

Hanoi, 28th June, 2018

DECISION

BY CHIEF EXECUTIVE OFFICER

(Regards to enacting and implementing the revision of FPT Software's Code of Business Conduct)

- According to the Business Registration of FPT Software Company Limited No. 0101601092, licensed by the Business Registration Bureau of Hanoi Authority for Planning and Investment;
- According to the Charter of FPT Software Company Limited (FPT Software);
- According to Chairman's request of enacting FPT Software's Code of Business Conduct;
- According to the demand of expanding FPT Software's operations and activities;
- According to the proposal of Legal, Risk and Compliance Manager and Human Resources Manager;

HEREBY DECIDES:

- ARTICLE 1:** To revise FPT Software's Code of Business Conduct as the enclosed.
- ARTICLE 2:** The revision of Code of Business Conduct shall be put into effect from June 1st, 2018 and supersede The Code of Business Conduct which was enacted by Decision No. 118/2016/QĐ/FSOFT-LRC dated on January 29th, 2016.
- ARTICLE 3:** To apply the Code of Business Conduct to all staff of FPT Software company and other accompanied organizations which FPT Software owns at least 51% of authorized capital.
- ARTICLE 4:** All individuals, departments and offices as mentioned in the Code of Business Conduct shall be responsible for the implementation. Specifically,
1. **Compliance Council** which involves Heads of Production, Sales departments and other departments bears responsibility for implementing **The Code of Business Conduct** under the coordination of **Legal, Risk and Compliance Department (LRC)** and supervision of **Vice President in charge of Compliance**.
 2. **Human Resources Department** shall ensure that all new staff of FPT Software sign commitment of fully comprehending and complying with the Code of Business Conduct.
 3. **Corporate Training Centre** shall
 - 3.1. Update Day-one training course to introduce the Code of Business

Conduct for new staff.

3.2. Conduct annual examinations for all staff regarding the Code of Business Conduct.

4. **Internal Communications & Events Department** shall disseminate the Code of Business Conduct to the whole company.

ARTICLE 5: All individuals, departments and offices as stated under Article 4 are responsible for implementing this Decision.

The received:

- As in Article 4
- Saved in SSC, LRC

CHIEF EXECUTIVE OFFICER



Phạm Minh Tuấn



CODE OF BUSINESS CONDUCT



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MESSAGE FROM THE CHAIRWOMAN

Dearest Colleagues,

FPT Software prioritizes sustainable development, and is committed to providing happiness and distinguished values to each of our employees, customers, partners, and communities. By applying advanced technologies and putting human development values as our focus, we can make the differences that impact on society and contribute to solving the world's great problems. To realize this goal, FPT Software is committed to implementing the 17 Sustainable Development Goals of the United Nations.

The Code of Business Conduct is the foundation for all FPT Software's operation and sustainable development. **The Code** consists of core principles and ensures legal responsibility and ethical standards within FPT Software's activities.

The Code of Business Conduct applies to all members of the Board of Directors, management staff, employees, suppliers, and partners of FPT Software on a global scale. Each of us shall recognize and apply it in our daily operations.

Any violations and compromises are not acceptable. I encourage you to proactively contact your direct **Manager** or the **Legal, Risk, and Compliance Department (LRC)** to seek detailed support regarding the Code.

I appreciate and value your cooperation and compliance with **The Code** of Business Conduct implementation. Together, we can build up a transparent, sustainable culture deeply imbued with FPT Software's identity, carrying out the mission of "Dedicating wisdom to the development and progress of society."

Best Regards,



Chu Thi Thanh Ha
FPT Software Chairwoman



1. Business Ethics and Integrity

Building business ethics is the foundation for the existence and sustainable development of FPT Software. Proceeding with such values as forefront: pioneering, passion, responsibility, cooperation and quality, building business ethics is considered as a key feature to acquire long-term perspectives.

The core of the corporate culture of FPT Software is the ethical behavior and integrity in operation as well as in internal relations or with partners, suppliers and customers, which is the credo for FPT Software to ensure sustainable success, by not only partners, customers but also all employees of FPT Software will notice the strong values and decide to cooperate in long-term commitment.

The Code of Business Conduct and its accompanying policies, including the Anti-Bribery and Corruption Policy, Anti-Fraud Policy, Anti-Money Laundering Policy, Policy on compliance with competition law, and Code of Conduct for Suppliers and Third-Parties (hereinafter referred to as “**The Code**”) will guide you how to behave as a representative for FPT Software. In addition, **The Code** also defines responsibilities between FPT Software staff and The Company, customers, suppliers, partners and the Authority. In current economic context, the concept of integrity is no longer limits in the framework of moral values - which is now the combination of ethics and business. FPT Software builds up the Code of Business Conduct within the corporation based on ethics, integrity and business in order to improve productivity, long-term profitability associated with the commitment of responsibility in relations with partners, customers and society.

FPT Software staff are responsible for complying with the law, together to build a sustainable corporate culture with honesty and self-responsibility for own actions.

Integrity

Integrity is understood to be your performance of righteous actions, not only when you aware that someone is watching or supervising your activity but also when nobody notices what you are doing. The spirit of integrity bases on voluntary, self-discipline and conformity with moral standards of the society and business.

