**FOX: Annual General Mandate 2023**

On April 25, 2023, FPT Telecom Joint Stock Company announced General Mandate No. 01/NQ-DHDCD/FTEL as follows:

1. Approve the Report of the Board of Directors in 2022 and the term 2018 – 2023

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Targets | 2022 | 2021 | Increase/decrease (%) |
| 1 | Revenue | 14,730 | 12,686 | 16.1% |
| 2 | Profit before tax | 2,818 | 2,395 | 17.6% |
| 3 | Corporate income tax | 559 | 479 | 16.7% |
| 4 | Profit after tax | 2,258 | 1,916 | 17.9% |
|  | Interest of minority shareholders | 108 | 96 | 12.4% |
|  | Profit after tax of the Holding Company | 2,151 | 1,820 | 18.2% |
| 5 | Basic EPS (VND/share) | 5,870 | 4,926 | 19.2% |

1. Approve the Report of the Supervisory Board in 2022.
2. Approve the Financial Statements 2022.
3. Approve the profit distribution plan in 2022 as follows:

Plan on the dividend payment of 2022 in cash:

* The rate for dividend payment of 2022 in cash is VND 3,000/share (in which the first prepayment is VND 1,000/share in August 2022 and the second prepayment is VND 2,000/share expected to be paid after the General Meeting of Shareholders)
* Authorize the Board of Directors to implement details of the dividend payment in cash.

Plan on share issuance to increase share capital

* The rate of issued shares is 50% (Shareholders will receive 5 new shares for 10 existing shares they own)
* Source of capital for implementation: The retained profit and the investment and development fund
* The plan on handling fractional shares arising: The number of newly issued shares to implement the capital increase received by each shareholder will be rounded to units according to the round-down principle. The fraction shares (if any) will be removed.
* Execution time: In 2023.
* Authorize the Board of Directors to implement details of the share issuance to increase share capital.

Appropriation for investment and development fund, bonus and welfare fund in 2021:

* Appropriation for investment and development fund is 15% of profit after tax in 2022, implemented in 2022
* Appropriation for bonus and welfare fund is 10% of profit after tax in 2022, implemented in 2022
* Source of capital for implementation: Profit after tax in 2022 of the Company.
* Authorize the Board of Directors to implement the tasks.
1. Approve the plan for 2023:
* Revenue: VND 16,740 billion
* Profit before tax: VND 3,230 billion
* The dividend payment plan in 2023: not lower than VND 2,000/share.
* Appropriation for bonus and welfare fund: not exceeding 10% of profit after tax.
* Appropriation for investment and development fund: not exceeding 15% of profit after tax.
* Expected personnel: 11,000 people
* Investment projects in 2022 include:
* General systems: VND 1,100 billion
* Invest in peripheral infrastructure systems: VND 500 billion
* Invest in Metro POP system VND 100 billion
* Investment in central control system: VND 350 billion
* Invest in broadcasting system: VND 150 billion
* Key projects: VND 1,200 billion
* Tan Thuan 1B GD3 Data Center project: VND 100 billion
* FORNIX GD3 Data Center project: VND 150 billion
* FTEL Tower Tan Thuan project: VND 150 billion
* District 9 Data Center project: VND 500 billion

(Total investment value: VND 2,500 billion, investment in 2022: VND 300 billion, expected investment in 2023: VND 500 billion)

* ALC undersea fiber-optic cable line project: VND 300 billion

(Total investment value: VND 2,100 billion, expected investment in 2023: VND 300 billion).

1. Approve the income fund in 2022 and the operating budget plan for 2023 of the Board of Directors and the Supervisory Board. Specifically:

Income and remuneration for the Board of Directors and the Supervisory Board in 2022;

* Remuneration for non-executive members of the Board of Directors: VND 120,000,000/year
* Remuneration for members of the Supervisory Board: VND 24,000,000/year
* Operating expenses in 2022: VND 0
* Total income budget and operating expenses for 2022 is VND 144,000,000

Income and operating expenses plan of the Board of Directors and the Supervisory Board for 2023:

