

CÔNG TY CỔ PHẦN FPT
FPT CORPORATION

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

Số: 61/FPT-FMC

No.: 61/FPT-FMC

Hà Nội, ngày 21 tháng 03 năm 2025

Hanoi, day 21 month 03 year 2025

THÔNG BÁO THAY ĐỔI NHÂN SỰ
CHANGE IN PERSONNEL

Kính gửi: Ủy ban Chứng khoán Nhà nước
Sở Giao dịch Chứng khoán Việt Nam
Sở Giao dịch Chứng khoán thành phố Hồ Chí Minh

To: The State Securities Commission
Vietnam Stock Exchange
Hochiminh Stock Exchange

Căn cứ theo Nghị quyết Hội đồng Quản trị số 01.03-2025/NQ-HĐQTFPT ngày 20/03/2025 của Công ty Cổ phần FPT (Mã chứng khoán: FPT), chúng tôi trân trọng thông báo việc thay đổi nhân sự của Công ty Cổ phần FPT như sau:

Pursuant to Resolution No. 01.03-2025/NQ-HĐQTFPT dated March 20th, 2025 of FPT Corporation (Stock ticker: FPT), we would like to announce the change in personnel of FPT Corporation as follows:

Trường hợp tái bổ nhiệm/In case of re-appointment:

- Ông /Mr.: **Nguyễn Văn Khoa**

- Chức vụ trước khi tái bổ nhiệm/Former position in the organization: Tổng Giám đốc Công ty Cổ phần FPT / CEO of FPT Corporation

- Chức vụ được tái bổ nhiệm/Re-appointed position: Tổng Giám đốc Công ty Cổ phần FPT / CEO of FPT Corporation

- Thời hạn bổ nhiệm/Term: Ba (03) năm kể từ ngày 29/03/2025 / Three (03) years from March 29th, 2025

- Ngày bắt đầu có hiệu lực/Effective date: 29/03/2025



Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 21/03/2025 tại đường dẫn <https://fpt.com/vi/nha-dau-tu/thong-tin-cong-bo> /*This information was published on the company's website on 21/03/2025 , as in the link <https://fpt.com/en/ir/information-disclosures>*

Tài liệu đính kèm/Attached documents:

- Nghị quyết HĐQT số 01.03-205/NQ-HĐQTFPT ngày 20/03/2025 của Công ty Cổ phần FPT / *Resolution No. 01.03-2025/NQ-HĐQTFPT dated March 20th, 2025 from FPT Corporation*

Đại diện tổ chức

Organization representative

Người UQ CBTT

Person authorized to disclose information



Mai Thị Lan Anh



No.: 01.03-2025/NQ-HĐQT/FPT

Hanoi, March 20th, 2025

**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 01.03-2025/BB-HĐQT/FPT
dated March 20th, 2025,*

DECIDED:

Article 1. Approve Agenda of 2025 Annual General Meeting of Shareholders (“the AGM”) (as attached), cordially submit to the AGM for approval;

Article 2. Approve the Regulation on Organizing the 2025 AGM of FPT Corporation.

Article 3. Approve Report of the Board of Director (“BOD”) in 2024, directions and business plan for 2025, details as attached, cordially submit to the AGM for approval.

Article 4. Approve the 2025 BOD’s 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 6.6 billion.**

Article 5. Approve Audited Financial Statements for the year 2024. For more details, please visit: <https://fpt.com/en/ir/information-disclosures>, cordially submit to the AGM for approval.

Article 6. Approve 2024 profit distribution plan; Share issuance plan to increase charter capital from owner’s equity & 2025 cash dividend payment plan, cordially submit to the AGM for approval. Details are as follows:

6.1. 2024 profit distribution plan

- Cash dividend payment in 2024: 20% (2,000 VND/Share)
- Already paid in 2024: 10%
- The rest (10%) will be paid after the AGM’s approval.
- Expected payment time: Quarter 2/2025.

