

CÔNG TY CỔ PHẦN FPT
FPT CORPORATION

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

Số: 46./FPT-FMC

No.: .../FPT-FMC

Hà Nội, ngày 16 tháng 03 năm 2023

Hanoi, March 16th 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

1. 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

website: <https://fpt.com.vn>

2. Nội dung thông tin công bố: Công bố thông tin tài liệu Đại hội đồng Cổ đông thường niên năm 2023/ *Information disclosure on documents of the 2023 Annual General Meeting of Shareholders.*

3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 16/03/2023 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 16/03/2023, 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: Thông báo mời họp Đại hội đồng Cổ đông thường niên 2023, Nghị quyết HĐQT số 01.03-2023/NQ-HĐQT FPT, Tài liệu Đại hội đồng Cổ đông thường niên năm 2023/
Invitation to the 2022 Annual General Meeting of Shareholders, The BoD's Resolution No. 01.03-2023/HĐQT FPT, the documents of the 2023 Annual General Meeting of Shareholders.

Đại diện tổ chức

Organization representative

Người được UQ CBTT

Person authorized to disclose information



Mai Thị Lan Anh





FPT CORPORATION

Address: No 10 Pham Van Bach Street, Dich Vong Ward, Cau Giay District, Ha Noi, Vietnam.

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

Company Code No. 0101248141, 53rd version issued by Hanoi Department of Planning and Investment on July 11th, 2022

Hanoi, March 15th, 2023

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INVITATION TO THE 2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS

To:

Address:

Following the spirit of the Government's "National Digital Transformation Program", from 2022 until further notice, official notifications from the Company including but not limited to the Invitation to the AGM will be sent via the official communication channel of **shareholders' email address** registered in the list of shareholders kept at the Vietnam Securities Depository Center.

The Board of Directors (BOD) respectfully invites shareholders of FPT to attend the 2023 Annual General Meeting of Shareholders (AGM). Details of the meeting are as follows:

1. **Time:** 13h00 Thursday, April 06th, 2023.
2. **Attending options:** To facilitate Shareholders' execution of all rights and obligations at the AGM, Shareholders may choose one of the below options to attend the event:
 - a. **Attending virtually:** At <https://agm.fpt.com.vn>
 - b. **Attending in-person:**
 - **Venue:** Conference room, 8th floor, FPT Tower, No. 10 Pham Van Bach Street, Dich Vong Ward, Cau Giay District, Hanoi.
 - Shareholders or assignees attending the AGM, please bring all the following documents: AGM invitation, ID card/Citizen ID card/Passport used to register the securities account holding FPT shares, Power of attorney (if authorized to attend the AGM).

In order for our shareholders to be warmly welcomed, please register for the mode of attendance and email to receive information from March 16th, 2023 by scanning the QR code below and filling in the required information.

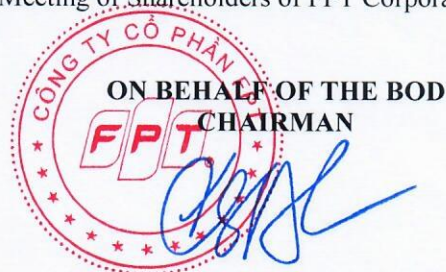
- c. **Authorization to attend the AGM:** Shareholders authorize in writing one or more individuals or one of the members of the FPT Corporation Board of Directors (Template of Power of attorney is attached in the AGM documents). In case shareholders authorize for on-line assignees, the hard copy of power of attorney must be sent by post to FPT Tower, No. 10 Pham Van Bach Street, Dich Vong Ward, Cau Giay District, Hanoi before 23h00 April 05th 2023 to ensure attendee's access.
3. **Voting:** Shareholders carry out the electronic voting via the e-vote platform at <https://agm.fpt.com.vn> or contact directly telephone number 028 7300 8806 for instruction. Voting can be conducted before the AGM, from March 16th, 2023 in accordance with the regulations on the organization of AGM of FPT Corporation.
4. **AGM documents:** To protect our environment, the AGM will go paperless. Documents for the AGM will be available on the FPT website on March 16th, 2023 at <https://fpt.com.vn>.

