| | |
|---|---|
| **FICO CORPORATION**<br>**JOINT STOCK COMPANY** | **SOCIALIST REPUBLIC OF VIETNAM**<br>Independence – Freedom – Happiness |
| No.: 132/NQ-HĐQT | *Ho Chi Minh City, 18 November 2026* |

# RESOLUTION

*Re: Public Tender Offer for Shares of Thanh Thanh Ceramic Tiles Joint Stock Company*

## BOARD OF DIRECTORS
## FICO CORPORATION – JOINT STOCK COMPANY

- *Pursuant to the Law on Securities No. 54/2019/QH14 adopted by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and its current amendments;*
- *Pursuant to the Law on Enterprises No. 59/2020/QH14 adopted by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its current amendments;*
- *Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities, and Decree No. 245/2025/ND-CP dated September 11, 2025, amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated December 31, 2020;*
- *Pursuant to Circular No. 118/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding a number of matters concerning securities offerings and issuance, public tender offers, share buybacks, registration and deregistration of public companies, and Circular No. 115/2025/TT-BTC dated December 15, 2025, amending and supplementing a number of articles of Circular No. 118/2020/TT-BTC dated December 31, 2020;*
- *Pursuant to the Charter of FICO Corporation – Joint Stock Company, approved by the General Meeting of Shareholders on September 28, 2016 and amended for the fifth time on November 3, 2026;*
- *Pursuant to the Corporate Governance Regulations of FICO Corporation – Joint Stock Company, issued by the Corporation's Board of Directors on October 27, 2016 and amended for the first time on April 22, 2021;*
- *Pursuant to Submission No. 279/TTr-FiCO dated October 9, 2026, from the General Director of FICO Corporation – Joint Stock Company regarding the public tender offer for shares of Thanh Thanh Ceramic Tiles Joint Stock Company;*
- *Pursuant to Meeting Minutes No. 114/BB-HĐQT dated October 13, 2026 and Meeting Minutes No. 131/BB-HĐQT dated 17 November 2026 of the Board of Directors of FICO Corporation – Joint Stock Company.*

Today, on 18 November 2026, at the office of FICO Corporation – Joint Stock Company, the Board of Directors convened and unanimously adopted the following Resolution:

## RESOLVES:

**Article 1: Approval is hereby granted for the public tender offer for shares of Thanh Thanh Ceramic Tiles Joint Stock Company, with the following details:**

1. Name of shares subject to the offer: Shares of Thanh Thanh Ceramic Tiles Joint Stock Company (TTC).
2. Class of shares: Ordinary shares.
3. Par value: VND 10,000 per share.
4. Ticker symbol: TTC.
5. Relationship between FICO Corporation – Joint Stock Company and Thanh Thanh Ceramic Tiles Joint Stock Company: FICO Corporation – Joint Stock Company is the parent company of Thanh Thanh Ceramic Tiles Joint Stock Company.
6. Total number and ownership ratio of TTC shares held by FICO Corporation – Joint Stock Company and its related persons before the tender offer: 3,354,000 TTC shares, equivalent to 56.45% of TTC's total outstanding shares, of which:
   - FICO Corporation – Joint Stock Company (FIC) currently holds 3,056,097 shares, equivalent to 51.44% of the total outstanding shares of Thanh Thanh Ceramic Tiles Joint Stock Company.
   - Hoa An Joint Stock Company (an associate of FIC) currently holds 297,903 shares, equivalent to 5.01% of the total outstanding shares of Thanh Thanh Ceramic Tiles Joint Stock Company.
7. Total number and ratio of TTC shares proposed to be acquired: 2,884,431 shares (equivalent to 48.56% of TTC's total outstanding shares).
8. Total number and ratio of TTC shares expected to be held by FIC and its related persons upon completion of the tender offer (if the entire number of registered TTC shares is successfully acquired): 5,940,528 shares, equivalent to 100% of TTC's total outstanding shares.
9. Class of shares registered for the tender offer: Ordinary shares that are freely transferable.
10. Offer price: VND 15,000 per share (depending on actual circumstances, the offer price may be adjusted by the Board of Directors of FICO Corporation – Joint Stock Company to comply with Point (a), Clause 1, Article 91 of Decree No. 155/2020/ND-CP dated December 31, 2020).
    - Pricing principle (pursuant to Point (a), Clause 1, Article 91 of Decree No. 155/2020/ND-CP dated December 31, 2020): The offer price must not be lower than the average reference price over the 60 consecutive trading days preceding

the date of submission of the public tender offer registration dossier, and must not be lower than the highest purchase price in any public tender offer for shares or closed-end fund certificates of the target company or target investment fund during this period.

- During the public tender offer, FIC may increase the offer price, if necessary, to protect the Company's interests in accordance with applicable laws and prevailing market conditions.

11. Funding source for the tender offer: The Corporation's own funds, specifically the Development Investment Fund of FICO Corporation – Joint Stock Company.

12. Purpose of the tender offer and proposed business and operational plan following the tender offer:

- Purpose of the tender offer: To maintain a long-term partnership with Thanh Thanh Ceramic Tiles Joint Stock Company to jointly promote the development of TTC's core business areas and continue to maintain TTC's operations as an efficient and reputable joint stock company in the market.

- Proposed business and operational plan following the tender offer: Continue implementing business and operational plans to develop TTC's existing business lines and sectors in accordance with the law. In addition, FICO Corporation – Joint Stock Company will support Thanh Thanh Ceramic Tiles Joint Stock Company in improving its production and business capabilities through the following measures:

  - Support Thanh Thanh Ceramic Tiles Joint Stock Company in managing receivables and payables, handling inventories, attracting additional major projects, etc., thereby improving its business efficiency;

  - Maintain employee policies and recruit additional workers to meet increased business output.

