and rural areas.
- Expanding modern data center systems to increase capacity serves the increasing global demand for digital transformation.

#### **1.1.2.2. TV streaming services**

- Enhancing customer satisfaction by developing new service packages which are tailored to the diverse needs of each member in any household. Deeply managing and innovating the customer care process from sales to after-sales, maintenance, and value-added services.
- Expanding Pay TV service with new and localized content to attract new users, especially those using full FPT Internet and Pay TV packages.

#### **1.1.2.3. Digital content services**

- Expanding event activities, primarily focusing on hybrid events.
- Creating content centers and enhancing digital content ecosystems with a high pace of development, focusing on potential fields such as technology, health, cars, etc.

### ***1.1.3. Education***

Recognizing the shift to high-quality private education and the significant needs for the IT industry, FPT continues to expand its wide-ranging educational ecosystem covering all levels with diverse majors and strengthen its presence throughout the provinces and cities nationwide.

To achieve this, digital technology will be utilized to ensure the quality of training. In addition, the Corporation will spend on improving the student experience, promoting FPT Education's





brand, and launching new schools in provinces and cities. Its aim is to be a giga-scale education institution by 2025.

## **2. Business Development Strategy for 2023-2025**

Over the past 34 years, our services, products, and solutions have established themselves in every facet of life, business, and operating activities of enterprises and organizations in Vietnam and globally, improving work performance and quality of life.

In the two years of the complicated and unpredictable situation of Covid-19, the Made-by-FPT ecosystem has strived to complete its mission of "Technology for the sake of humanity" by harnessing the potential of digital technology to help individuals and businesses survive the pandemic and even, to grow within its restraints. When facing drastic changes in the way people live, work, and communicate, as well as the business and social transformation due to Covid-19, FPT is more and more aware of the fundamental role that technology plays in a brighter future.

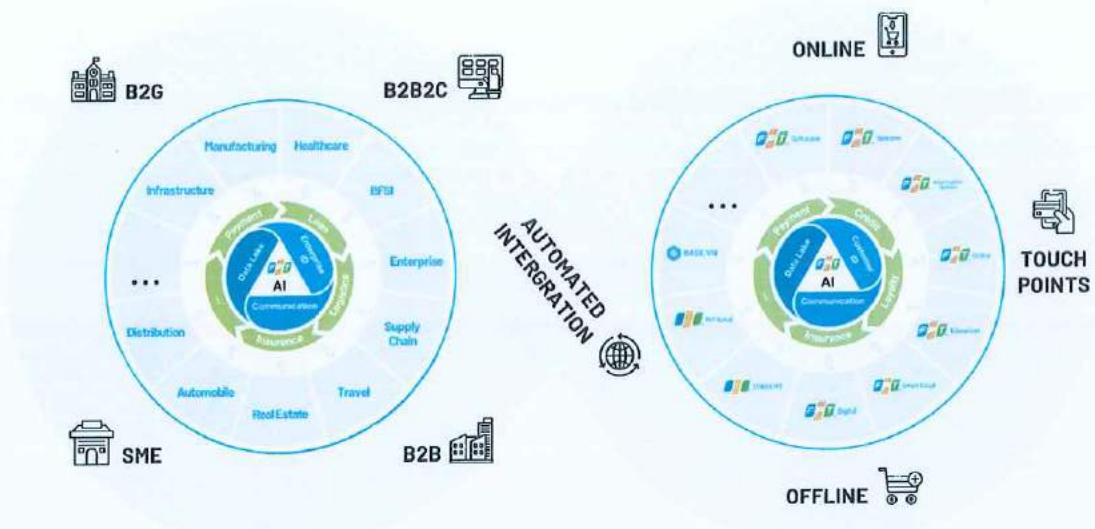
In 2023 - the 35<sup>th</sup> year of development, FPT Corporation has set a higher goal: Creating Happiness with the DC5-135 Strategy for the period of 2023 - 2025.

### **DC5-135 Strategy**

DC5 stands for Digital Conglomerate 5.0, a digital union with the ultimate goal of creating satisfaction for individuals, success for organizations, and moreover, prosperity for the nation. This strategy aims at the following key objectives:

- FPT continues to promote the development of digital transformation solutions that combine self-built products (the Made-by-FPT) with those offered by its partners to improve the work performance of organizations and individuals.
- The Digital Union will be established to bring the best and most true-to-life experiences, products, and services to individuals, organizations, and companies, based on five core components:
  - AI – intelligent services that seek to mimic the human brain to help the functional systems understand and support making actions and recommendations for customers and end-users.
  - Data – with diverse data lakes and integrated, interconnected services of FPT and its partners.
  - Identification – each end-user is an individual who is fully identified and served at any customer touchpoint.
  - Communication – communication channels of customers – DC5 – end-users, bringing the highest-quality services to DC5 members.
  - Touchpoints – Smart and convenient gateways to interacting between suppliers and users.