1.1 Scope and subjects of application

The Code applies to all staff of FPT Software and other accompanied organizations which FPT Software owns more than 50% of authorized capital or total shares, or is entitle to directly or indirectly manage those accompanied organizations; are also generally called “**The Company**” or “**FPT Software**” or “**FSOFT**”.

The Code also binds to any operation concerning to contractors, suppliers and independent partners of FPT Software.

Your behavior and manner shall meet the following criteria under any circumstances:

1. Comply with the Law;
2. Comply with **The Code**;
3. Comply with cultural ethnics; and
4. Act for The Company interest.

If you notice that any behaviors and manners of yours might not satisfy one of the mentioned criteria, please stop and seek for support from your **Manager** or **Legal, Risk and Compliance Department (LRC)**.



1.2 Implementing responsibility of The Code

Compliance Council bears responsibility for implementing **The Code** under the coordination of **Legal, Risk and Compliance Department (LRC)** and supervision of **Vice President in charge of Compliance**. The Compliance Council involves Heads of Production, Sales Departments and other departments of The Company. Compliance Council is also responsible for reviewing and updating **The Code** if necessary.

FPT Software new staff shall sign a commitment that **The Code** is fully comprehend, agreed and executed. FPT Software staff are also required to perform a re-confirmation via annual training or exam conducted by Company. Lacking of confirmation from staff does not constitute a waiver for his/her obligation of complying with **The Code**.

In case FPT Software detects any individuals or collectives act of violation of **The Code** and negatively affects working efficiency or affects other employees or causes damage to the legitimate business interests of The Company, those individuals or collectives might be subject to respective disciplinary actions, including the highest form of dismissal.

Depending on specific needs and particular traits of each region, affiliates of FPT Software may propose their own Code of Business Conduct and must have it reviewed and approved by **Legal, Risk and Compliance Department (LRC)** and **Compliance Council** prior to official enforcement in parallel with this **Code**.

1.3 As a Manager – What should you do?

As a Manager of FPT Software, you shall encourage and create advantages to develop business culture, comply with business discipline and ethnicity within your Department and FPT Software.

The Manager as a model in complying with **The Code** shall follow:

- Ensure your staff understand their responsibility defined in **The Code** and policies of The Company;
- Transmit and emphasize the importance of compliance and ethics to your staff;
- Create professional and assured environment for your staff to report negative behaviors and issues in business;
- Evaluate staff compliance to **The Code** and other regulations and policies of The Company as a part of performance assessment;
- Direct or indirect manipulation on staff to achieve business goals regardless of violating ethics or **The Code** or legal regulations is prohibited;
- Implement timely and appropriate intervention to prevent any risks of violating **The Code** from your staff.

The **Manager** is in charge of responding to inquiries or questions of staff on compliance issues. To provide appropriate response, you shall research in details of concerning information. Then, you can respond directly to your staff or seek for support from the Senior or **Legal, Risk and Compliance Department (LRC)** if unsure on responding.



1.4 Implementing responsibility of The Code

Under circumstances regulated by **The Code**, for instances, including usage of The Company assets out of business scope or conflict of interest occurs ..., there requires an approval in written form by **Legal, Risk and Compliance Department (LRC)**. The approval needs be extended annually if the circumstance continues.

In case you need a written approval, please contact the **Legal, Risk and Compliance Department (LRC)** or ask for support from your **Manager** to help you acquire that approval.

In case written approval is needed by officer who has authority of the **Legal, Risk and Compliance Department (LRC)**, there requires an approval by direct upper level Manager.

Conflict between The Code and the law

FPT Software is in global operation, therefore, the business and staff are governed by legal regulations of different countries in the world. Along with complying with this Code, FPT Software staff must fully follow legal and existing regulations of the country where The Company operates. In case of difference between **The Code** and the law, the law shall prevail. In several countries, domestic law also applies to The Company operation and staff even outside its national boundaries.

If you are still ambiguous for regulations or find out any conflict between **The Code** and the law, contact the **Legal, Risk and Compliance Department (LRC)** for consultancy.

1.5 FSOF model – When you need to make ethical decision

When confronted with dilemmas on ethics, it is difficult to make the right decision when a lot of factors are involved, FSOF model may help you in making correct decisions and appropriate to the ethical principles of FPT Software.

Foresee the issue:

- What is the situation you might encounter?
- Your understanding of the factors involved.
- The consequence of the decision you are about to give.

Search for solution:

- Does **The Code** give any guidance about your case?
- Does the law contain any provision about your case?
- Policies, related procedures and settlement directions.

Observe regulation:

- Follow instructions and regulation of the Law and **The Code**.
- Understand the impact of regulation on yourself, FPT Software and related parties.

Follow consultancy:

- Consult directly with your Manager.
- Consult with related department concerning to your issue (Human Resources, Legal, Administration, Information security...) if needed.

Take action:

- Make precise and appropriate decision based on related factors or guidance from the Manager or related department.
- Learn from experiences to prevent similar future risk.