It is our great honor to welcome you at the 2023 Annual General Meeting of Shareholders of FPT Corporation.

Yours respectfully,



*QR code to register attending form
and email to receive information*



Truong Gia Binh

Note: All expenses related to the attendance at FPT AGM, which include accommodation, traveling and other personal expenses will be borne by shareholders.

No.: 01.03-2023/NQ-HĐQT/FPT

Hanoi, March 15th, 2023

**BOARD OF DIRECTORS RESOLUTION
FPT CORPORATION**

BOARD OF DIRECTORS OF FPT CORPORATION

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

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

Pursuant to Company Charter of FPT Corporation (“the Company”);

Pursuant to Minutes of the Board of Directors’ meeting No 01.03-2023/BB-HĐQT/FPT dated March 15th, 2023;

DECIDED:

Article 1: Approve Agenda of 2023 Annual General Meeting of Shareholders (“the AGM”) (as attached), cordially submit to the AGM for approval;

Article 2: Approve the Regulation on Organizing the 2023 AGM of FPT Corporation.

Article 3: Approve Report of the Board of Director (“BOD”) in 2022, directions and business plan for 2023, details as attached, cordially submit to the AGM for approval.

Article 4: Approve the 2023 BOD’ remuneration package, cordially submit to the AGM for approval. Details are 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.**

Article 5: Approve Audited Financial Statements for the year 2022. For more details, please visit: <https://fpt.com.vn/vi/nhadautu/cong-bo-thong-tin>, cordially submit to the AGM for approval.

Article 6: Approve 2022 Profit Distribution plan and policy for 2023 dividend payment, cordially submit to the AGM for approval. Details are as follows:

6.1. Plan for 2022 profit distribution

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

6.2. Plan for stock dividend payment

- FY2022 ratio of stock dividend is 15% (20:3)
 - o 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.
- Schedule: immediately after the AGM's approval (at the same time with the rest of FY2022 cash dividend payment)

6.3. FY2023 cash dividend payment plan

- FY2023 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 7: Approve selection one (1) among four (4) audit firms as below (Big 4) to audit the 2021 financial statements, cordially submit to the AGM for approval.

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

Article 8: Approve ESOP plan for employees in the 2023 – 2025 period as below, cordially submit to the AGM for approval.

- 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 9: Approve the proposal of amending the Company's Charter and the Corporate Management Regulation, cordially submit to the AGM for approval.

Article 10: This Resolution takes effect on signing date.

Article 11: Board of Directors, Board of Supervisors, Board of Management of FPT Corporation, and the relevant entities/individuals are obliged to execute this Resolution./.

To:

- As Article 11;
- BOD Office.

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





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



2023

AGM DOCUMENTS

FPT CORPORATION





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TENTATIVE AGENDA
2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Time: 13:00, Thursday, April 06th, 2023
Venue: Conference Room, 8th Floor, FPT Tower, No.10 Pham Van Bach Street, Dich Vong Ward, Cau Giay District, Hanoi
Online: At address <https://agm.fpt.com.vn>

No.	Time	Content (draft)	Person in Charge
1	13:00 – 14:00	Registration	Organization Committee
2	14:00 – 14:02	Opening ceremony	Organization Committee
3	14:02 – 14:05	Report on the validity of AGM	Supervisory Board
4	14:05 – 14:08	Introduction of the presidium, nomination of AGM secretary, election of the voting committee and approval of the meeting agenda	Chairman
5	14:08 – 14:16	BOD's 2022 Report BOD's 2023 Budget and remuneration for BOD	BOD
6	14:16 – 14:26	Board of Management's 2022 Report on business activities and 2023 Plan	BOM
7	14:26 – 14:33	2022 Audited Financial Statements 2022 Profit Distribution plan 2023 Cash Dividend Payment plan Proposal of amending the Company's Charter and the Corporate Governance Regulations	BOM
8	14:33 – 14:37	Supervisory Board's 2022 Report Supervisory Board's 2023 Budget & Remuneration Proposal of list of Auditors for 2023 Financial Statements	Supervisory Board
9	14:37 – 14:40	Proposal of ESOP for 2023-2025	BOM
10	14:40 – 14:55	2023-2025 Strategic Intentions	BOD
11	14:55 – 15:10	Discussions on Voting Issues	Chairman
12	15:10 – 15:30	Voting	Voting Committee
13	15:30 – 15:45	Discussions on other issues	Chairman
14	15:45 – 15:50	Announcement on Voting & Election result	Voting Committee
15	15:50 – 15:55	Approval on 2023 AGM Resolutions	BOD
16	15:55 – 16:00	Approval on 2023 AGM Minutes	Secretary
17	16:00	Closing Speech	Chairman