- DC5 will bring together the best technologies and solutions, along with the knowledge and insights FPT accumulates through large-scale projects in various domains that it has deployed in Vietnam and internationally.
- By 2035, FPT expects to reach one million digital transformation workers participating in the Digital Union, strongly accelerating domestic and global digital transformation.

### 2.1. Key programs and projects for 2023-2025

Major programs and projects throughout the Corporation in the next three years will be deployed evenly in all three aspects: Business - Management - Technology.

#### 2.1.1. Business

In parallel with the implementation of DC5, FPT fosters continuous innovation and business expansion in all domains, promoting sustainable growth.

#### In overseas markets:

More offices will be opened in Latin America, North America, the Middle East, and Eastern Europe with the goal of increasing service capacity and availability to serve global customers and unlocking the potential of new customer markets.

Following the success in offering digital transformation services, FPT will heavily invest in digital transformation solutions for Healthcare, Finance – Insurance, and Automobile manufacturing. Besides this, Cloud and intelligent manufacturing solutions will be enhanced to serve our global customers.





### **In the domestic market:**

For corporate and institutional customers, FPT enhances digital and data solution products to support sales management and customer care, such as eKYC, Chatbot/VoiceBot, CDP, and Loyalty. In addition, management excellence solutions for internal operations (iHRP, eSign/eContract, and akaBot) that combine core systems (ERP, Manufacturing...), Digital Transformation solutions, FPT Cloud infrastructure, other packages of data processing solutions, and intelligent AI are also in focus.

FPT provides end-to-end, highly effective, and reasonable integrated solution packages to fit business budgets during the global economic downturn.

In addition, the Corporation seeks to continuously innovate and create new services to provide unique experiences for each customer at every point of contact. During this period of 2023-2025, FPT is committed to providing meaningful innovations in services for the masses. The customers will benefit from the loyalty points, AI Recommendation systems, and third-party integrations throughout the product ecosystem of FPT.

In addition, with its competitive advantages in technology, procedure, and labor, FPT is committed to accompanying the government and state agencies in implementing digital transformation projects, gradually forming new key frameworks and technologies for its digital government model. Based on practical needs, the digital solutions and services built by FPT are guaranteed to solve many problems experienced by the government and ministries and promote the goal of national digital transformation, with the highest goal of saving time and costs, benefiting the state, individual people, and businesses.

#### ***2.1.2. Management***

To enhance management capacity, FPT focuses on implementing key programs in three thematic groups: **In-house Training, Management, and Internal Digital Transformation**, following the 2021-2023 strategies.

**In terms of in-house training**, the Corporation continues to promote training activities that enhance workers knowledge and experience and help them to adapt to a fast-changing environment. Regarding the form of training, FPT combines in-person, online, and hybrid training with "social constructivism" learning methods to provide flexibility and encourage high efficiency to our learners.

In 2022, 53,000 employees of the Corporation completed over 5.2 million hours of training (accounting for over 90% of the total workforce of 08 subsidiaries and 02 affiliates), an average of 94 hours per capita.

In 2023, in addition to maintaining a high training completion rate and the average number of hours, FPT plans to organize monthly technology-intensive training sessions, especially seminar series' such as TechTalk and AI. Furthermore, as a leading corporation in technology, FPT always encourages and invests heavily in studying and taking appropriate examinations





to improve the technical capacity of employees by increasing the total number of awarded technology certificates to 35,970.

In addition, to meet the increasing needs of human resource development, FPT upgrades training programs designed for middle managers, such as the Mini MBA courses, the Master-Disciple Program, etc., to equip them with the most up-to-date and essential management know-how. Many competitions and awards like FPT Under 35; Top 100, etc. are promoted to nurture talent and foster future senior leadership positions.

**The programs under the "Management"** theme include: Improving the capacity and efficiency of functional departments throughout the Corporation; Pay-for-performance compensation; Rotational Program; OKRs and Performance Management, Talent Management; and Total Employee Well-being.