1.6 Report risk and violation

FPT Software staff takes responsibility for maintaining business culture and ethical standards of The Company. Any violation shall be appropriately reported to The Company for prevention and treatment. Your reporting shall be processed constructively and constructively, only by that mean, behaviors cause property loss, inflict safety and reputation of The Company can be timely prevented.

Any risk and violation you want to inform, please report immediately by following channels:

1. Your Direct manager
2. Email: compliance@fsoft.com.vn
3. Telephone hotline: +84 (8) 37362323 / Ext: 54119
4. Drop box at Legal, Risk and Compliance Department
5. Online anonymous reporting at ethicsreporting.fpt-software.com
6. Print reporting form at ethicsreporting.fpt-software.com and anonymous submission to **Legal, Risk and Compliance Department (LRC)** - FPT Software, FPT Cau Giay Building, Duy Tan Street, Cau Giay District, Hanoi, Vietnam

FPT Software provides principles for violation report as follows:

- Information of the reporter or other concerning information is confidential. The reported information shall be used only in scope of inspecting and resolving;
- Record all information from the violation report and process necessary action within scope of elaborate investigation in order to give precise conclusion and appropriate solution;
- Any retaliation to reporter is prohibited and considered as violation against **The Code** and will be subject to disciplinary action.

FPT Software encourages you to provide your personal information during reporting and investigating for better performance. Otherwise, you can select to report anonymously.

Misleading allegation

Any abuse of violation report to impede other staff or provide inaccurate information shall be forbidden. Such behaviors as misleading allegation, untruthful answer or opposition to investigator shall be considered violation of **The Code**.

2. In-House Conduct

2.1 Working environment

FPT Software continually builds up and to maintains a working environment with following principles:

- **Equal employment opportunity:** FPT Software doesn't any discrimination of age, gender, physique, race, nationality, region, culture or any other factors which are unrelated to The Company legal business operation.
- **Non-harassment:** It is FPT Software's policy to prohibit intentional and unintentional harassment of any individual by another person on the basis of any protected classification including, but not limited to, race, color, national origin, disability, religion, marital status, veteran status, sexual orientation or age. The purpose of this policy is not to regulate our employees' personal morality, but to ensure that in the workplace, no one harasses another individual.



- **Safe workplace:** FPT Software is strongly committed to providing a safe workplace. The purpose of this policy is to minimize the risk of personal injury to employees and damage to Company and personal property.

FPT Software staff are required to comply with The Company Safety and Health Practice, to report accidents, injuries and unsafe equipment and to exercise safety caution in daily activities. Any risks shall be reported to **Manager** or to **Administration Department (ADMIN)** immediately for appropriate resolution.

- **Positive workplace:** FPT Software continually builds up and to maintains a positive working environment. Every staff has responsibility in promoting such positive working environment. Accordingly, FPT Software staffs are required to comply with proper manner, based on honesty, ethic and equity;

Any behaviors or words, verbal or non-verbal that lead to aggressive and negative impact on other staff are prohibited.

Due to the severity of negative effects to The Company's working environment, **the following behaviors are forbidden:**

- Violence and threat against other staff
- Possession of dangerous weapons
- Usage of record and camera device without approval of competent officer
- Intimate relationship between manager and subordinate
- Usage, distribution, transaction or possession of dopants, alcohol drinks in working area
- Any behavior to isolate other staff for any reason

2.2 Business and financial record accuracy

Business and financial records are the basis for not only The Company decision of operation but also the execution of rights and obligations with related parties. Thus, staff shall ensure documents and records sufficiently, accurately and timely submitted when required. Any conscious deceiving records or information supply or intentional document counterfeit are considered as violation of **The Code**.

Business and financial records of The Company shall satisfy the following requirements:

- Transactions must be recorded accurately and faithfully to appropriate accounts, accounting period and appropriate department
- Estimates, transactions and profits require sufficient and appropriate documents
- Reports submitted to the state authorities are required to be precise, timely and comprehensive
- No deceiving documents
- No manipulating in nature of transactions
- Any activities related to evading tax payment or violating local law are prohibited. All transactions are executed with actual service suppliers. Payment shall be implemented at the nation of suppliers where their incorporated operation occurs or in case that those suppliers sell or designate their accounts to other legal entities that are legalized by the local law. Other cases shall be confirmed by Chief Finance Officer and **Legal, Risk and Compliance Department (LRC)**.

Samples of violation of business and financial record accuracy

- Reports are adjusted to ignore bad business operations to reach proposed targets;
- During the life-time of project, data is recorded for temporary pro forma instead of reflecting actual performance of the project;
- Recorded operation expenses differ from reality.



2.3 Company Assets Protection

The Company assets include such **tangible assets** as money, machines, equipment, vehicles, building operation system, etc.; **intangible assets** including information assets such as intellectual property, confidential information; working hours, network system and software; etc.

