

DRAFT

**ENGLISH TRANSLATION
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MASAN CONSUMER CORPORATION
No.: 01/2024/NQ-DHDCD-MS

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

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Ho Chi Minh City, 25 April 2024

**RESOLUTIONS OF THE 2024 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**” or “**Masan Consumer**”) on 1 April 2021, as amended from time to time; and
- Pursuant to the Meeting Minutes of the 2024 Annual General Meeting of Shareholders dated 25 April 2024.

RESOLVED

Article 1. To approve the Board of Directors’ report on management and performance results of the Board of Directors in 2023.

Article 2. To approve the report on activities of the independent member of the Board of Directors in the Audit Committee in 2023.

Article 3. To approve the financial statements of the Company for the year ended on 31 December 2023 which is audited by KPMG Company Limited.

Article 4. To approve the following 2024 business plan of the Company on a consolidated basis:

Unit: VND billion

Contents	2024 Plan
Net revenue	31,500 – 34,500
NPAT - Pre MI	7,300 – 7,500

Article 5. To approve 2023 year-end dividend distribution of the Company as follows:

- 2023 dividend percentage in cash with payout ratio: 100% (1 share received 10,000 VND), detailed as follows:
 - 45% has been advanced in accordance with resolutions of the Board of Directors No. 06/2023/NQ-HĐQT-MS dated 7 July 2023, with total payment: 3,224,459,209,500 VND and paid on 14 August 2023.
 - The rest 55% will be paid within 6 months of the day the General Meeting of Shareholders approves the distribution plan. The dividend may be paid all at once or through multiple payments. 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 appoint one of the following auditing firms as the Company's auditing firm for the financial year 2024 and authorize the Board of Directors, and to allow the Board of Directors to authorize the Chairman or CEO to select and decide and enter into audit service agreement with one of these auditing firms:

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

Article 7. To approve the remuneration for the members of the Board of Directors in 2024: VND0 and projected budget plan for operational expenses of the Board of Directors, including committees under the Board of Directors (if any), in 2024 is not higher than VND2 billion.

Article 8. To approve the listing of bonds issued by the Company under public offerings (if any) as follows:

1. To approve the listing of bonds issued by the Company under public offerings in 2024 and before the 2025 Annual General Meeting of Shareholders on the Vietnam Stock Exchange and/or its subsidiary companies in accordance with applicable laws.
2. To designate the Board of Directors, and to allow the Board of Directors to authorize the Chairman or the Chief Executive Officer to decide and implement necessary works, and procedures in relation to the listing of the bonds.

Article 9. To approve The Sherpa Company Limited (a member company of Masan Group) to purchase up to an additional 5% of the total voting shares of the Company without having to do a tender offer.

Article 10. To approve the issuance plan of shares under the employee stock option plan of the Company:

1. Issuance plan:
 - Purpose of the issuance: issuance of shares to the employees of the Company and its subsidiaries under the employee stock option plan to increase charter capital, for

business requirements and supplementing the Company's working capital and recognize their contribution to the Company, its subsidiaries over the last year, motivate employees to successfully complete their tasks.

- 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 2024 or first 4 months in 2025.
 - 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: VND10,000/share.
 - Subscribers: employees of the Company and its subsidiaries entitled to take part into the ESOP approved in accordance with the paragraph 5 below.
 - Plan to handle the number of shares that are not fully distributed: In case the employees do not exercise their right to buy or do not buy all the entitled shares, it will be assigned to the Board of Directors and allow the Board of Directors to authorize the Chairman of the Board of Directors or the General Director to issue these unpurchased shares to other employees in the original list at the same price and/or record the actual purchase amount and complete the issuance.
 - 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 Clearing Corporation 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 or the Chief Executive Officer:
 - 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 employee standards, list of employees participating in the program; determination principle and specific number of shares to be allocated to each employee and timing for implementation;
 - to approve the plan to ensure the issuance of shares to meet the regulations on foreign ownership ratio in the case of issuing shares to employees who are foreign investors;
 - 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 Clearing Corporation and additional trading registration of the

actually issued shares on the Ha Noi Stock Exchange (in case of issuance of new shares);

- to deal with unsubscribed shares;
- to supplement or change the issuance plan at the requests of the state authorities 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 11. To approve the to approve the listing of the Company's shares on the Ho Chi Minh Stock Exchange as follows:

1. To approve the listing of all outstanding shares of the Company (at the time of listing registration) on the Ho Chi Minh Stock Exchange in accordance with current legal regulations.
2. To assign the Board of Directors, and allow the Board of Directors to authorize the Chairman of the Board of Directors or the Chief Executive Officer, to choose the time and organize the implementation of all procedures and sign documents related to the listing of the Company's shares on the Ho Chi Minh City Stock Exchange according to regulations, including but not limited to the following:
 - (i) Select an appropriate consulting organization according to the law to advise on stock listing (including consulting on listing registration documents);
 - (ii) Decision to sign relevant documents to carry out stock listing;
 - (iii) Decision to amend, supplement and explain all contents according to the provisions of law related to the listing (including decisions on contents not yet mentioned in this proposal, if any);
 - (iv) Decide on the expected listing price (reference price on the first trading day) and timing for listing;
 - (v) Decide on the time and procedures to cancel the Company's stock trading registration on the UpCom trading system after the decision to approve listing at the Ho Chi Minh City Stock Exchange;
 - (vi) Decide on other issues arising to complete the listing of the Company's shares in accordance with the law; and
 - (vii) Take necessary actions (within the allowable scope and in accordance with the provisions of law) to ensure that the Company fully satisfy regulations on stock listing.

Article 12. To approve the number of members of the Board of Directors for the term of 2024 - 2029 comprising of 6 members.

Article 13. To approve the election of the following persons as members of the Board of Directors for the term of 2024 - 2029:

1. Mr./Ms. _____;

2. Mr./Ms. _____;
3. Mr./Ms. _____;
4. Mr./Ms. _____;
5. Mr./Ms. _____; and
6. Mr./Ms. _____.

Article 14. The Board of Directors and the management board shall be responsible for implementing these resolutions.

Article 15. These resolutions shall take effect from the signing date.

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

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