- **Improving the capacity and efficiency of functional departments:** The Corporation continues to improve communication channels, operational connection, and synchronous coordination. As a result, the quality and performance of departments in 11 business functions, such as Finance, Human Resources, and Quality Control..., will be enhanced to support business lines, creating a solid foundation to maintain fast and sustainable growth.
- **OKRs and Performance Management:** The Corporation maintains challenging objectives with specific actions from the corporate to the individual level. The results must be evaluated on a monthly and quarterly basis to monitor and accelerate the realization of the set goals.
- **Pay-for-performance compensation:** FPT creates transparency and equity while implementing a pay-for-performance compensation model. This program pays employees based on how they perform their job, thereby increasing motivation and productivity.
- **Rotational Program:** Leaders and managers at all levels across the Corporation will be rotated with new challenges and experiences to nurture their creativity and motivation to dedicate themselves to a common goal. The 2023 rotational program combines the **Talent Management** program to build a strong succession of leaders yearning for new opportunities.
- From 2023, FPT will implement the **Total Employee Well-being** program - the overall redesign of welfare policies aligned with Employee Experience, to create a competitive work environment while inheriting and maintaining corporate values.

**As a pioneer in digital transformation in Vietnam, FPT constantly invests in internal digital transformation programs.** We facilitate, promote and implement digital initiatives to accelerate digital transformation internally under the FPT Digital Kaizen methodology. The technology integration in management activities helps the leadership team to quickly and accurately capture information and support timely decision-making, thereby promoting management and operational excellence.





42 major digital transformation initiatives were implemented in 2022 in 08 subsidiaries and 02 affiliates, saving costs by 158 billion VND in expenses and increasing revenue by 83 billion VND.

Data Mining, Automation, and Cloud Transformation continue to be the focus of internal digital transformation programs in 2023.

### ***2.1.3. Technology***

As the leading technology company in Vietnam, FPT is ahead of new global technology trends, leading the development of the domestic technology market and meeting the urgent needs of businesses, organizations, and individuals globally while creating a growth momentum for the Corporation in the long term.

Pursuing the new mission of Creating Happiness, the Corporation will develop technology by following these pledges:

- **Forming the Made by FPT technology ecosystem with users' satisfaction as a guideline**

Made by FPT's products, services, and solutions explore the latest technologies, including AI, Blockchain, Cloud, Big Data, Hyper Automation, and IoT, working towards gaining deeper insights and more intelligent service delivery, bringing the maximum value we can to citizens every day and covering all-life stages in this digital era.

Following this direction, the Corporation will focus more on core technology development, spending at least 5% of the previous year's pre-tax profit on research and development activities. In 2022, FPT issued additional policies to encourage investments in new products and approved investment policies for the period of 2023 - 2025. As a result, the annual target is to maintain the contribution of new products and services, accounting for 20% of the total revenue.

- **Promoting Hyper Automation** to create exceptional solutions for customers, especially in the fields associated with operation and production. In the future, the Corporation aims to develop smart factories and offices where all problems arising in procedure and production are forecasted and prevented in a timely and accurate manner, as well as serving as a risk prevention mechanism. FPT entirely created the ecosystem of Intelligent Automation, Intelligent Document Processing (IDP), and Conversational AI, which helps handle repetitive menial tasks.

- **Changing the way people shop.**

Technology helps bring stores to everyone by making the most of e-commerce platforms in food production and consumption. Sendo Farm, the new shopping model, provides a seamless, self-contained process with a wide range of products to meet all





needs. In the past year, Sendo Farm served 500,000 meals to hundreds of thousands of customers in Hanoi and HCMC.

- **Increasing Cloudization and AI integration into the Made-by-FPT ecosystem**

Cloudization and AI integration will be attached to Made-by-FPT products, services, and solutions in order to improve work performance and help corporate customers operate more efficiently, helping businesses break through old plateaus.

- **Accelerating the "Technology" DNA**

Promoting innovation and in-house startups. In the past five years, with the iKhien - FPT Innovation Award, which aimed to encourage employee creativity, 2,000-3,000 initiatives were implemented yearly, helping to increase labor productivity by 30%.

### 3. The investment plan

In order to ensure long-term growth momentum, FPT will enhance its investment activities. Detail as follows:

- Technology: Expanding office facilities in Hanoi, Da Nang, and HCMC... as well as building technology infrastructure for business.
- Telecommunications: Investing in main and undersea cables, enhancing the quality of domestic network infrastructure and data centers.
- Education: Expanding campuses in Hanoi, HCMC, and Da Nang, launching seven new high schools nationwide.

