



Hanoi, March 15th, 2023

REGULATION ON ORGANIZING 2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Pursuant to Law on Enterprises No. 59/2020/QH14 regulated by National Assembly of Vietnam on June 17th 2020;

Pursuant to Law on Securities No. 54/2020/QH14 regulated by National Assembly of Vietnam on November 26th 2019;

Pursuant to Decree 155/2020/ND-CP dated on December 31st 2020 of Government on Law on Securities;

Pursuant to Charter of FPT Corporation (The "Corporation");

Pursuant to Corporate governance regulations in accordance with Resolution of 2021 Annual General Meeting of Shareholders dated on April 8th 2021;

Pursuant to Relevant legal documents.

Article 1. Scope and Subject of application

1. This Regulation stipulates the organization and operation of the 2023 Annual General Meeting of Shareholders ("AGM") of FPT Corporation (here after referred to "Corporation").
2. This Regulation shall be applied to the Representatives participating in 2023 Annual General Meeting of Shareholders of FPT Corporation ("AGM").

Article 2. Definition of Terms

1. **"Representative"** is a shareholder or an authorized representative of a shareholder attending the 2023 Annual General Meeting of Shareholders of the Corporation.
2. **"Online General Meeting of Shareholders"** is a form of organizing the AGM using electronic means to transmit images and sound via the Internet, allowing Representatives in different locations to follow the progress of the meeting, discuss and exercise their voting rights.
3. **"E-voting"** is the use of computers or other devices connected to the Internet to vote through the Electronic Voting System regulated and announced by the Corporation.
4. **"E-voting system"** is a system used by the Company, which provides the Members with tools to exercise related rights, including but not limited to the right of E-voting, when attending the General Meeting of Shareholders.
5. **"Identification factor"** is the information needed to accurately identify a subject in a context.

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

- Disclosure of information on the closing of the list of shareholders entitled to attend the 2023 Annual General Meeting of Shareholders: January 18th, 2023.
- Final registration date to determine the eligible shareholders to participate and vote at the AGM: March 06th, 2023.
- Scheduled date: April 06th, 2023





- Venue:
 - o Offline venue: Conference room, 8th floor, FPT building, 10 Pham Van Bach street, Dich Vong ward, Cau Giay district, Hanoi
 - o Online venue: any location at the discretion of the Representatives to attend the online AGM at <https://agm.fpt.com.vn> and E-vote in accordance with this Regulation.
- The meeting invitation is sent to each shareholder who is eligible to attend the meeting in compliance with Article 17 of the Corporate Charter, Clause 6.1 Article 6 of the Corporate Governance Regulation and Article 142, 143 of the Enterprises Law 2020.
- 1. Forms of notice of the General Meeting of Shareholders:

Publish on the Corporation's website at: <http://fpt.com.vn/>; and publish on the media of the Ho Chi Minh Stock Exchange; and send to shareholders by:

 - Hand delivery or secured mail delivery to the registered address of the shareholders;
 - Send to shareholders' confirmed email address, or text messages via mobile number or fax number that are archived at Vietnam Securities Depository Center that the shareholder registered.
 - In case the shareholder is working in the Corporation, notice can be sent in a sealed envelope to their workplace; or send a notice to that shareholder's work email address.
- 2. Documents used in the meeting, the meeting agenda, draft resolutions for each agenda issue, and other related information on the issues to be discussed and voted at the meeting shall be posted on the Corporation's website <http://fpt.com.vn/>.
- 3. Notice of the AGM must be sent to all shareholders in the list of shareholders entitled to attend the meeting at least twenty-one (21) days before the opening date of the AGM (from the date on which the notice is duly sent or transmitted, paid for, or placed in the mailbox).
- 4. A shareholder or group of shareholders holding 5% of the total number of common shares has the right to propose issues to be included in the agenda of the AGM. Proposals must be made in writing and must be sent to the Corporation at least seven (07) working days before the opening of the AGM. The proposal must include the full name of the shareholder, the number and type of shares he/she holds, and the proposal content. The convener of the AGM has the right to reject these proposals in the following cases:
 - The proposal was not sent in time or with insufficient information or not the right content;
 - At the time of proposal, the shareholder or group of shareholders does not have at least 5% of the common shares specified in Clause 4 Article 11 of the Corporate Charter;
 - The proposed issue is not within the scope of competence of the AGM to discuss and approve.