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%
Total	44,010	52,289	18.8%	7,662	9,055	18.2%

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

Trung 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:

No	Committee	Member	Position
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 management¹ 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

¹ 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 34 years in the IT sector	7.01%	- Board member of FPT Telecom; - Chairman of the Members' Council of FPT Education; - Board member of FPT University; - A Council member of FPT IS (As of March 25, 2021); - Board member of Joint Stock Commercial Bank for Foreign Trade of Vietnam.
2	Mr. Bui Quang Ngoc	Vice Chairman 34 years in the IT sector	1.96%	- Board member of FPT University; - A Council member of FPT IS (As of March 25, 2021).
3	Mr. Do Cao Bao	Board member 34 years in the IT sector	1.13%	- Board member of FPT City Danang JSC,; - A Council member of FPT IS (As of March 25, 2021).
4	Mr. Jean-Charles Belliol	Independent board member 30 years in business and finance	0%	

5	Mr. Hiroshi Yokotsuka	Independent board member 28 years in the IT sector	0%	
6	Mr. Hampapur Rangadore Binod	Independent board member Nearly 50 years in the IT sector	0%	
7	Ms. Tran Thi Hong Linh	Board member 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 January 25, 2022	BOD: 07 out of 07 members Observers: - Supervisory Board: 03 out of 03 members - BOM: 03 out of 03 members Resolution No.01.01-2022/NQ-HĐQT FPT dated January 25, 2022	- Approving 2021 business results; - Approving the 2022 business plan and submitting it to the AGM for approval; - Approving the strategic orientation of 2022-2024 and submitting it to the AGM for approval; - Approving the increase in chartered capital of FPT Software Co., Ltd., FPT Education Co., Ltd., and FPT Information System Co., Ltd.; - Approving the time to close the list of shareholders and the date of the AGM to take place.
Session 02 March 14, 2022	BOD: 07 out of 07 members Observers: - Supervisory Board: 02 out of 03 members - BOM: 02 out of 03 members Resolution No.01.03-2022/NQ-HĐQT FPT dated March 15, 2022; Resolution No.02.03-2022/NQ-HĐQT FPT dated March 15, 2022	- Approving the Agenda of the 2022 AGM and submitting it to the AGM for approval; - Approving the Regulations on organizing the 2022 AGM; - Approving the 2021 Reports of the BOD, the 2022 strategic orientation, and the business plan and submitting them to the AGM for approval; - Approving the remuneration budget of the BOD in 2022 and submitting it to the AGM for approval; - Approving the 2021 audited financial statements and submitting them to the AGM for approval; - Approving the 2021 profit distribution plan and the 2022 dividend payment policy, submitting them to the AGM for approval; - 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; - Approving the proposal on electing members of