#### Estimated investment spending for 2023

Unit: VND in billion

| Sector             | 2023         |
|--------------------|--------------|
| Technology         | 1,800        |
| Telecommunications | 2,300        |
| Education          | 1,700        |
| <b>Total</b>       | <b>5,800</b> |


  
**ON BEHALF OF THE BOD**  
**CHAIRMAN**  
  
**Trương Gia Bình**



**PROPOSAL**  
**Ref. approval of Y2022 audited financial statements**

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To: The 2023 Annual General Meeting of Shareholders of FPT Corporation

The BOD kindly submits to the General Meeting of Shareholders to approve the audited financial statements for the year 2022. Key indicators were summarized as follows. For more details, please visit: <https://fpt.com.vn/vi/nhadautu/cong-bo-thong-tin>.

| No. | Indicators   | Y2022<br>(VND in billions) |
|-----|--|----------------------------|
| 1   | Revenue  | 44,009.53                  |
| 2   | Profit before tax  | 7,662.28                   |
| 3   | Profit after tax   | 6,491.34                   |
| 4   | Profit after tax attributable to parent company's shareholders | 5,310.11                   |
| 5   | Bonus and welfare fund   | 461.50                     |
|     | <i>5.1 Bonus and welfare fund of parent company</i>            | 0.00                       |
|     | <i>5.2 Bonus and welfare fund at subsidiaries (up to 10%)</i>  | 461.50                     |
| 6   | Profit after tax attributed to parent company's shareholders   | 4,848.60                   |
| 7   | EPS (VND)  | 4,429                      |

Respectfully submitted to the General Meeting of Shareholders for review and approval./.

**ON BEHALF OF THE BOD**  
**CHAIRMAN**



**Truong Gia Binh**



**PROPOSAL**  
**Ref. approval of the Supervisory Board's 2022 Report, budget for**  
**Supervisory Board's activities in 2023**

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*Pursuant to the 2020 Law on Enterprises;*  
*Pursuant to the Charter of FPT Corporation.*

The Supervisory Board respectfully submits to the General Meeting of Shareholders to approve the Supervisory Board's Report in 2022 and Budget for Supervisory Board's activities in 2023 as follows:

- 1. The Supervisory Board's 2022 report** (as attached);
- 2. Budget for the Supervisory Board's activities in 2023:**

| No.           | Expense item   | Unit | Quantity | Price (VND) | Total (VND)          |
|---------------|--|------|----------|-------------|----------------------|
| 1             | Outside consultant   | H    | 50       | 2,000,000   | 100,000,000          |
| 2             | Remuneration for activities of the Supervisory Board members | H    | 1,040    | 1,400,000   | 1,456,000,000        |
| 3             | Travel, business expenses                                    | Time | 5        | 15,000,000  | 75,000,000           |
| <b>Total:</b> |  |      |          |             | <b>1,631,000,000</b> |

Respectfully submitted to the General Meeting of Shareholders for review & approval./.

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


  
**Nguyen Viet Thang**





**REPORT ON ACTIVITIES IN 2022 AND PLAN IN 2023**  
**THE SUPERVISORY – FPT CORPORATION**

**I. ACTIVITY HIGHLIGHTS OF THE SUPERVISORY BOARD IN 2022**

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

- The implementation of the Corporate Charter;
- The performance of the approved resolutions of the 2022 AGM to protect shareholders' benefits;
- The transparency of the Corporation's financial activities with the support of independent auditors;
- The implementation of functions, duties, and transparency of members of the BOD and the BOM regarding relevant legislation.

**1. The Supervisory Board members**

| No. | Member                | Position                        | The Commencement/End date of being a member of the Supervisory Board   | Number of meetings attended | Meeting attendance rate | Reasons for absence |
|-----|-----------------------|---------------------------------|--|-----------------------------|-------------------------|---------------------|
| 1   | Mr. Nguyen Viet Thang | Head of the Supervisory Board   | Commencement date: April 12, 2012;<br>Being re-elected as a member of the Supervisory Board (for the term of 2022-2027) by the 2022 AGM on April 7, 2022;<br>Being re-elected as the Head of the Supervisory Board on April 8, 2022. | 04 out of 04                | 100%                    |                     |
| 2   | Mr. Nguyen Khai Hoan  | Member of the Supervisory Board | Commencement date: April 12, 2012;<br>Being re-elected as a member of the Supervisory Board (for the term of 2022-2027) by the 2022 AGM on April 7, 2022.  | 04 out of 04                | 100%                    |                     |
| 3   | Ms.                   | Member of                       | Being elected as a   | 02 out of                   | 50%                     |                     |



| No. | Member                 | Position                        | The Commencement/End date of being a member of the Supervisory Board  | Number of meetings attended | Meeting attendance rate | Reasons for absence |
|-----|------------------------|---------------------------------|---|-----------------------------|-------------------------|---------------------|
|     | Duong Thuy Duong       | the Supervisory Board           | member of the Supervisory Board (for the term of 2022-2027) by the 2022 AGM on April 7, 2022.   | 04                          |                         |                     |
| 4   | Ms. Nguyen Thi Kim Anh | Member of the Supervisory Board | Being elected as a member of the Supervisory Board by the 2017 AGM on March 31, 2017;<br><br>No longer a Supervisory Board member as of April 07, 2022. | 02 out of 04                | 50%                     |                     |

Notice:

- The 2022 AGM elected the new Supervisory Board for the 2022-2027 tenure. There were several changes in the Supervisory Board personnel.
- Changes in members of the Supervisory Board since the AGM on April 7, 2022:
  - Ms. Nguyen Thi Kim Anh resigned from the Supervisory Board;
  - Ms. Duong Thuy Duong was elected to join the Supervisory Board.
- Mr. Nguyen Viet Thang maintained his position as the Head of the Supervisory Board for the 2022-2027 tenure

The Supervisory Board held 04 meetings in 2022 with the following details:

| Meeting session                                  | Attendance   | Content   |
|--|--------------|---|
| <b>Session 01</b><br>Date<br>January 19,<br>2022 | 03 out of 03 | - Discussing the financial results of the fourth quarter of 2021 and the 2021 consolidated financial statements prepared by the BOM for the BOD meeting on January 25, 2022;<br><br>- Reviewing the BOM's proposal to increase chartered capital for 03 subsidiaries, including FPT Software, FPT Education, and FPT Information System, which was submitted in the Report prepared for the BOD meeting |



| Meeting session                                      | Attendance  | Content  |
|--|---|--|
|  |   | <p>on January 25, 2022;</p> <ul style="list-style-type: none"> <li>- Reviewing the 2022 plan submitted by the BOM to the BOD;</li> <li>- Discussing and developing the operation plan of the Supervisory Board in 2022 (which has been the first year of the new term of 2022-2027).</li> </ul>  |
| <p><b>Session 02</b><br/>Date<br/>March 10, 2022</p> | <p>03 out of 03</p>   | <ul style="list-style-type: none"> <li>- Evaluating the preliminary financial statements of the first quarter of 2022;</li> <li>- Supervising the documentary preparation for the 2022 AGM prepared by the BOM;</li> <li>- Supervising personnel duties in preparation for AGM (electing the BOD and Supervisory Board for the new term of 2022-2027);</li> <li>- Discussing and evaluating the supervision of the compliance with regulations of the board members, the BOM members, and other management positions in 2021 to prepare for the Report to be submitted to the AGM;</li> <li>- Discussing contents of the Supervisory Board report to be submitted to the 2022 AGM;</li> <li>- Discussing the content of the 2021's summary report and the proposed action plan for 2022 of the Supervisory Board.</li> </ul> |
| <p><b>Session 03</b><br/>Date<br/>April 08, 2022</p> | <p>03 out of 03<br/><i>(The newly inaugurated Supervisory Board for the 2022-2027 tenure)</i></p> | <ul style="list-style-type: none"> <li>- Electing the Head of the Supervisory Board for the term of 2022-2027: Mr. Nguyen Viet Thang was elected with 100% of the votes;</li> <li>- Reviewing the 2022 action plan of the Supervisory Board submitted to the AGM;</li> <li>- Assigning tasks among members of the Supervisory Board.</li> </ul>  |
| <p><b>Session 04</b><br/>November 18, 2022</p>       | <p>03 out of 03</p>   | <ul style="list-style-type: none"> <li>- Reviewing and discussing financial data for the third quarter of 2022 sent by the BOM for the BOD meeting scheduled on November 23, 2022;</li> <li>- Reviewing the expected completion of business targets for the fourth quarter as well as for the whole year of 2022 of the Corporation;</li> <li>- Planning to control overdue debts and inventories and</li> </ul>   |



| Meeting session | Attendance | Content   |
|-----------------|------------|---|
|                 |            | limit financial risks in 2022;<br>- Assessing the impact of changes in exchange rates of Euro, Japanese Yen against USD related to the business activities and loans regarding exchange rates in 2022;<br>- Evaluating the validity of the issuance of preference shares to employees approved by the 2022 AGM. |

## ***2. Monitoring the implementation of the resolutions of the AGM***

The 2022 results witnessed good growth. Total revenue was VND 44,017 billion, up 23.4% over 2021. Profit before tax was VND 7,654 billion, an increase of 20.8% compared to 2021. These positive happenings offered cause for optimism amidst the crisis currently threatening the global and domestic economies. Leading technology corporations worldwide tended to slow down and accelerate product portfolio restructuring.

Early 2022 saw the rise of many new challenges, with many global uncertainties including post-Covid developments, and the Russia-Ukraine conflict severely affected all countries' trading abilities. The achievement of the above business objectives was a great effort of the BOM and the BOD to closely and sensitively adapt in turbulent circumstances.

The BOM aggressively managed business activities to exceed set revenue, profit, and EPS targets. Those are remarkable points in the BOD's and the BOM's actions in 2022.

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

The Supervisory Board attended all in-person meetings of the BOD during the year (04 sessions), carefully reviewing proposals and resolutions approved by the BOD in the discussions.