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

1. The AGM shall be conducted when the number of attending shareholders represents at least 50% of the voting shares. A shareholder is considered to attend the meeting when he/she attends the meeting directly or confirms their attendance online through the E-Voting System.
2. In case the first meeting is not eligible to conduct, the General Meeting of Shareholders must be convened for a second time within thirty (30) days from the intended date of holding the first General Meeting of Shareholders. The reconvened AGM is only allowed when attended by the shareholders and authorized representatives who represent at least 33% of the shares with voting rights.
3. In case the second AGM is not eligible to conduct, AGM has the right to convene the third meeting within twenty (20) days from the intended date of organizing the second meeting. In this case the meeting shall be conducted regardless of the number of voting shares of attending shareholders.

Article 5. Rights and obligations of representatives when attending the General Meeting of Shareholders

- Representative attending the General Meeting of Shareholders are entitled to vote on all issues within their competence in accordance with the law and the Corporate Charter in the form of electronic voting.

- Representative attending the online General Meeting of Shareholders must be responsible for keeping the access information confidential to ensure that only representative has the right to vote on the Electronic Voting System. The result of a representative's vote on the Electronic Voting System is considered as the final decision of representative. Representative is responsible for the law and the Corporation for the results of the E-Voting that was conducted on the Electronic Voting System.

- When detecting that the username, password and/or other identification factor is lost, stolen, revealed, or suspected, representative must immediately notify the Corporation to promptly lock the username, security devices. Representative shall be responsible for any damages, losses and risks caused by representative's fault.

- Representative arriving after opening of the meeting are still registered and have the right to vote after registration; in this case, the effectiveness of the contents voted previously will remain no change. This regulation also applies to representatives who log in to the system to attend the online General Meeting of Shareholders.

Article 6. Procedures for conducting and voting at the General Meeting of Shareholders

In compliance with the provisions of Clause 3, Article 6 of the Corporate Governance Regulations, Article 19 of the Corporate Charter, and Article 146 of the Enterprise Law 2020.

1. Registration to attend the AGM

- On the day of the AGM, the Corporation conducts shareholder registration procedure and must do this procedure so until all shareholders who are entitled to attend the meeting have registered.



- Representative who attends the AGM late has the right to register immediately, participate and vote at the Meeting. The Chairperson is not responsible for stopping the meeting so that the late representative can register and the effectiveness of the voting conducted before the attendance of late representative will not be affected.

- For delegates to attend the General Meeting of Shareholders online, delegates will access the link sent in the Meeting Invitation, choose to log in as a Shareholder with the username as "ownership registration number, ID card". Shareholders will be confirmed to have attended after authentication and log in e-vote platform in one of the following ways:

+ Authenticate via eKYC information of ID card/passport used to register the securities account holding FPT shares;

+ Authenticate via OTP sent via SMS/Email registered in the list of shareholders or internal email in case shareholders are employees of the Company.

2. The form of meeting and the procedure to conduct the AGM: complied with the provisions of Article 19 of the Corporate Charter and Article 146 of the Enterprise Law 2020.

3. Form of participation and voting at the AMG

a. Forms of participation and voting

Representatives can attend the AGM offline or online, and perform E-voting as specified in Clause 4 of this Article. Detailed instructions for attending the AGM will be issued and available on the Corporation's website <https://fpt.com.vn/>.

b. The Vote Counting Committee

The meeting elects the people responsible for counting votes or supervising the counting of votes at the request of the Chairman. Members of the Vote Counting Committee do not exceed three people.

c. Method of voting and announcement of results

- Voting publicly by electronic voting;
- Voting via electronic voting shall comply with the provisions of Clause 4 of this Article;

- The vote counting results are announced right before the closing of the meeting;
- Minutes of vote counting will be posted on the Corporation's website within fifteen (15) days from the date of completion of vote counting.

4. Electronic voting

a. Principles and methods of conducting E-voting:

- The electronic voting could be executed after the shareholder have registered to attend the AGM virtually and successfully logged in or vote on matters under the competence of the AGM. At the end of the voting time specified on the notice of the E-voting System, the system will not record additional E-voting results of the Representative.

