



MASAN CONSUMER CORPORATION
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**ENGLISH TRANSLATION
FOR REFERENCE PURPOSE ONLY**

PROPOSAL

AT THE 2021 ANNUAL GENERAL MEETING OF SHAREHOLDERS

***(Regarding: change of the Company’s organization and management structure;
amendment of the Charter, the Internal Regulation on Corporate Governance and
issue the Working Regulation of the Board of Directors)***

- Pursuant to the Law of Enterprise No. 59/2020/QH14 passed by the National Assembly of Social Republic of Vietnam on 17 June 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 passed by the National Assembly of Social Republic of Vietnam on 26 November 2019;
- Pursuant to the Charter of Masan Consumer Corporation (the “**Company**”) dated 26 April 2016 and its amendments from time to time;
- To enhance compliance as well as to approach the governance model of international practices;

We would like to present the 2021 Annual General Meeting of Shareholders to approve the proposal to change the Company’s organization and management structure; amend the Charter, the Internal Regulation on Corporate Governance and issue the Working Regulation of the Board of Directors to be in compliance with the current legal regulations and the Company’s business operations, specifically:

1. Change of the Company’s organization and management structure:

To approve change of the Company’s organization and management structure according to the model of General Meeting of Shareholders; Board of Directors and Chief Executive Officer. Details as follows:

The organization and management structure before change:	The organization and management structure after change:
1. General Meeting of Shareholders; 2. Board of Directors; 3. Supervisory Board; and 4. Chief Executive Officer.	1. General Meeting of Shareholders; 2. Board of Directors and Audit Committee under the Board of Directors; and 3. Chief Executive Officer.

2. Dismissal of the Supervisory Board of the term of 2019 – 2024:

To approve the dismissal of all members of the Supervisory Board of the term of 2019 – 2024 due to change of the Company’s organization and management structure as provided at Article 8.

3. Amendment of the Company's Charter:

- 3.1. To approve the amendment of the Company's charter in accordance with the provisions of the 2020 Law on Enterprises, the 2019 Securities Law and related guidelines documents. The new charter shall replace the old charter dated 26 April 2016 and its amendments from time to time.
- 3.2. To approve the amendment to the charter and record in the charter the new charter capital and the actual number of issued shares according to the implementation of the plan to increase the charter capital of the Company by the way of issuing shares to employees of the Company under the ESOP plan (in case of issuance of new shares).
- 3.3. To authorize the Board of Directors (and approve the re-authorization of the Board of Director to the Chairman), to draft and write the amendments to the Charter, and record in the Charter the charter capital and the total outstanding shares according to the number of ordinary shares to be actually issued as a result of the implementation of the plan to increase the charter capital by issuing shares to employees of the Company under the ESOP plan (in case of issuance of new shares).

4. Amendment of the Internal Regulation on Corporate Governance

- 4.1. To approve the amendment of the Internal Regulation on Corporate Governance (the "**Governance Regulation**") in accordance with the provisions of the 2020 Law on Enterprises, the 2019 Securities Law and related guidelines documents. The new Governance Regulation shall replace the old Internal Regulation on Corporate Governance dated 24 April 2018 of the Company.
- 4.2. To authorize the Chairman of the Board of Directors to sign the amendment of the Governance Regulation.

5. To approve the Working Regulation of the Board of Directors

- 5.1. To approve the Working Regulation of the Board of Directors in accordance with the provisions of the 2020 Law on Enterprises, the 2019 Securities Law and related guidelines documents.
- 5.2. To authorize the Chairman of the Board of Directors to sign the Working Regulation of the Board of Directors.

Ho Chi Minh City, 11 March, 2021

ON BEHALF OF THE BOARD

CHAIRMAN

(Signed and sealed)

DANNY LE