

MASAN CONSUMER CORPORATION  
No.: 01/2021/NQ-DHDCD-MSSOCIALIST REPUBLIC OF VIETNAM  
Independence – Freedom – Happiness

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*Ho Chi Minh City, ..... April, 2021***RESOLUTIONS OF THE 2021 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
MASAN CONSUMER CORPORATION****THE GENERAL MEETING OF SHAREHOLDERS**

- 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 approved by the General Meeting of Shareholders of MaSan Consumer Corporation (the “**Company**”) on April 26, 2016, as amended from time to time; and
- Pursuant to the Meeting Minutes of the 2021 Annual General Meeting of Shareholders dated ..... April 2021.

**RESOLVED**

**Article 1.** To approve the Board of Directors’ report on management and performance results of the Board of Directors in 2020.

**Article 2.** To approve the Supervisory Board’s report on the Company’s business results and performance results of the Board of Directors, Chief Executive Officer (“**CEO**”) in 2020.

**Article 3.** To approve the 2020 financial statements of the Company audited by KPMG Company Limited.

**Article 4.** To approve the following 2021 business plan of the Company on a consolidated basis:

	<b>Plan 2020</b> <i>(VND billion)</i>	<b>Actual 2019</b> <i>(VND billion)</i>	<b>Growth Rate</b>
Net Sales	27,000 – 30,500	23,343	16% – 31%
Net profit after tax attributable to equity holders of the Company (Normalized)	5,000 – 5,500	4,520	11% – 22%

**Article 5.** To approve 2020 year-end dividend distribution of the Company as follows:

1. To distribute 2020 dividends in cash: 45% (VND4,500/share).

2. Timing for payment of the rest 2020 dividend: within 6 months from the day the General Meeting of Shareholders approves the distribution plan. The dividend may be paid all at once or through multiple payments.
3. To designate the Board of Directors, and allow the Board of Directors to authorize the Chairman or the Chief Executive Officer, to consider and choose specific timing for payment of dividend in accordance with the distributable net profit and legal regulations on finance and enterprise.

**Article 6.** To approve the dividend advance in 2021. To authorize the Board of Directors, subject to the business results, business plan and optimizing cash flow, to decide at its sole discretion all matters related to the advance of dividend in 2021, including whether or not to implement the dividend advance, percentage of dividend to be advanced, timing, payment method and other matters related to the advance of dividend for the shareholders.

**Article 7.** To approve the selection of KPMG Company Limited to be the Company’s auditing firm for the financial year 2021.

**Article 8.** 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.

**Article 9.** 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.

**Article 10. Amendment of the Company’s Charter:**

- 10.1. 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.
- 10.2. 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 as provided in Article 16 below (in case of issuance of new shares).
- 10.3. 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 as provided in Article 16 below (in case of issuance of new shares).

**Article 11. Amendment of the Internal Regulation on Corporate Governance**

- 11.1. 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.
- 11.2. To authorize the Chairman of the Board of Directors to sign the amendment of the Governance Regulation.

**Article 12. To approve the Working Regulation of the Board of Directors**

- 12.1. 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.
- 12.2. To authorize the Chairman of the Board of Directors to sign the Working Regulation of the Board of Directors.

**Article 13.** To approve the increase of the number of members of the Board of Directors for the term of 2019 – 2024 to 7 members and additional election of 2 members of the Board of Directors.

**Article 14.** To approve the appointment of Ms. Nguyen Thi Thu Ha and Ms. Nguyen Thu Hien as the members of the Board of Directors for the term of 2019 – 2024.

**Article 15.** To approve the remuneration for the members of the Board of Directors and the Supervisory Board of the Company in 2021: VND0 and projected budget plan for operational expenses of the Board of Directors and the Supervisory Board in 2021 is not higher than VND2 billion.

**Article 16.** To approve the issuance plan of shares under the employee stock option plan (ESOP) as follows:

**1. Issuance plan:**

- Purpose of the issuance: issuance of new shares to the employees of the Company, subsidiaries companies, and affiliated companies within Masan Group to recognize their contribution to the Company, subsidiaries companies, and affiliated companies over the last year.
- Plan of using the proceeds from the issuance: the proceeds from the issuance will be used to increase charter capital, for business requirements and supplementing the Company’s working capital.
- Type of shares to be issued: ordinary shares.
- Par value: VND10,000/share.
- Proposed timeline of the issuance: within 2021 or first 4 months in 2022.
- Issuance method: new shares will be issued directly to the employees by issuance of new shares and/or sell treasury shares.