The Supervisory Board exercised its rights in the following activities:

- The ESOP for employees with remarkable contributions in 2021: Supervising the program to be in accordance with the resolution approved by the 2022 AGM as well as ensuring transparency and equality.
- Advance payment of remuneration of the BOD and the Supervisory Board in 2022: The Corporation has made the advance payment of remuneration for members of the BOD and Supervisory Board in accordance with regulations and budgets approved by the 2022 AGM.

Regarding issues of conflict of interest and complaints against members of the BOD and the BOM: In 2022, the Supervisory Board did not receive any complaints about violations of the BOD, the BOM, and the Supervisory Board members.

## ***4. The cooperation between the Supervisory Board, the BOD, the BOM, and the management team***

The Supervisory Board always received information in full about the business planning and implementation, which was updated regularly before the BOD meetings throughout the year.





In addition, the Supervisory Board cooperated closely and regularly with the BOM and the BOD to implement its functional activities as well as when problems arose, especially when the Report on financial activities was disclosed by independent auditors.

#### 5. *Compliance monitoring*

In 2022, the Supervisory Board did not record any abnormal signs in the management of the BOD, the BOM, and senior executive managers that affected or violated the legal regulations, the regulations of the Corporation, and the interests of shareholders.

However, the coordination between the Supervisory Board and the Compliance Monitoring Board needed to be better promoted. It is acknowledged and will be adjusted to develop a more specific and detailed coordinated action plan in 2023, resulting in a higher efficiency of financial safety control.

#### 6. *Remuneration and operating expenses of the Supervisory Board*

Advance payment of remuneration and operating expenses of the Supervisory Board in 2022:

- The advance payment of **VND 1,248,000,000** was made, which was included in the total operating expenses of the Supervisory Board members approved by the 2022 AGM.
- Details as follows:

| Type of operating expenses        | Approved budget (VND) | Advance payment (VND) |
|-----------------------------------|-----------------------|-----------------------|
| 1 Outsourcing consultant services | 100,000,000           |                       |
| 2 Remuneration                    | 1,248,000,000         | 1,248,000,000         |
| 3 Travel expenses and per diem    | 75,000,000            |                       |
| <b>Total</b>                      | <b>1,423,000,000</b>  | <b>1,248,000,000</b>  |

#### 7. *Report on supervising transactions between the Corporation and related parties*

Pursuant to Article 290, Clause 04 of Decree 155/2020/ND-CP stipulating the supervision of transaction reports between the company and related parties, in 2022, no transactions violated relevant legislation have been detected between the Corporation and other entities that were operated by any individual related to any member of the BOD, the Supervisory Board, or the CEO in the roles of a board member/director/general director.

The Supervisory Board also did not record any other transactions that might bring material or immaterial benefits to members of the BOD, BOM, or the CEO in 2022.

## II. **THE 2023 ACTION PLAN OF THE SUPERVISORY BOARD**

### 1. *Performing critical tasks prescribed by laws:*

- Monitoring compliance with the approved Resolutions of the 2023 AGM. The Supervisory Board considers it one of its essential duties to ensure the best interests of shareholders;





- Following up with the independent auditing firm to review the reports and oversee the implementation of matters mentioned in their notes and the audit opinion letter (if any);
- Strengthening supervision over issuing BOD's and BOM's financial regulations, operational rules, and policy regulations. Ensuring compliance with related legislations; evaluating the impact of the implementation of legal rules on the interests of shareholders;
- Promoting coordination with the Internal Audit Department (under the BOD) to promptly evaluate and handle arising incidents as well as supervise the handling during and after inspection.

## 2. Budget plan for operating expenses of the Supervisory Board in 2023

The Supervisory Board submits to the 2023 Annual General Meeting of Shareholders for approval the operating budget in 2023 as follows:

| No.           | Expense item   | Unit | Quantity | Price (VND) | Total (VND)          |
|---------------|--|------|----------|-------------|----------------------|
| 1             | Outside consultant   | H    | 50       | 2,000,000   | 100,000,000          |
| 2             | Remuneration for activities of the Supervisory Board members | H    | 1,040    | 1,400,000   | 1,456,000,000        |
| 3             | Travel, business expenses                                    | Time | 5        | 15,000,000  | 75,000,000           |
| <b>Total:</b> |  |      |          |             | <b>1,631,000,000</b> |

*(One billion six hundred and thirty-one million dong./.)*

**HEAD OF SUPERVISORY BOARD**

**Nguyen Viet Thang**



**PROPOSAL****Ref. FY2022 profit distribution and 2023 dividend payment plan**  
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*Pursuant to the 2020 Law on Enterprises;  
Pursuant to the Charter of FPT Corporation.*

The BOD kindly submits to the General Meeting of Shareholders to 2022 profit distribution and 2023 dividend payment plan as follows:

**1. FY2022 profit distribution**

- With regards to:
  - o FY2022 cash dividend plan of 20% as approved by the Annual General Meeting (AGM).
  - o Actual result of FY2022 and the company's current financial position.
- The Board of Management (BOM) kindly requests to the Board of Directors (BOD) to approve and propose to the AGM the total cash dividend of 20% for FY2022 (VND 2,000 per share). Of which:
  - Already paid in 2022: 10%
  - The rest (10%) will be paid following the AGM's approval.
  - Schedule: Quarter 2/2023.