6.2. Plan to issue shares to increase share capital from owner's equity

a.	Share name	Share of FPT Corporation
b.	Type of shares issued	Common shares
c.	Par value of share	VND 10,000/share
d.	Issuance ratio	20:3 (15%) (As of the record date for exercising rights, shareholders holding 20 shares will receive an additional 3 new shares)
e.	Target number of shares to be issued	A maximum of 222,199,518 shares (based on the number of outstanding shares and the results of previous share issuances following the Employee stock option program according to the BOD' Resolution No. 02.03-2025/NQ-HDQTFPT)
f.	Total target issuance value at par value	A maximum of VND 2,221,995,180
g.	Target of share issuance	All shareholders holding common shares of the Corporation as of the record date for exercising rights
h.	Odd lots plan	The number of shares to be received by each shareholder will be rounded down. The odd lots (less than 01 shares), if any, will be aborted
i.	Source of equity	Undistributed Profit after tax of owner's equity on the most recent audited financial statements of the parent company
j.	Target time of issuance	After being approved by the AGM; after the completion of the share issuance following the Employee stock option program (based on the completion date of issuance), but no later than the 3 rd quarter of 2025.
k.	Charter capital increase	Increase the Company's charter capital corresponding to the total par value of the actual number of common shares issued and amend the Company's Charter to record the corresponding new charter capital.
l.	Registration and additional listing	The additional shares issued to increase equity capital from owner's equity will be registered and listed immediately after the issuance

6.3. FY2025 cash dividend plan

- Cash dividend plan of 20% (VND 2,000 per share – in accordance with new outstanding shares after the stock dividend issued)
- The BOD will determine the interim dividend payments in reference to the actual business performance at appropriate times during the year, as well as other related matters, ensuring that it does not affect the Company's business operation.

- The actual FY2025 cash dividend will be approved by the 2026 AGM.

Article 7. Approve selection one (1) among four (4) audit firms as below (Big 4) to audit the 2025 financial statements, cordially submit to the AGM for approval.

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

Article 8. Approve the share issuance program for FPT's senior managers in the 2026-2030 period, cordially submit to the AGM for approval.

Details are as follows:

- Purposes: To enhance the harmonization of benefits between senior young managers and the shareholders through share ownership under this program. These employees will benefit from their own efforts in the role of shareholders, thereby maximizing the value of the company's shares; To encourage senior managers to make substantial contributions to the company's long-term growth, fostering commitment and long-term dedication to the Corporation.
- Beneficiaries and criteria for the program:
 - Young senior managers with outstanding competency and long-term commitment contributing to the development of FPT Corporation.
 - Should be at least Level 6, and must not be members of the Board of Directors for the term 2022-2027.
 - In the event that any senior manager leaves the company, their shares must be sold back to the company at the original purchase price.
- Number of shares issued and issuance conditions:
 - The issuance ratio on the total number of outstanding shares at the time of annual issuance is calculated based on the growth of shareholders' profits and the total shareholder return, detailed as follows:

Number of shares issued based on the growth of shareholders' profit (P growth)		Number of shares issued based on total shareholder return (TSR*).	
P growth $\geq 10\%$ p.a	$0.2\% * 70\% * \frac{\text{actual P growth}}{\text{target P growth}}$ Number of issuance no more than 0.175%	TSR > 0	$0.2\% * 30\% * \frac{\text{actual TSR}}{\text{target TSR}}$ Number of issuance no more than 0.075%
P growth $< 10\%$ p.a	0	TSR < 0	0

Whereas:

- The target for shareholders' profit growth and total shareholder return for the period of 2025-2030:
 - Target P Growth: 20% per annum
 - Target TSR: 10% per annum

(*): $TSR = (\text{end-of-year stock price} - \text{beginning-of-year stock price} + \text{cash dividend}) / \text{Beginning-of-year stock price}$.

- The total issuance rate over five years shall not exceed 1%
- Type of shares issued: Common shares with lock-up period.
- Lock-up period: 10 years from the issue date
- Share price: At par value.
- Issuance time: Shares issued once in a year, immediately after the issuance of the audited financial statements for the preceding year.
- Authorize the BOD to:
 - Approve the criteria and list of employees eligible to participate in the program; principles for allocating shares to each individual and the timeline for implementation.
 - Approve the plan to ensure that the issuance of shares complies with regulations concerning foreign ownership limits when shares are allocated to employees who are foreign investors.
 - Decide on the plan for handling any unallocated shares.
 - Execute adjustments to the charter capital; update the business registration, securities registration, and facilitate the additional listing of shares corresponding to the newly issued shares.
 - Approve the necessary documents and materials, and undertake the required procedures with the relevant authorities to implement the contents approved by the General Meeting of Shareholders.

Article 9. Approve the reappointment of Mr. Nguyen Van Khoa as Chief Executive Officer for the next 3-year term from March 29th, 2025 to March 28th, 2028.

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**



Truong Gia Binh