



MASAN CONSUMER CORPORATION
Address: No. 23 Le Duan Street, Ben Nghe Ward, District 1,
Ho Chi Minh City, Vietnam
Tel: (84-28) 62 555 660 Fax: (84-28) 38 109 463

**ENGLISH TRANSLATION
FOR REFERENCE PURPOSE ONLY**

PROPOSAL
AT THE 2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS
(Regarding: the issuance plan of shares under the employee stock option plan)

- 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**”).

We would like the 2024 Annual General Meeting of Shareholders 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.

Ho Chi Minh City, 18 April 2024

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN OF THE BOARD**

(Signed and sealed)

DANNY LE