**2. Stock dividend proposal**

- With regards to:
  - o The purpose of improving the company stock's liquidity, enhancing shareholders' value.
- The Board of Management kindly requests to the Board of Directors to approve and propose to the AGM the total stock dividend of 15% for FY2021 (20:3)
  - Source: Undistributed after-tax earnings of the holding 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 FY2022 cash dividend payment)

**3. FY2023 cash dividend plan**

- With regards to:
  - FY2023 Business plan and Capex plan as approved by the Board of Directors.
- The BOM kindly requests the BOD to approve and propose to the AGM the cash dividend plan for FY2023 as follows:





- 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 FY2023 cash dividend will be approved by the 2024 AGM.

Respectfully submitted to the General Meeting of Shareholders for review and approval./.

**ON BEHALF OF THE BOD**

**CHAIRMAN**



**Trương Gia Bình**





No. 05

Hanoi, March 15<sup>th</sup>, 2023

**PROPOSAL**

**Ref. proposal of selecting the audit companies to audit 2023 financial statements**

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To: The 2023 Annual General Shareholders Meeting of FPT Corporation

*Pursuant to the Charter of FPT Corporation;*

*Pursuant to 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 2023 Financial Statements as follows:

- Select one (1) from four (4) following audit firms (Big 4) to audit the 2023 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.

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



*Nguyễn Việt Thang*  
**Nguyễn Việt Thang**





No. 06

Hanoi, March 15<sup>th</sup>, 2023

**PROPOSAL**

**Ref. ESOP plan for employees in the 2023 – 2025 period**

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Cordially submits to the Annual General Meeting of shareholders to approve the plan to issue shares to employees for the 2023 – 2025 period as follow:

- Making stock ownership option a part of outstanding employees' total income;
- Number of shares to be issued: Total share to be issued under this plan do not exceed 0.5% of the total outstanding share as at the date of issuance;
- Timing: the share issuance will be done in three times in 2024, 2025, and 2026, respectively. Share issuance will be implemented after the issuance of audited financial statements of the preceding year.
- Beneficiaries include key senior managers from Level 4 upwards and contributing employees approved by the Board of Directors.
- Type of share to be issued: common share with lock-up period;
- Lock-up period: 3 years;
- Selling price: par value.

**ON BEHALF OF THE BOD  
CHAIRMAN**



**Truong Gia Binh**



**PROPOSAL**  
**Ref. amending the Company's Charter and the Corporate Governance Regulations**

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*Pursuant to the Charter of FPT Corporation;*

*Pursuant to the Enterprise Law 2020;*

*Pursuant to the Securities Law 2019 and the related documents*

The Board of Directors (BOD) respectfully submits to the Annual General Meeting of shareholders the following contents related to the amendment of the Charter for your consideration and adoption:

**1. Grounds for proposal**

Based on the spirit of the Government's "National Digital Transformation Program" and the Company's actual requirements regarding corporate governance, certain provisions of the Charter and Corporate Management Regulation are in need of revision.

**2. Proposal**

The Board of Directors respectfully submits to the Annual General Meeting of shareholders for approval the amendments to the Company Charter and the Corporate Management Regulation in accordance with Appendix 01 attached to this Proposal.

Respectfully submitted to the Annual General Meeting of shareholders for approval./.

**ON BEHALF OF THE BOD  
CHAIRMAN**



**Truong Gia Binh**





## Appendix 01

### PROPOSALS FOR AMENDMENT OF THE CHARTER AND THE CORPORATE MANAGEMENT REGULATION

(Attached to the Proposal dated March 15<sup>th</sup>, 2023 on amendment of the Company Charter and the Corporate Management Regulation)

#### 1. General rules and terminology interpretation

- Anything not detailed in this Appendix remains unchanged;
- The proposed changes in the section "Current regulations" 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 ("");