Principles of Company assets in use:

- As FPT Software staff, you shall be aware of protecting assets and facilities designated by The Company to avoid any loss, damages or misusing purpose. The Company assets shall be used only for business purposes and for the interests of The Company; therefore, no personal purposes or use for any third party is allowed. Such as:
 1. No use of Money of The Company for personal purposes
 2. No personal business is allowed during working hours
 3. No use of computers or other Company assets for illegal, unethical or non-business purposes
 4. Theft of The Company assets, including tangible and intangible assets or embezzlement or report fraud of timing; theft of personal assets within working area - will result in **dismissal** or even **criminal proceedings**.
- No arranging personal gain from opportunities granted from employment or The Company assets and information.
- Compliance with every request, asset use and protection instruction by The Company or any third-party.
- No loan for **Executive Officers** is allowed. Any loan to other staff and officers of The Company shall be approved in written form by **Board of Directors** or **the Council authorized by Board of Directors**.
- In case The Company assets are in risk, you shall make immediate report to your direct manager or **Administration Department (ADMIN)** (in case of tangible asset) or **Information Security Management Department (ISM)** (in case of information asset, network system and software) or **Legal, Risk and Compliance Department (LRC)** (in other cases) for appropriate resolution.

Company's properties are specified as:

- Money of The Company;
- Products of The Company;
- Working hours;
- Network system, computers and software;
- Telephone, fax machine and other telecommunication devices;
- Photocopy, scan machines and office stationery;
- Vehicles of The Company;
- Tickets of music and sport programs and events;
- Exclusive information;
- Company trademarks;
- Customer's assets managed by The Company during project time;

Cases of misused purpose

- Wrong use of business trip expense – A salesman who permanently lives abroad goes back to Vietnam for his family's affair but then he claims The Company to reimburse all expenses of that trip as a business trip expense. This salesman uses The Company's asset, which is business trip expense, for wrong purpose.
- Wrong use of travel expense – a manager uses taxi for her private business but she claims The Company to reimburse this expense as a travel expense. This manager uses The Company's asset, which is travel expense, for wrong purpose.
- Wrong use of staff's working hours – a manager asks his staff to utilize working hours to develop his close friend's software. This manager uses working hours (which is The Company's asset) for wrong purpose.
- Wrong use of software – when being asked for help, a staff uses software discs owned by The Company to install on personal computer, he uses The Company's asset, which is the software in those software discs, for wrong purpose



2.4 Information utilization

FPT Software operates in information technology field, thus, information is significantly important asset. Staff shall bear responsibility for ensuring information confidentiality, consisting of any sale information, project information, technical information of products, personal information of staff, etc.

Violation of Information Security Regulation and leak of confidential information leads to the consequence of damage to The Company interest and competitive advantage, negative impacts on prominence and relationship between The Company and customers & partners. Therefore, you shall comply with requirements on receiving, using and handling with The Company information:

Samples of confidential information of The Company:

- Personal information of staff;
- Contract information, contractual value;
- New inventions, products, services;
- Business plans and strategies;
- Adjustments of Management Organization;
- Merger and Acquisition;
- Proposals;
- Financial figures;
- Production and operation expenses;
- Salary, payroll;

- Confidential information shall not be expressed to any third party except for business purpose. In the exception of business requirement, Non Discloser Agreement shall be signed;
- Confidential information can be disclosed to other staff of The Company within reasonable working scope;
- Responsibility of staff to protect The Company confidential information is obligated under any circumstances, even outside of working scope or after leaving the profession.

Confidentiality obligation is specified in Information Security Regulation of FPT Software.

Examples

- How do you handle when you accidentally receive an email containing data of salary of one or more people? Because you have no reason to receive or use such information, you should inform the sender that he/she made mistake and delete the email immediately. Your disclosure of this information is considered as violation of [The Code](#).
- A software engineer builds new software as required by The Company. He is so cheerful that he invites some old classmates to discuss about this software. However, he discloses the information which is not allowed to do so.

2.4.1. Personal information confidentiality

To the extent of law, The Company collects and manages personal information of staff concerning labor status, salary, bonus, health status, and other incentives. FPT Software develops as a global company without any information barriers between domestic basis and foreign areas, thus, your personal information can be transferred to any location of FPT Software for legal business operating.

The Company respects and protects the confidentiality of information from all staff, business customers and partners

Personal information requires handling with consideration and responsibility in accordance with legal regulations. Staff in charge of treating such confidential information shall comply with the following requirements:



- Implement business related to personal information in conformity with the law
- Comply with confidentiality obligations of personal information under concerning contracts
- Personal information shall be obtained, utilized and archived for business purpose only within reasonable time
- Limit accessibility and sharing of personal information
- Ensure personnel access and share information shall comprehend and undertake to fulfill confidentiality obligations
- Information owner can review and modify information archived by The Company, if necessary.
- Strict control on information to prevent leaking and disclosure

Personal Information Confidentiality obligations are specified in Information Security Regulation of FPT Software.

2.4.2. Inside Information and Insider Trading

The use or disclosure of any nonpublic or “inside” information about The Company or other company for your personal financial or other benefit is not only unethical, but it also may be a violation of law. Shares transaction based on confidential information of The Company or disclosure of such information, data and documents of The Company to any third party to acquire The Company shares are considered as illegal activity and might result in criminal proceedings.