* Remuneration for non-executive members of the Board of Directors: VND 120,000,000/year
* Remuneration for members of the Supervisory Board: VND 24,000,000/year
* Other operating budget: VND 50,000,000/year
* Members of the Board of Directors and the Supervisory Board who are employees of FPT Corporation and member companies of FPT Corporation do not receive remuneration
* Total income and operating budget for 2023 is VND 194,000,000
1. Approve the election results of members of the Board of Directors for the term of 2023 - 2028.
2. Mr. Truong Gia Binh - Chair of the Board of Directors of FPT Corporation
3. Mr. Nguyen Van Khoa - General Manager of FPT Corporation
4. Ms. Tran Thi Hong Linh - Deputy Head of Investment Department 4, State Capital Investment Corporation (SCIC)
5. Mr. Phan The Thanh - Executive Deputy Chief of Office, State Capital Investment Corporation (SCIC)
6. Ms. Chu Thi Thanh Ha - Chair of FPT Software Limited
7. Mr. Hoang Viet Anh - General Manager of FPT Telecom Joint Stock Company
8. Approve the election results of the Supervisory Board for the term 2023–2028:
9. Mr. Tran Khuong - Financial Planning Department of FPT Corporation
10. Mr. Do Xuan Phuc – Secretary Specialist of the Board of Leaders, State Capital Investment Corporation (SCIC)
11. Mr. Pham Xuan Hoan- Head of Legal Department, FPT Telecom Joint Stock Company.
12. Approve the proposal to supplement the business lines as follows:

|  |  |  |
| --- | --- | --- |
| Business code | Name of business line | Detailed of business lines: |
| A | Proposed supplementing existing business line |  |
| 4659 | Wholesale of machinery, equipment and other machine spare parts | Wholesale of specialized and civil materials and machinery for broadcasting, electricity, electronics and telecommunicationsProposed supplement: Wholesale medical machinery and equipment. |
| B | Proposed adding new business lines |  |
| 4772 | Retail of medication, medical equipment, cosmetics and hygiene products in specialized stores |  |
| 4649 | Wholesale of other household appliances | Wholesale of pharmaceuticals and medical instruments |
| 4632 | Wholesale of foods | Wholesale of functional food |
| 4773 | Retail of other new goods in specialized stores | Retail sale of medical masks, protective clothing, medical protective clothing, epidemic prevention clothing, medical gloves, household goods |
| 4722 | Retail sale of food products in specialized stores | Retail of food, functional food |
| 8699 | Other unclassified medical activities (excluding patient accommodation) |  |
| 5210 | Warehouses and goods storage(excluding real estate business and warehousing business) |  |
| 7320 | Market research and surveying |  |
| 4933 | Road transport of goods |  |
| 3320 | Installing machinery and industrial equipment |  |
| 4321 | Installing electrical systems (Lines and electrical equipment, Lighting system, Fire alarm, Anti-theft alarm system…)  |  |
| 4322 | Installing water supply and drainage, heating and air conditioning systems |  |
| 8121 | General house cleaning services |  |
| 8129 | Industrial cleaning and specialized works |  |
| 3312 | Repair machines and equipment. |  |
| 3314 | Repair electrical equipment |  |
| 9511 | Repair of computers and peripheral devices |  |
| 9512 | Repair of communication equipment |  |
| 9521 | Repair of audio-visual equipment and electronic appliances |  |
| 9522 | Repair of household equipment and appliances |  |
| 5310 | Postal |  |
| 5320 | Delivery |  |
| 5229 | Other supporting services related to logistics |  |
| 5210 | Warehouses and goods storage |  |
| 5224 | Goods loading |  |
|  4610 | Agency, brokerage, auction of goods (excluding auction activities) |  |

1. Approve the investment om the District 9 Data Center project
* Total investment before tax: VND 2,513,000,000,000
* Expected to be implemented from 2023 to 2028
* Investment capital source: bank loans/capital for business development and investment.
1. Approving the investment policy in the ASEAN LINK CABLE (ALC) undersea fiber-optic cable lines project
2. Total investment expenses: VND 2,100,000,000,000. The above investment expenses do not include VAT, taxes and fees related to international cable investment in Vietnam.
3. Investment capital source: bank loans/capital for business development and investment.
4. Approve the proposal to select one out of four following independent audit companies (Big4) to audit the Financial Statements 2023 of the Company: KPMG Limited; Deloitte Vietnam Audit Company Limited; PwC (Vietnam) Limited; Ernst & Young Vietnam Limited. Authorize the Board of Directors to select an audit company.

The full text of this General Mandate was approved by the Annual General Meeting of Shareholders 2023 of FPT Telecom Joint Stock Company at the meeting. The Board of Directors shall implement based on the contents of this General Mandate.