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"> - Approving the proposal on amending the details of the business lines registered and submitting it to the AGM for approval; - Approving the plan of issuing shares to employees with remarkable contributions under the Employee Stock Ownership Plan (ESOP) in 2021; - Approving the Regulation on the issuance of shares under the ESOP to employees with remarkable contributions in 2021; - Approving the list of employees eligible to participate in the ESOP, who had exceptional contributions in 2021; - Approving the plan of issuing shares under the ESOP to senior executives; - Approving the Regulation on the issuance of shares under the ESOP to senior executives in 2022; - Approving the list of employees who made high ranking achievements in 2022 to be eligible to participate in the ESOP; - Approving the proposal on amending the official seal of the Corporation; <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 April 07 and 08, 2022	Solicitation of written opinions Resolution No.01.04- 2022/NQ-HĐQT FPT dated April 08, 2022	<ul style="list-style-type: none"> - Approving the appointment of Mr. Truong Gia Binh as Chairman of the BOD for the term of 2022-2027; - Approving the appointment of Mr. Bui Quang Ngoc as Vice Chairman of the BOD for the term of 2022-2027; - 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; <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 May 06 to 10, 2022	Solicitation of written opinions Resolution No.01.05- 2022/NQ-HĐQTFPT dated May 10, 2022; Resolution No.02.05- 2022/NQ-HĐQTFPT dated May 10, 2022;	<ul style="list-style-type: none"> - Increasing the chartered capital for FPT JSC.; - 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; - Approving the plan of paying the 2021 remaining dividend in cash; - 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.
Session 05 June 09 to 13, 2022	Solicitation of written opinions 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 July 05 to 07, 2022	Solicitation of written opinions Resolution No.01.07.2022/NQ- HĐQTFPT dated July 07, 2022	<ul style="list-style-type: none"> - Increasing the chartered capital for FPT JSC.; - Assigning the CEO to amend the contents of the business registration certificate and information on the newly increased chartered capital of the Corporation.
Session 07 July 21, 2022	BOD: 07 out of 07 members Observers: - Supervisory Board: 02 out of 03 members - BOM: 02 out of 03 members 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 November 23, 2022	BOD: 07 out of 07 members Observers: - Supervisory Board: 02 out of 03 members - BOM: 02 out of 03 members 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 31st, 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%
Total	44,010	52,289	18.8%	7,662	9,055	18.2%

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.

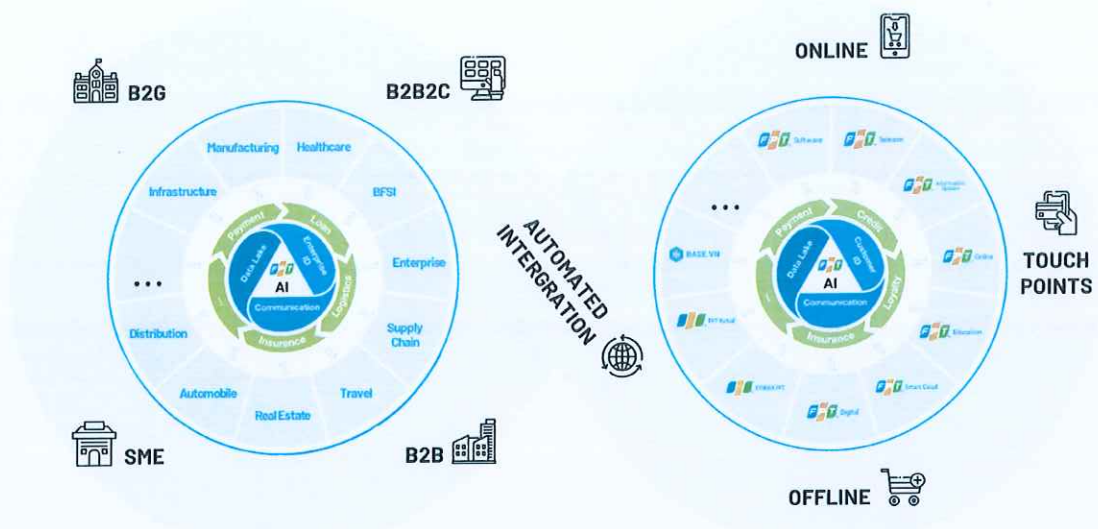
In the two years of the complicated and unpredictable situation of Covid-19, the Made-by-FPT ecosystem has strived to complete its mission of "Technology for the sake of humanity" by harnessing the potential of digital technology to help individuals and businesses survive the pandemic and even, to grow 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 35th 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
Total	5,800

ON BEHALF OF THE BOD
CHAIRMAN

Trương Gia Bình

PROPOSAL
Ref. approval of Y2022 audited financial statements

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 (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