2.4.3. Public Speaking and Interview Response

The Company operation could be under the observation of journalists, experts, analysts and others. Moreover, public information on the media is nowadays supervised and followed by colleagues, customers and State agencies. Once you post any information to the internet, it will be almost impossible for you to delete or change that data because it might be duplicated already, globally shared and it still might be seen in the internet in a long period of time.

Especially, please note that the information you have posted, announced or responded any interviews might cause confusion to the person received that information.

Therefore, you must ensure the following principles:

1. Speaking or posting information on social networks or forums or communications, shall be conducted with necessary cautions by your personal behalf and not consists of any expression on behalf of The Company, whether by act or speech. You only have permission to represent The Company when you are authorized by the Company representative.
2. Discussing about others or showing your personality in public forums need proper carefulness, do not publish information which could bring you or someone else into an uncomfortable or pessimistic situation
3. Complying with The Company’s provisions and guides about public announcement, responsibly interviewing or using social network services.

In case FPT Software staff is asked for The Company information provided to those parties - with or without fees – you shall not contact or answer to any inquiries of those without written approval by **Brand and Communication Management Department (BCM)** or **Business Development Department (FWB)** of The Company.



2.5 Intellectual property

FPT Software respects the intellectual property rights of any third party and requires all employees not only respect and protect the intellectual property rights of the Company but also respect and not infringe the intellectual property of any third party.

2.5.1. Software of FPT Software

In operating business with customer, you shall be aware of protecting IP rights related to software in possession of FPT Software. Intellectual Properties of FPT Software include all softwares that you created when working for The Company. The use of such softwares in operating business with the customer shall be approved by your Manager and, if necessary, consulted by **Legal, Risk and Compliance Department (LRC)**. Also, customer shall be informed about the software you use in works or projects of the customer.

Example:

A staff had developed X software as assigned by his Manager. Shortly thereafter, he had been designated to develop Y software for the customer. Because the software requested by the customer is somewhat similar to the X software, therefore, he used the X software as a solution in the Y software of the customer. However, he did not send the customer prior notice or give any evidence about the fact that the X software was developed independently before he joined the project of the customer. Therefore, FPT Software might have to grant the IP rights of the software to the customer.

2.5.2. Third party software

You should be cautious on using third party software, including commercial and open source software.

Software consists of computing programs, database and documents relating to any period of development. Software can be stored in physical devices (i.e. CDs, publications and other devices) or online downloadable and accessible.

Software license grants rights and obligations for user to implement, for instance, appropriate location and way to use the software; whether the software can be modified or distributed and essential right granted by FPT Software to related parties in use of that software. All terms and conditions of license agreement shall be considerably executed.

You shall deal with essential procedures to acquire a written approval by **Information Security Management (ISM)** before downloading software from any sources on the Internet to computers or devices of The Company or to support business operations. Also, you shall follow of necessary progresses before distributing, accessing or receiving software from inside and outside The Company should also be considered.

2.5.3. Open source software

License for open source software could apply obligations which may result in conflict of interest and inappropriate assignment of The Company's intellectual property. In case of participating in the development or utilization of open source software, you shall acquire a written approval of a specialist.

2.5.4. Trademark

FPT Software has own trademark –words, brands, symbols ...etc- used to define and distinguish The Company and The Company product. You shall recognize the requirement to utilize the trademark of FPT Software and other companies in appropriate way for business purposes.



To access detailed instructions of proper use and recognition of the trademark of FPT Software, you can seek for support from **Marketing, Communications and Partnership (MCP)** and to access detailed instructions of proper use and recognition of the trademark of any third party, you can seek for support from **Business Development Department (FWB)**. Furthermore, you should not use any quotes, names, symbols or designs of any trademarks without written approval by **Business Development Department (FWB)**.

3. External Conduct

3.1 Acting to customer and supplier

FPT Software respects cooperation with **Customer** and **Supplier**. The Company desires to create a cooperating environment for all customers and suppliers with fairness, respect and conformity with legal regulations.

For FPT Software customers, the biggest responsibility is to ensure the best quality of all provided products and services. FPT Software gains trust from customers who provide personal information and other information need to be protected. Such information shall be utilized in supplying goods and services to customers, as well as keeping the information confidential according to Confidentiality policy and regulation of The Company. Therefore, you shall be responsible for confidentiality of customer information:

- Protection of confidential and personal information of all customers in compliance with The Company's Confidentiality Rule, Agreement with Customers and legal regulations
- Use of customers personal information only be exploited for business purpose only and on reasonable basis
- Returns or disposal or removal of customers information as specified in The Company's regulation and Agreement with Customers

For FPT Software suppliers, procurement of goods and services as well as supplier selection requires actual demands, quality, prices and other specific and reasonable criteria, and comply with the Code of Conduct for Suppliers and Third Parties.

FPT Software is also with the expectation of customers and suppliers to comply and not to violate **The Code**.

3.2 Acting to Competitors

FPT Software ensures a fair and moral profit-approaching competition under compliance with competition law at any nations where exists business operation. For further comprehension of the local competition law, you can seek for support from **Legal, Risk and Compliance Department (LRC)**.

No illegal excavation of other company information allowed. As a FPT Software staff, you are encouraged to obtain, utilize and share information of competitions in strict condition of ensuring legality and ethics.