- Proposed number of shares to be issued: up to 1% of the Company's total outstanding shares.
  - Issuance price: VND70,000/share.
  - Subscribers: employees of the Company, subsidiaries companies, and affiliated companies entitled to take part into the ESOP approved in accordance with the paragraph 5 below.
  - Lock-up: all of new shares issued under the ESOP shall be restricted from transferring within 1 year from the date of completion of the issuance.
2. To approve the increase of charter capital of the Company that is equivalent to the total par value of the actually issued shares (in case of issuance of new shares).
  3. To approve the amendment of the Charter regarding the new charter capital based on the total par value of the actually issued shares (in case of issuance of new shares).
  4. To approve the additional depository and trading registration of the actually issued shares at the Vietnam Securities Depository and on Ha Noi Stock Exchange.
  5. To delegate to the Board of Directors, and to allow the Board of Directors to authorize the Chairman:
    - to promulgate policy on issuance of new shares to the employees under the ESOP;
    - to decide the total number of shares to be issued in accordance with the issuance plan and the applicable laws; to decide list of employees participating in the program; specific number of shares to be allocated to each employee and timing for implementation;
    - to implement necessary procedures to register the new charter capital with the Department of Planning and Investment of Ho Chi Minh City (in case of issuance of new shares), to implement additional depository of the actually issued shares at the Vietnam Securities Depository and additional trading registration of the actually issued shares on the Ha Noi Stock Exchange;
    - to supplement or change the issuance plan at the requests of the State Securities Committee of Vietnam and/or for the compliance purposes with applicable regulations; and
    - to decide other matters and implement other actions in relation to the issuance of shares under the ESOP as deemed necessary by the Board of Directors or the Chairman or the Chief Executive Officer.

**Article 17.** To approve the transactions between the Company and its related parties:

1. In order to achieve greater synergies by leveraging the operational platforms of the whole Masan Group, including the Company's and those of its subsidiaries companies or affiliated companies, which is expected to bring commercial and strategic benefits to the Company and its shareholders, to approve the following intercompany transactions which are entered into in compliance with laws and the value of each transaction is under the authorization of the General Meeting of Shareholders as provided in the Charter and relevant laws (the "**Related Transactions**"), including and without limitation the transactions listed below between/among the Company and (i) Masan Group Corporation and/or its subsidiaries or affiliated companies; (ii) MasanConsumerHoldings Company Limited and/or its subsidiaries or affiliated companies; (iii) Masan MEATLfi Corporation and/or its subsidiaries or affiliated companies; (iv) Masan Horizon Company Limited and/or its subsidiaries or affiliated companies; (v) VCM Services and Trading Development Joint Stock Company and/or its subsidiaries or affiliated companies; (vi) The Sherpa Company Limited and/or its

subsidiaries or affiliated companies; (vii) subsidiaries or affiliated companies of the Company; and/or (viii) other subsidiaries companies or affiliated companies within Masan Group:

- a. transactions of sale and purchase of goods, machinery, equipment, materials;
- b. service agreements to serves as a trade promotion agent, distribute samples to end-consumers for testing;
- c. transactions of transfer of ownership, right of use with respect to trademarks, innovations, technical improvements, copy rights and other intellectual properties whether registered or not;
- d. transactions for support to pay the investment and/ or operating costs (the “**Costs**”) and the Costs will be reimbursed in accordance with accounting standards as provided by the laws;
- e. rental agreements for plants, machinery and equipment;
- f. outsourcing agreements;
- g. transactions of cost sharing/allocation; pursuant to which the shared/allocated costs shall include, without limitations, information technology services costs, management costs, other services fees, and operation costs which are actually incurred, all on an arm-length basis and allocated by agreements among the companies in a transparent, fair and reasonable manner, and in accordance with market practices and compliance with applicable laws;
- h. transactions of borrowing, loan, sale and purchase of bonds issued by the Company, subsidiaries companies or affiliated companies within Masan Group as mentioned in the introduction paragraph of this Article, or bonds issued by other organizations; and
- i. on the basis of optimizing the treasury and finance function of the parties, (i) transactions of guarantee, pursuant to that any company provides a guarantee for other company(ies) within Masan Group; and (ii) transactions of pledge and mortgage, pursuant to that any company uses its assets to secure for obligations of other company(ies) within Masan Group.

For the purpose of this Article, a subsidiary or an affiliated company shall mean a subsidiary or an affiliated company as listed in the consolidated financial statements of each company from time to time.

2. To authorize the Chairman of the Board or the Chief Executive Officer and allow the Chairman of the Board or the Chief Executive Officer to reauthorize other management personnel of the Company:
  - a. to decide specific terms and conditions of the Related Transactions and agreements, contracts, documents in relation to the Related Transactions, including the amendments, supplements, termination, novation thereof (if any); and;
  - b. to sign and implement the Related Transactions and agreements, contracts, documents in relation to the Related Transactions, including the amendments,

supplements, termination, novation thereof (if any).

**Article 18.** To optimize the Company's cash management, and to maximize yield on the Company's cash, approve the investment in, purchase of, and sale of bonds (including transactions on secondary market with respect to bonds issued by affiliated and member companies within Masan Group), certificates of deposit, and other assets in accordance with the applicable laws (the "**Investment Transactions**"), and to authorize Chairman of the Board or the Chief Executive Officer, and allow the Chairman of the Board or the Chief Executive Officer to reauthorize other management personnel of the Company:

1. to decide specific terms and conditions of the Investment Transactions and agreements, contracts, documents in relation to the Investment Transactions, including the amendments, supplements, termination, novation thereof (if any); and
2. to sign and implement the Investment Transactions and agreements, contracts, documents in relation to the Investment Transactions, including the amendments, supplements, termination, novation thereof (if any).

**Article 19.** The Board of Directors, the Supervisory Board and the management board shall be responsible for implementing these resolutions.

**Article 20.** These resolutions shall take effect from the signing date.

**O.B.H. GENERAL MEETING OF  
SHAREHOLDERS  
CHAIRMAN OF THE BOARD OF  
DIRECTORS**

**DANNY LE**