13. Commencement of the public tender offer registration and expected completion timeline:

- Commencement of acceptance of sale registrations in the public tender offer: After the State Securities Commission has notified FICO Corporation – Joint Stock Company (FiCO) in writing and published on its website that it has received the complete public tender offer registration dossier from FiCO, and FiCO has disclosed information about the public tender offer in accordance with law.

- Expected completion period of the tender offer/expected closing date for receipt of sale registrations: at least 30 trading days and no more than 60 trading days from the commencement date for accepting sale registrations specified in the Public Tender Offer Announcement.

14. Plan for handling a situation in which the number of shares offered to be purchased is less than the number of shares registered for sale: This situation will not arise, as

FICO is making a public tender offer for all remaining outstanding shares that are freely transferable and held by TTC shareholders, with the aim of increasing its ownership to a maximum of 100% of TTC's total voting shares.

15. Conditions for cancellation of the public tender offer: During the offer period, FICO Corporation – Joint Stock Company is entitled to request withdrawal of the published tender offer registration dossier if any of the following events occurs (as prescribed in Clause 1, Article 92 of Decree No. 155/2020/ND-CP dated December 31, 2020):
    - TTC, as the target company, increases the number of voting shares through the conversion of preference shares;
    - TTC, as the target company, decreases the number of voting shares;
    - TTC, as the target company, issues shares, convertible bonds, bonds with warrants, or subscription rights;
    - TTC, as the target company, sells corporate assets with a value equal to or greater than 35% of its total assets, based on the latest financial statements.
16. Payment timeline and method: Payment shall be made through the securities company appointed as the Public Tender Offer Agent, in accordance with the guidance of the Vietnam Securities Depository and Clearing Corporation and the Ho Chi Minh Stock Exchange, ensuring compliance with regulations on the transfer of ownership arising from a public tender offer under the regulations issued by the Vietnam Securities Depository and Clearing Corporation.

**Article 2: Approval is hereby granted for the appointment of the following securities company as the Public Tender Offer Agent:**

**Bao Viet Securities Joint Stock Company (BVSC)**

Head office: 72 Tran Hung Dao Street, Hoan Kiem Ward, Hanoi

Tel: (84-24) 3928 8080 Fax: (84-24) 3928 9888

Branch: 8th Floor, Bao Viet Group Building, 233 Dong Khoi Street, Sai Gon Ward, Ho Chi Minh City

Tel: (84-28) 3914 6888 Fax: (84-28) 3914 7999

Website: http://www.bvsc.com.vn

**Article 3: The Board of Directors assigns and authorizes the General Director of FiCO Corporation to:**

- Decide on the specific commencement date of the public tender offer and the completion timeline in accordance with the principles set out in Articles 1 and 2 of this Resolution.
- Carry out procedures relating to the share tender offer to ensure compliance with the Board of Directors' Resolution, the Company's Charter and applicable laws, including but not limited to: submitting the application dossier for the TTC share tender offer to the State Securities Commission; and amending, supplementing and

providing explanations regarding relevant dossiers and documents at the request of the State Securities Commission (if any).

- Carry out procedures for disclosure of information about the tender offer and reporting of the tender offer transaction results in accordance with regulations.
- Ensure and arrange funding (equity and other lawful funding sources) for the public tender offer in accordance with the required schedule and applicable laws.
- Direct FiCO's capital representative at Thanh Thanh Ceramic Tiles Joint Stock Company to coordinate information disclosure and complete all legal procedures relating to the transaction.
- Decide on and carry out all necessary matters and procedures relating to the TTC share tender offer, and report the results of the public tender offer to the Board of Directors.

Depending on the specific circumstances, the General Director is authorized to perform tasks relating to the share tender offer, ensuring compliance with applicable laws, the Company's Charter and the Resolution of the Board of Directors.

**Article 4: Implementation provisions**

- This Resolution supersedes Resolution No. 120/NQ-HĐQT dated October 20, 2026 of FICO Corporation – Joint Stock Company.
- This Resolution takes effect from the date of signing. The Board of General Directors, functional departments and relevant individuals shall be responsible for its implementation.

**Recipients:**
- *Members of the Board of Directors;*
- *Board of General Directors, Supervisory Board;*
- *Investment & M&A Department, Finance & Accounting Department;*
- *Archives.*

TỔNG CÔNG TY VẬT LIỆU XÂY DỰNG SỐ 1 - CÔNG TY CỔ PHẦN

Digitally signed by TỔNG CÔNG TY VẬT LIỆU XÂY DỰNG SỐ 1 - CÔNG TY CỔ PHẦN
DN: C=VN, S=HỒ CHÍ MINH, L=QUẬN 1, CN=TỔNG CÔNG TY VẬT LIỆU XÂY DỰNG SỐ 1 - CÔNG TY CỔ PHẦN, OID.0.9.2342.19200300.100.1.1=MST:0300402493
Reason: I am the author of this document
Location: your signing location here
Date: 2026-11-19 09:28:33
Foxit PhantomPDF Version: 10.0.0

**ON BEHALF OF THE BOD**
**CHAIRPERSON**

M.S.D.N: 0300402493 - C.T.C.P - TỔNG CÔNG TY VẬT LIỆU XÂY DỰNG SỐ 1 - CÔNG TY CỔ PHẦN - THÀNH PHỐ HỒ CHÍ MINH

Đỗ Thị Hiếu