Information excavation as follow is prohibited:

- Illegal method to obtain competitive information as stealing, interception, record, corruption ...
- No acceptance, use or discloser on competitive information obtain or might obtain inappropriately, such information provided by the discloser of confidentiality agreement with the competitors of The Company.

Information of person, organization and company shall be utilized with caution and necessary awareness. Information shall be used to the limitation for The Company staff on only business purpose. In case of legal publishing the information, you shall considerately disclose personal or organization identity.

3.3 Acting to the Authority

Anti-Bribery Law is established in many nations to prevent individual or organization from gaining business advantages unfairly and inappropriately or violating the law by bribing payment and valuable gifts to the Authority. Bribery – in many nations – is considered as a crime with can result in imprisonment along with monetary penalty.

In order to ensure compliance to foreign affairs principles of The Company in terms of relation with the Authority, you can consult The personnel who is responsible for public affairs of The Company. No hiring on third party where exits bribery to the authority under the name of FPT Software.

Providing or giving any valuable things to the Authority requires written approval of **Legal, Risk and Compliance Department (LRC)**, such payment must be recognized by Company official account.

Any valuable things shall be considered to the authority, consisting of cash, gifts, meals, receptions, business opportunities, products of The Company, employment chances, and other relevance. Since there is no monetary threshold can be initially defined, so any amount or item might result the bribery offenses.



Former staff of a competitor company:

I have recruited a new staff who previously worked for The Company's competitor. So can I ask him for some information of that company?



You should consult **Legal, Risk and Compliance Department (LRC)**

for more details before asking any information from this new staff, especially when he is bound to a Non-disclosure Agreement with that company.

Bribery

Bribery is considered as giving or providing the Authority with any valuable things to affect the decisions, including payments for the authority to gain advantage for The Company or maintain business relation, or affecting audit, inspection, taxation or related documents.



4. Conflict of interest avoidance

FPT Software staff shall act for the most efficient interest of The Company. Conflict of interest occurs when your personal interest or your family interest might prevent you from acting for the most efficient interest of The Company.

Under any circumstance, you must ensure the general principle that making any act or decision must base on objective, independent basis and for the highest benefit of The Company; not under control of any party, benefit or relationship.

4.1 Conflict of interest with external activities

4.1.1. External Investment

FPT Software staff should avoid external investments which might affect decision on behalf of The Company. For a company which is customer, supplier or competitor of FPT Software:

- In case you are fully responsible for such transactions as a part of your FPT Software scope of business, you shall not establish any individual financial benefits with that company, except for a written approval by **Legal, Risk and Compliance Department (LRC)**.
- In case you are not fully responsible for such transactions as a part of your FPT Software scope of business, you can own up to 1% of that company capital.
- Possess more than 1% capital of any customers, suppliers or competitors of FPT Software can only be permitted with written approval of **Legal, Risk and Compliance Department (LRC)**.
- Approval of **Legal, Risk and Compliance Department (LRC)** for these interests and ownership shall be extended annually if your personal interest with those companies remains.

4.1.2. Serving as Director, member of Board of Management, member of Board of Directors of external organizations

You can serve as Director or member of Board of Management, member of Board of Directors of other external organizations for profit purposes only and must acquire a written approval by **Legal, Risk and Compliance Department (LRC)**. Approval shall be extended annually if that position serving maintains.

No written approval required for the following cases:

- To perform as Director or member of Board of Management, Board of Directors of other company under FPT Software requirement
- Staff or member of Board of Management of charity or non-profit organization, or family company, except for FPT Software customer, supplier or competitor.

4.1.3. Relatives and friends

If your relatives work or invest in a company which is FPT Software customer or supplier, there will be no conflict of interest unless:

- You have competent authority in such transactions with this company as part of your operating activity in FPT Software
- Your relatives make transactions with FPT Software under the name of that company



Both mentioned circumstances shall be noticed and acquire a written approval by **Legal, Risk and Compliance Department (LRC)**.

If your relatives work or invest in a company which is FPT Software competitor, you shall notice and acquire a written approval by **Legal, Risk and Compliance Department (LRC)**. Approval shall be extended annually if relations remain.

Who are relatives?

Spouses, parents, siblings, grandparents, offsprings, parents-in-law, son's wife or daughter's husband, partners living inland are considered relatives. People being dependent on your living or income state or vice versa are also relatives. Even members of other households who are not defined hereinafter, you need to ensure that your relationships have no effect on your assignments for the highest benefit of The Company.

If your relatives work or invest in a company which is FPT Software customer or supplier, you shall ensure no impact or influence from that relation to your performance for the most efficient interest of FPT Software. For any inquiries, please seek for support from your direct Manager or **Legal, Risk and Compliance Department (LRC)**.

Examples of interest conflict with relatives



Supplier selection

My brother works for company A, specialized in supplying office stationery; however, he has taken any transaction with FPT Software yet. And as a staff of Personnel Office, I have no relation with his company. But I have recently transferred to Procurement Office. So what should I do?



