

MASAN CONSUMER CORPORATION
No.: 01/2020/NQ-DHDCD-MSSOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

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*Ho Chi Minh City, June 30, 2020***RESOLUTIONS OF THE 2020 ANNUAL GENERAL MEETING OF SHAREHOLDERS
MASAN CONSUMER CORPORATION****THE GENERAL MEETING OF SHAREHOLDERS**

- Pursuant to the Law on Enterprises 2014 and its implementing documents;
- Pursuant to the Law on Securities 2006 and its implementing documents;
- 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 2020 Annual General Meeting of Shareholders dated June 30, 2020.

RESOLVED

Article 1. To approve the Board of Directors’ report on management and performance results of the Board of Directors in 2019.

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 2019.

Article 3. To approve the 2019 financial statements of the Company audited by KPMG Company Limited.

Article 4. To approve the following 2020 business plan of the Company on a consolidated basis:

	Plan 2020 <i>(VND billion)</i>	Actual 2019 <i>(VND billion)</i>	Growth Rate
Net Sales	23,000 – 24,500	18,488	24% – 33%
Net profit after tax attributable to equity holders of the Company (Normalized)	4,600 – 4,900	4,026	14% – 22%

Article 5. To approve the 2019 year-end dividend distribution of the Company as follows:

- (i) To distribute 2019 dividends in cash: VND3,954,257,548,608, in which VND782,096,830,608 paid in 2019. The total of remaining cash dividend for 2019 (after subtracting the advance of VND782,096,830,608 paid in 2019) is 45% (VND4,500/share).

- (ii) Timing for payment of the rest 2019 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.
- (iii) To designate the Board of Directors, and allow the Board of Directors to authorize the Chairman, 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 2020. 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 2020, 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 authorize the Board of Directors to consider and establish a dividend policy to result in an annual dividend distribution, including advance of dividend, which may be applied from the financial year 2020 onwards and in accordance with annual business plan, the distributable net profit and legal regulations on finance and enterprise.

Article 8. To approve the selection of KPMG Company Limited to be the Company's auditing firm for the financial year 2020.

Article 9. To approve the remuneration for the members of the Board of Directors and the Supervisory Board of the Company in 2020: VND0 and projected budget plan for operational expenses of the Board of Directors and the Supervisory Board in 2020 is not higher than VND2 billion.

Article 10. To approve the issuance plan of new 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 2020 or first 4 months in 2021.
- Issuance method: new shares will be issued directly to the employees of the Company, subsidiaries companies, and affiliated companies.
- Proposed number of shares to be issued: up to 1% of the Company's total outstanding shares.
- Issuance price: VND50,000/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.

2. To approve the increase of charter capital of the Company that is equivalent to the total par value of the actually issued 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.
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, 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 new shares under the ESOP as deemed necessary by the Board of Directors or the Chairman.

Article 11. 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 and allow the Chairman 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 12. 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 subsidiaries 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 and relevant laws (the “**Investment Transactions**”), and to authorize Chairman, and allow the Chairman 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 12. 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, and allow the Chairman 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 13. The Board of Directors, the Supervisory Board and the management board shall be responsible for implementing these resolutions.

Article 14. These resolutions shall take effect from the signing date.

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

TRUONG CONG THANG