

MASAN CONSUMER CORPORATION  
No.: 02/2021/NQ-DHDCD-MSSOCIALIST REPUBLIC OF VIETNAM  
Independence – Freedom – Happiness

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*Ho Chi Minh City, 28 April, 2022***RESOLUTIONS OF THE 2022 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 1 April 2021, as amended from time to time; and
- Pursuant to the Meeting Minutes of the 2022 Annual General Meeting of Shareholders dated 28 April 2022.

**RESOLVED**

**Article 1.** To approve the Board of Directors’ report on management and performance results of the Board of Directors in 2021.

**Article 2.** To approve the report on activities of the independent member of the Board of Directors in the Audit Committee in 2021.

**Article 3.** To approve the financial statements of the Company for the year ended on 31 December 2021 which is audited by KPMG Company Limited.

**Article 4.** To approve the following 2022 business plan of the Company on a consolidated basis:

*Unit: VND billion*

<b>Contents</b>	<b>2022 Plan</b>
Net revenue	32,500 – 38,000
NPAT - Pre MI	5,900 – 6,800
NPAT - Post MI	5,800 – 6,700

**Article 5.** To approve 2021 year-end dividend distribution of the Company as follows:

- 2021 dividend ratio: 0%.

**Article 6.** To approve the dividend advance in 2022 from retained earnings. 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 2022, 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 appoint one of the following auditing firms as the Company's auditing firm for the financial year 2022 and authorize the Board of Directors, and to allow the Board of Directors to authorize the Chairman or CEO to decide and execute audit service agreement with one of these auditing firms:

- KPMG Limited;
- Deloitte Vietnam Company Limited;
- PwC (Vietnam) Limited; and
- Ernst & Young Vietnam Limited.

**Article 8.** To approve the dismissal of Mr. Nguyen Dang Quang from the position of member of the Board of Directors of the Company for the term 2019 - 2024 due to his resignation (the dismissal takes effect from the date of resignation, 1 September 2021).

**Article 9.** To approve the decrease of the number of members of the Board of Directors for remaining term of the period of 2019 – 2024 to 6 members.

**Article 10.** To approve the remuneration for the members of the Board of Directors in 2022: VND0 and projected budget plan for operational expenses of the Board of Directors, including committees under the Board of Directors (if any), in 2022 is not higher than VND2 billion.

**Article 11.** 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 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 2022 or first 4 months in 2023.
- 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: VND85,000/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 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 (in case of issuance of new shares).
  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 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, 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 (in case of issuance of new shares);
    - 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 12.** 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 those of the Company, its subsidiary 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, transactions with the Company's related persons 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 (the "**Related Transactions**"), including and without limitation the transactions listed below between/among the Company and (i) Masan Group Corporation and/or its subsidiary companies or affiliated companies; (ii) The Sherpa Company Limited and/or its subsidiary companies or affiliated companies; (iii) MasanConsumerHoldings Company Limited and/or its subsidiary companies or affiliated companies; (iv) Mobicast Joint Stock Company and/or its subsidiary companies or affiliated companies; (v) Wincommerce General Commercial Services Joint Stock Company and/or its subsidiary companies or affiliated companies; (vi) Masan MEATLife Corporation and/or its subsidiary

companies or affiliated companies; (vii) Masan Horizon Corporation and/or its subsidiary companies or affiliated companies; (viii) Nui Phao Mining Company Limited and/or its subsidiary companies or affiliated companies; (ix) shareholders holding more than 10% of the Company's total ordinary shares and/or such shareholders' related persons; (x) members of the Board of Directors, CEO, other management personnel (if any) and their related persons; (xi) companies which members of the Board of Directors, CEO, other management personnel (if any) are owners or own a capital contribution portion or shares; (xii) companies which related persons of members of the Board of Directors, CEO, other management personnel (if any) are owners or jointly own or separately own a capital contribution portion or shares of more than ten (10) per cent of charter capital; (xiii) shareholders owning fifty one (51) or more per cent of the total number of voting shares or their related persons; and (xiv) other subsidiary companies, 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 the Company from time to time.