First of all, you need to immediately record the matter, restrict your participation in transactions with company A and notify your Manager and **Legal, Risk and Compliance Department (LRC)** about company A because your relationship might influence your procurement of office supplies for The Company. You should contact and acquire a written acceptance from **Legal, Risk and Compliance Department (LRC)** before executing any transaction with the company A. If all these solutions still can not resolve the risk of conflict of interest, then you have to completely remove your participation from the situation, and resignation may also be considered as the last solution to solving the matter.

4.1.4. Gifts, Amenities and other privilege

You shall not request or receive any commissions, payments, rebates, gifts, meals, privilege from customers, suppliers to yourself or your relatives since it might affect on your objective business decisions for the most efficient interest of The Company - even before, during and after the transactions between The Company and those customers or suppliers.

Receptions, presents and other privileges shall acquire a written approval by **Legal, Risk and Compliance Department (LRC)**.

Gifts:

- No exchange gifts for any promise or action to benefit customer or supplier
- No receive cash or equivalence to cash as voucher or shopping cheque
- No receive valuable presents. Such common gifts as a pen, a shirt with logo, or a small present basket on holiday... are acceptable
- Receive symbolic gifts as cup or statue recognizing business relationship
- Gifts or discounts for group of staff as part of mutual consent between The Company and Customer or Supplier are acceptable.



Meals, Amenities and other privilege:

- No exchange meals, amenities, privilege for any promise or action to benefit customer or supplier;
- Meals and amenities from customer and supplier are acceptable in the events of their participation with reasonable costs and fees to the extent of local custom; i.e. a local sporting event.
- When you are on receiving invitation to travel tour, events...you shall consult with your Manager for the importance of such participation. The Company shall consider and cover all the expenditures instead of the customer or supplier if necessary.

No allowance on direct or indirect offering or making any external payments (kickbacks) to staff or representatives of customers.

Examples of conflict of interest concerning gifts, meals and other receptions

- Q** *On occasion of incorporation anniversary, a supplier presents me a crystal memorial medal with its company name. So can I receive?*
- A** Yes, you can. But if the medal is much valuable, you should consult your **Manager** or **Legal, Risk and Compliance Department (LRC)**.
- Q** *As a staff in charge of procuring computers for The Company for years, I have recently been offered for an outland travel by the supplier. Could I agree?*
- A** This is an offer for only you, not a group of The Company's staff; hence, if you accept, you will violate **The Code** due to conflict of interest. You need to record the matter, refuse the offer and report the matter to your **Manager** and **Legal, Risk and Compliance Department (LRC)** for further advice.

4.1.5. Other activities outside The Company

You can work for other organizations as long as assuring no negative effects on your current performance in FPT Software. There might be conflict of interest that adversely impacts on efficiency of your performance in FPT Software or reputation and image of FPT Software or leak of FPT Software confidential information. You should refer to recruitment policy and other contract to understand limitation.

You shall not work or supply services or receive payments from any customers, suppliers or competitors of FPT Software without prior written approval from **Legal, Risk and Compliance Department (LRC)**. Approval shall be extended annually if the outside performance remains.

Before performing any speeches or presentations, you shall acquire a written approval by **Legal, Risk and Compliance Department (LRC)**:

- Contents shall describe your full or partial operation in FPT Software
- Participant at speech or presentation shall realize you as FPT Software staff

4.2 Conflict of interests in internal operation activities

4.2.1. Resources recruitment and utilization

The Resources recruitment and utilization must comply with the following principles:

- Resources recruitment and utilization shall meet the actual needs of the Company;
- Avoid discrimination in Resources recruitment and utilization;
- Resources recruitment and utilization shall be subject to clear objectives and requirements on Resources capacity, experience and skill.
- No influence which may affect the Resources recruitment and utilization result shall be accepted.



All activities that fail or threaten to fail the above mentioned provisions shall be considered as violations and will be handled according to the regulations of the Company.

Any individuals who take advantage of their position, job title or personal relationship at the Company to influence the in charge Parties in the Resources recruitment and utilization to obtain the privileges and benefits for themselves or their relatives are also considered violations of the above principles and shall be punished in accordance with Company’s regulations.

4.2.2. Internal inspection/audit activities

Internal inspection/ audit activities must comply with the following principles:

- The organization and operation of the auditor units must be independent of the auditee units. The auditor units shall ensure that its activities are free of any interference from any third parties in the course of assessment and reporting.
- Auditor unit, its leader and members who participate in the internal audit shall ensure head of unit and members participating in internal inspection and audit must be objectivity, genuine and faithfulness.

4.2.3. Procurement activities

The purchase of goods and services as well as the selection of suppliers must be made based on actual needs, quality, prices and criteria to be determined in a specific and appropriate manner. If you are responsible for selecting or negotiating with a supplier, you must comply with the Company’s procurement regulations, not allow personal benefit and personal relationship to interfere your ability to make decisions for the highest benefit of the Company.

4.2.4. Other internal activities

Other internal activities within the Company must ensure the general principles in order to avoid conflicts of interest.

Examples of conflicts of interest in internal operations

Q *Recruiting new employees – My task is to estimate and select IT engineers for a company's project. One of the candidates for this position was my husband's younger brother. What do I need to pay attention to?*

A In this case, the benefit of your family conflicts or might conflict with your responsibility to select the best candidate for the company. You shall immediately report this situation to your manager and request to change the person who conducting the evaluation and selection. Or you can contact the **Compliance Department (LRC)** for advice.

