

VIETNAM NATIONAL OIL AND GAS GROUP
PETROVIETNAM
–FERTILIZER AND CHEMICALS
CORPORATION

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom - Happiness

No.: 47/PBHC-HĐQT

Ho Chi Minh City, January 14th, 2016

Subject: Disclosing information on the
Resolution on implementing the Employee
Stock Option Plan (ESOP)

To:

- State Securities Commission of Vietnam;
- Ho Chi Minh City Stock Exchange.

Implementing Circular No. 155/2015/TT-BTC dated October 6, 2015 of the Ministry of Finance guiding the information disclosure on securities markets, PetroVietnam Fertilizer and Chemicals Corporation (stock code DPM) announces Resolution No. 22 /NQ-PBHC dated January 14, 2016 of the Board of Directors on implementing the Employee Stock Option Plan (ESOP) of PVFCCo in the document attached hereto.

Sincerely,

Recipient:

- As addressed;
- BOD Chairman, President & CEO, Supervisory Board;
- Divisions of Marketing & Communications, Finance - Accounting;
- Filed: Archives, BOD Office (TTV).

**INFORMATION DISCLOSED BY
VICE CHAIRWOMAN OF THE BOARD**

(signed)

Attachment:

- Resolution No. 22 /NQ-PBHC.

Nguyen Thi Hien

No.: 22/NQ-PBHC

Ho Chi Minh City, January 14th, 2016

RESOLUTION

**On approving the implementation of the Employee Stock Option Plan (ESOP) of
PVFCCo**

**THE BOARD OF DIRECTORS
–OF PETROVIETNAM FERTILIZER AND CHEMICALS CORPORATION**

Pursuant to:

- Enterprise Law No. 68/2014/QH13 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2014;
- Charter of PetroVietnam Fertilizer and Chemicals Corporation adopted by the founding General Meeting of Shareholders on June 30, 2007, last amended and supplemented in the annual General Meeting of Shareholders in 2015;
- Employee Stock Option Plan and program adopted by PVFCCo's General Meeting of Shareholders under Resolution No. 23/NQ-ĐHĐCĐ dated April 22, 2015;
- Proposal of the Executive Board of PVFCC's ESOP program and opinions of members of the Board of Directors,

RESOLVES:

Article 1: To implement the plan to issue 11,400,000 shares under ESOP of PVFCCo according to Resolution No. 23/NQ-ĐHĐCĐ dated April 22, 2015 of PVFCCo's General Meeting of Shareholders as follows:

- Number of shares to be issued: 11,400,000
- Total par value of shares to be issued: VND 114,000,000,000
- Total estimated mobilized capital on share issuance: VND 114,000,000,000
- Share type: Ordinary share
- Par value: VND 10,000/share
- Issuance price: VND 10,000/share
- Issuance timing: After approved by State Securities Commission of Vietnam, expected in Quarter 1 and Quarter 2 of 2016.
- Issued to: PVFCCo's employees, including the Board of Directors, Supervisory Board, Board of Management, managers from level of deputy chief of committees or higher and other employees contributing to PVFCCo's general development through the years and named in the list approved by the Board of Directors.
- Issuance method: under ESOP.
- Transfer restriction duration: 01 year from the completion date of issuance.
- Additional shares will be listed on Ho Chi Minh City Stock Exchange.

Article 2: Implementation provision

This resolution shall take effect from the signing date. Members of BOD, President & CEO of PVFCCo shall organize and implement the contents of this Resolution.

Recipients:

- As specified in Article 2;
- PVFCCo's Supervisory Board;
- Divisions: Finance - Accounting, Human Resource, Legal, Internal Technical;
- Filed: Archive, Office of BOD (TTV)

**P.P THE BOARD OF DIRECTORS
CHAIRMAN**

(signed)

Le Cu Tan