**2.** To authorize the Chairman or CEO:

- 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 13.** In order to optimize the Company’s cash management, and to maximize yield on the Company’s cash, to approve the investment in, purchase of, and sale of bonds (including transactions on secondary market with respect to bonds issued by subsidiary companies or affiliated companies within Masan Group), certificates of deposit, and other assets of which the value of each transaction is under the authorization of the General Meeting of Shareholders as provided in the Charter (the “**Investment Transactions**”), and to authorize Chairman or CEO:

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 14.** Change of business lines of the Company:

1. To approve the change of the business lines of the Company as follows:

STT	Business lines after change
1	Producing animal, poultry and aquatic feed <i>Details: Food processing</i>
2	Manufacture of other chemical products not elsewhere classified <i>Details: Production of flavorings, production of chemicals in the field of food additives (except for the production of basic chemicals) (not operating at the head office)</i>
3	Wholesale of other household appliances <i>(except for the export, import and distribution of goods on the list of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise the right to export or to import, distribution rights in accordance with the law)</i>
4	Manufacture of other food products not elsewhere classified <i>Details: Food processing. Production of spices (not produced at the headquarters)</i>
5	Producing non-alcoholic beverages, mineral water <i>Details: Producing non-alcoholic beverages (not produced at the headquarters)</i>
6	Beverage wholesale <i>Details: Wholesale of non-alcoholic beverages</i>
7	Synthetic wholesale <i>Details: Wholesale of household and personal care products. Wholesale of perfumes, cosmetics and hygiene products. Wholesale of cleaning supplies and chemicals (except for strong toxic chemicals and businesses can only do business since they fully meet the conditions prescribed by law and must ensure that they meet those conditions in during operation); Purchase and sale of machinery, means of transport, spare parts, raw materials, department stores, electronics, computers, office machines, agro-forestry-</i>

	<i>fisheries, rubber, textiles, handicrafts fine arts and crafts (according to Decision No. 64/2009/QĐ-UBND dated July 31, 2009 and Decision No. 79/2009/QĐ-UBND dated October 17, 2009 of the People's Committee of Ho Chi Minh City); (except for the export, import and distribution of goods on the list of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise the right to export or to import), distribution rights in accordance with the law)</i>
8	Producing products from plastic <i>Details: Producing plastic packaging (except Producing foam insulation using R141b gas, using HCFC-141b pre-mixed polyol)</i>
9	Food wholesale <i>Details: Trading food, foodstuffs, food technology (following Decision No. 64/2009/QĐ-UBND dated July 31, 2009 and Decision No. 79/2009/QĐ-UBND dated July 17/ October 2009 of the People's Committee of Ho Chi Minh City); (except for the export, import and distribution of goods on the list of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise the right to export or to import), distribution rights in accordance with the law).</i>
10	Processing and preserving meat and meat products <i>Details: Food processing</i>
11	Processing and preserving vegetables <i>Details: Food processing</i>
12	Processing and preserving aquatic products <i>Details: Food processing</i>
13	Manufacture of pasta, noodles and similar products <i>Details: Food processing</i>
14	Producing food, ready-to-eat food <i>Details: Food processing</i>
15	Other specialized wholesale not elsewhere classified <i>(except wholesale of gas cylinders, liquefied petroleum gas (LPG), lubricant residues, gold bars, guns, ammunition used for hunting or sports and metal coins; excluding wholesale of chemicals. substance at the headquarters; Comply with Decision No. 64/2009/QĐ-UBND dated July 31, 2009 of the People's Committee of Ho Chi Minh City and Decision No. 79/2009/QĐ-UBND dated October 17/ 2009 of the People's Committee of Ho Chi Minh City approving the planning of agricultural products in the area of Ho Chi Minh City); (except for the export, import and distribution of goods on the list of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise the right to export or to import), distribution rights in accordance with the law)</i>

2. To approve the amendments to the Charter of the Company (the section on business lines) corresponding to the change of the business lines mentioned above.
3. To authorize any person to be one of the two legal representatives of the Company:
  - (i) to execute registration of the change of the business lines in accordance with the law;
  - (ii) to decide all necessary issues and sign documents related to the change of business lines mentioned above (including amendments, supplements, changes in wording when necessary in accordance with the law or at the request of competent authorities).

**Article 15.** The Board of Directors, the Supervisory Board and the management board shall be responsible for implementing these resolutions.

**Article 16.** These resolutions shall take effect from the signing date.

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

**DANNY LE**