Q *Impact on recruitment decisions – I am an employee working in the recruiting department of the Company. Recently there is a candidate who is relative of a manager. What do I need to pay attention to?*

A In this case, your decision may be affected by the Manager. You should immediately report to your line Manager about this situation and ask an independent third party to participate in order to protect the integrity of the decision-making process and reporting to **Compliance Department (LRC)** for advice.

Q *Impact on job performance evaluation – In my department, there is an employee who is a relative of my superiors, now I need to evaluate this staff performance, what should I keep in mind?*

A The job performance of the staff under your management need to be objective and fair. In this case, there is a chance that you might make an assessment that is not based on the actual capacity of the employee. Therefore, you should immediately ask an independent third party to participate in the monitoring, review the integrity of the evaluation process and contact the **Compliance Department (LRC)** for advice.



4.3 Guidedance for dealing with interest conflict situations

When you find yourself have or might have an interest conflict situations, you should immediately consider and select the appropriate reaction following the below steps:

- Step 1:** Acknowledgement of possible interest conflict. This first step can't solve the conflict essential for current situation evaluation and decision making whether next steps are necessary or not.
- Step 2:**
 - a.** Restrain as much as possible your participation on these possible interest conflicts, for instance refrain from argument, voting for decision or access to information relating to such conflict of interest. If this situation occurs frequently or an ongoing conflict of interest is likely, other options may need to be considered.
 - b.** if it's impossible for you to limit your participation to such interest conflict or your limitation can't solve the possible interest conflict, an independent third party may need to be engaged to participate in, oversee, or review the integrity of the decision-making process.
- Step 3:**
 - a.** In case the conflicts cannot be solved by previous steps, your withdrawal might be the best option.
 - b.** Relinquishing the personal or private interests may be possible to ensure there is no conflict in your duty.
 - c.** Resignation may be an option if the conflict of interest cannot be resolved in any other way, particularly where private interests cannot be relinquished.

5. Corporate Social Responsibility

As a leading software company in Vietnam, FPT Software comprehends the importance in training and developing advanced human resource. FPT Software continually grants the youth resource approaching chance to technology evolution and chance for future profession, you can be granted scholarships, opportunity to join internships and on-skill training courses. FPT Software commits the balance between generating business profits and improving efficiency level on labors, enhancing living quality of the community & social and protecting the environment.

Environmental protection is responsibility and duty of each and every enterprise, organization, household and individual, including FPT Software. FPT Software always endeavors to create favorable conditions for employees to participate in environmental protection activities; inspect supervise the implementation of environmental protection activities as regulated by the law. In addition, raising public awareness, education along with proper measures are promoted in order to improve the sense of environmental protection in FPT Software, contribute to formation of proper lifestyle and habit of keeping environmental sanitation, as well as eliminating bad habit which may affect the environment. FPT Software employees are required to comply with the Company's Health and Safety (HSE) regulations as well as regulations on occupational safety and health and environmental protection of current labor law and environmental protection law.

Along with the above mentioned matters, in daily business activities, FPT Software also minimizes waste in the environment through activities such as periodic inspections, maintenance and maintenance of equipment to increase the age of machinery and equipment, bringing green to office environment, economical use of water resources, paper, electricity, etc.; implementation of company transportation by buses, limiting the use of personal transportation; etc.



6. Annotation

From time to time, the names of the departments mentioned in **The Code** may be altered. Please contact the re-named departments with the same function for your query. In the event that the name of the respective professional department cannot be identified, please contact the Human Resources Policies and Rewards (HRPR) for guidance on the information of the department in charge.

- **Administration Department (Admin):** or Shared Service Center (SSC) at your local office.
- **Executive officers:** are those who have authority over all operations of The Company
- **The Company or FPT Software:** includes FPT Software Company Limited and its subsidiaries in which FPT Software’s ownership is at least 51% charter capital.
- **Competitors:** are companies who have direct competition with FPT Software in the same field of business lines.
- **Compliance Council:** involves Heads of Production, Sales Departments and other functional offices of The Company.
- **Customers:** are FPT Software’s customers
- **The Authority:** are those working in state agencies or state government of the local country.
- **The personnel who is responsible for public affairs:** this person is often a staff of Administration Department (Admin) or Shared Service Center (SSC)
- **Suppliers:** FPT Software’s suppliers of goods and services

7. Reference channels

Concerning policies mentioned in **The Code** can be further referred in **FSOFT-QMS**:

1. **Access from Internet:** <http://eiso.ho.fpt.vn/Login.aspx?ReturnUrl=%2f>
2. **Access from internal network:** <http://qms.fsoft.com.vn/default.aspx>

Supportive channels when necessary:

1. **E-mail:** compliance@fpt.com
2. **Telephone hotline:** +84 (8) 37362323 / **Ext:** 54119

Read more about FPT Software’s Code of Business Conduct at: ethicsreporting.fpt-software.com

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*FPT Software has full authority to
revise contents of **The Code**.*