- The Representative votes on each content in the agenda. In the form of E-voting, for each content, the Representative chooses one of the three options "Agree", "Disagree", "No opinion" on the voting form in the E-Voting System. After completing voting on all contents that need to be voted at each voting round, the Representative presses "vote" to save and send the voting results to the system.

- In case the agenda of the meeting is added with the content proposed by a shareholder/group of shareholders and approved by the AGM, the Representative may conduct additional voting. If the Representative does not conduct additional voting, it is



considered not to vote on these contents.

- A Representative can change the voting result many times but cannot cancel the voting result. The E-voting system only records the final voting results at the end of each voting round as specified.

b. Method of counting votes:

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

1. Discussion at the AGM:

- The discussion at the AGM is coordinated by the Chairman or the representative of the Organizing Committee of the AGM, ensured compliance with the provisions of the Corporate Charter.

- For Representatives attending the online AGM, shareholders or authorized representatives can ask questions directly or send questions to the Corporation through the online system of the AGM or otherwise instructed by the Corporation in the meeting invitation. The Secretary Committee of the Meeting is responsible for recording the name of the Representative, the code of the Representative (if any) and the content of the question.

- Depending on the time of the AGM, the AGM organizing committee can select a suitable online channel for participants to speak, comment and receive answers from the Corporation.

2. Authorization procedure

a. Shareholders can authorize all or a portion of owning shares to other individuals or organizations to attend and vote on their behalf at the meeting.

b. Shareholders who are organizations owning at least 10% of the total number of common shares can authorize all or a portion of their owning shares to up to 03 representatives to attend and vote on their behalf at the meeting.

c. An authorization takes effect when it satisfies the following conditions:

- Shareholders complete the information in the Power of Attorney of the Corporation, and have not logged in and authenticated to attend the General Meeting of Shareholders at <http://agm.fpt.com>.

- Power of Attorney is printed under the power of attorney sample of the Company with full signature, full name, stamp (if an organization) of the authorizing party and the authorized party; and

- In case that Shareholders authorized another to attend the General Meeting of Shareholder virtually, the hard copy of the power of attorney should have been sent to the address: FPT Tower, No.10 Pham Van Bach street, Dich Vong ward, Cau Giay district, Hanoi before 23h00, April 05th, 2023 to ensure the shareholders’s access.

If a shareholder conducts authorization to an individual or an organization to attend the AGM on his/her behalf without using the authorization form of the Corporation, the authorization document must be made in accordance with the civil law and must clearly specify the name of individuals, organizations to be authorized and the number of shares to be authorized. Besides, the power of attorney should have information of email address, mobile number, or ID card/Passport of the assignee to ensure to log in e-vote platform of the Company.

d. Cancellation of authorization for authorized shareholders: the shareholder sends the official written request to cancel the authorization prior to the official opening of the



meeting. The period of recognizing the cancellation takes effect from the time the Corporation receives the official written request to cancel the authorization of the shareholder. The notification of cancellation of authorization should be sent to the Assignee and FPT in writing, including:

- Information of Assignor: Full-name, ID card/Passport/Business Registration, number of owned shares.
- Information of Assignee: Full-name, ID card/Passport/ Business Registration, number of representative shares.
- Content to cancel authorization.

e. Cancellation of authorization has no effect if the authorized representative has voted on any issue of the content in the agenda of the General Meeting of Shareholders.

Article 7. Approval of decisions of the General Meeting of Shareholders

In compliance with Clause 6.4 Article 6 of the Corporate Governance Regulations, Article 20 of the Corporate Charter and Article 148 of the Law on Enterprises 2020.

Article 8. Minutes of the General Meeting of Shareholders

In compliance with Clause 6.5 Article 6 of the Corporate Governance Regulations, Article 22 of the Corporate Charter, and Article 150 of the Law on Enterprises 2020.

Article 9. Request to revoke decisions of the General Meeting of Shareholders

In compliance with Article 23 of the Corporate Charter.

Article 10. Disclosure of Meeting Minutes and Resolutions of the General Meeting of Shareholders

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

Article 11. Implementation term

This Regulation takes effect from the date of being signed by the Chairman of the Board of Directors and shall be applied at the 2023 Annual General Meeting of Shareholders scheduled to be held on April 6^h, 2023.

**ON BEHALF OF THE BOD
CHAIRMAN**



Truong Gia Binh