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
Total:					1,631,000,000

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; Being re-elected as a member of the Supervisory Board (for the term of 2022-2027) by the 2022 AGM on April 7, 2022; 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; 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; 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
Session 01 Date January 19, 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; - 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"> - Reviewing the 2022 plan submitted by the BOM to the BOD; - 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).
<p>Session 02 Date March 10, 2022</p>	<p>03 out of 03</p>	<ul style="list-style-type: none"> - Evaluating the preliminary financial statements of the first quarter of 2022; - Supervising the documentary preparation for the 2022 AGM prepared by the BOM; - Supervising personnel duties in preparation for AGM (electing the BOD and Supervisory Board for the new term of 2022-2027); - 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; - Discussing contents of the Supervisory Board report to be submitted to the 2022 AGM; - Discussing the content of the 2021's summary report and the proposed action plan for 2022 of the Supervisory Board.
<p>Session 03 Date April 08, 2022</p>	<p>03 out of 03 <i>(The newly inaugurated Supervisory Board for the 2022-2027 tenure)</i></p>	<ul style="list-style-type: none"> - Electing the Head of the Supervisory Board for the term of 2022-2027: Mr. Nguyen Viet Thang was elected with 100% of the votes; - Reviewing the 2022 action plan of the Supervisory Board submitted to the AGM; - Assigning tasks among members of the Supervisory Board.
<p>Session 04 November 18, 2022</p>	<p>03 out of 03</p>	<ul style="list-style-type: none"> - Reviewing and discussing financial data for the third quarter of 2022 sent by the BOM for the BOD meeting scheduled on November 23, 2022; - Reviewing the expected completion of business targets for the fourth quarter as well as for the whole year of 2022 of the Corporation; - Planning to control overdue debts and inventories and

Meeting session	Attendance	Content
		limit financial risks in 2022; - 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; - 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	
Total	1,423,000,000	1,248,000,000

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
Total:					1,631,000,000

(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**

*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 15th, 2023

PROPOSAL

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

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 15th, 2023

PROPOSAL

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

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



No. 07

Hanoi, March 15th, 2023

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

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 15th, 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.	The Company Charter		
1	<p>Article 12. Obligations of shareholders</p> <p>...</p> <p><u>5. To provide the correct address when registering to subscribe for shares.</u></p>	<p>Article 12. Obligations of shareholders</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
			<p>sending notices of the Company specified in Article 17.</p>
2	<p>Article 17: Convening of the General Meeting of Shareholders, agenda and notice of meeting</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>Article 17: Convening of the General Meeting of Shareholders, agenda and notice of meeting</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>	<ul style="list-style-type: none"> - 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; - 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.



No.	Current regulations	Proposed amendment	Reason
		<i>the Vietnam Securities Depository Center.</i> ”	
II.	The Corporate Management Regulation		
1	<p>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.</p> <p>a) <u>Forms of notice of the GMS:</u></p> <ul style="list-style-type: none"> - <u>Publish on the Company’s website: www.fpt.com.vn;</u> - <u>Publish on the media of the Ho Chi Minh Stock Exchange;</u> - <u>Send to shareholders by hand delivery or by post to the registered address or other addresses provided by the shareholders.</u> - <u>In case if the shareholder has notified the Company in writing of the fax number or e-mail address, the</u> 	<p>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.</p> <p><i>“a) The notice of the GMS is published on the Company's website at: www.fpt.com.vn; 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"> - <i>Hand delivery or sent by post with secure method to the shareholder's address;</i> - <i>Electronic email (email) address, or text message, phone number, or fax number stored at the Vietnam Securities Depository Center.”</i> <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>	<ul style="list-style-type: none"> - Corporate Governance Regulations are adjusted/amended accordingly to be consistent with the proposed amendments in the Charter.



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> <p>- 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.</p>		



FPT CORPORATION

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom - Happiness

DRAFT

Hanoi, April 06th, 2023

RESOLUTION
THE 2023 ANNUAL GENERAL SHAREHOLDERS MEETING
FPT CORPORATION

Pursuant to the Law on Enterprise dated June 17th, 2020;
Pursuant to the Law on Securities dated November 26th, 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 06th, 2023;
Pursuant to the Voting Report of the Company’s AGM dated April 06th, 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%
Total	44,010	52,289	18.8%	7,662	9,055	18.2%

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

CHAIRMAN

Pham Ngoc Anh

Truong Gia Binh