#### 2. Amendments to the Company Charter

| No. | Current regulations  | Proposed amendment   | Reason  |
|-----|--|--|---|
| I.  | <b>The Company Charter</b>   |  |   |
| 1   | <p><b>Article 12. Obligations of shareholders</b></p> <p>...</p> <p><u>5. To provide the correct address when registering to subscribe for shares.</u></p> | <p><b>Article 12. Obligations of shareholders</b></p> <p>...</p> <p><i>"5. To provide, update and take responsibility for the accuracy of the address of shareholders as prescribed in Clause 4, Article 122 of the Law on Enterprises."</i></p> | <p>1. FPT has been listed on HOSE, so "when registering to buy shares" is no longer appropriate because it is not comprehensive;</p> <p>2. Clause 4, Article 122 of the Law on Enterprises stipulates that "The company is not responsible for not being able to contact shareholders because it is not notified of the change of address of shareholders" – Therefore, it is necessary to stipulate this responsibility of shareholders corresponds to the responsibility of</p> |



| No. | Current regulations   | Proposed amendment  | Reason  |
|-----|---|---|---|
| 2   | <p><b>Article 17: Convening of the General Meeting of Shareholders, agenda and notice of meeting</b></p> <p>...</p> <p>2. The convener of the General Meeting of Shareholders shall carry out the following duties:</p> <p>...</p> <p>g. <u>Send the meeting invitation to every shareholder qualified to attend according to laws.</u></p> | <p><b>Article 17: Convening of the General Meeting of Shareholders, agenda and notice of meeting</b></p> <p>...</p> <p>2. The convener of the General Meeting of Shareholders shall carry out the following duties:</p> <p>...</p> <p>g. <i>“Send the meeting invitation to every shareholder qualified to attend. The shareholder's address is one of the following types: registered address of the head office for the organization; permanent address; workplace address; phone number; electronic mail (email); or another address of an individual that he or she registers with the Company as an address. In case the Company sends the Invitation to the Meeting by sending an electronic email (email), the email address of the shareholder receiving the Invitation is the one stored and provided by</i></p> | <p>sending notices of the Company specified in Article 17.</p> <p>- Correct spelling errors, remove the paragraph "according to the provisions of this Law" because this is the Charter of the Company, not a legal document;</p> <p>- Clarification of regulation: electronic email (email) is one of the shareholders' addresses according to data provided by VSD (Vietnam Securities Depository Center) to the Company.</p> |





| No. | Current regulations  | Proposed amendment   | Reason   |
|-----|--|--|--|
|     |  | <i>the Vietnam Securities Depository Center.</i> "   |  |
| II. | <b>The Corporate Management Regulation</b>   |  |  |
| 1   | <p><b>6.1. Notice of the GMS: sending the meeting invitations to each shareholder to be entitled to attend the meeting and complying with the provisions of Article 17 of the Company Charter and Articles 142 and 143 of the Law on Enterprises 2020.</b></p> <p>a) <u>Forms of notice of the GMS:</u></p> <ul style="list-style-type: none"> <li>- <u>Publish on the Company's website: <a href="http://www.fpt.com.vn">www.fpt.com.vn</a>;</u></li> <li>- <u>Publish on the media of the Ho Chi Minh Stock Exchange;</u></li> <li>- <u>Send to shareholders by hand delivery or by post to the registered address or other addresses provided by the shareholders.</u></li> <li>- <u>In case if the shareholder has notified the Company in writing of the fax number or e-mail address, the</u></li> </ul> | <p><b>6.1. Notice of the GMS: sending the meeting invitations to each shareholder to be entitled to attend the meeting and complying with the provisions of Article 17 of the Company Charter and Articles 142 and 143 of the Law on Enterprises 2020.</b></p> <p><i>"a) The notice of the GMS is published on the Company's website at: <a href="http://www.fpt.com.vn">www.fpt.com.vn</a>; and published on the media of the Ho Chi Minh Stock Exchange; and sent to Shareholders by one of the following means:</i></p> <ul style="list-style-type: none"> <li>- <i>Hand delivery or sent by post with secure method to the shareholder's address;</i></li> <li>- <i>Electronic email (email) address, or text message, phone number, or fax number stored at the Vietnam Securities Depository Center."</i></li> </ul> <p>In case the shareholder is an employee of the Company, the notice may be placed in a sealed envelope sent to them personally in the workplace; or sent to the email address of such shareholder.</p> | <p>- Corporate Governance Regulations are adjusted/amended accordingly to be consistent with the proposed amendments in the Charter.</p> |



| No. | Current regulations  | Proposed amendment | Reason |
|-----|--|--------------------|--------|
|     | <p><u>notice of the GMS may be sent to the fax number or e-mail address accordingly.</u></p> <ul style="list-style-type: none"> <li>- In case if the shareholder is an employee of the Company, the notice may be placed in a sealed envelope sent to them personally in the workplace; or sent to the email address of such shareholder.</li> </ul> |                    |        |