



MASAN CONSUMER CORPORATION
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**ENGLISH TRANSLATION
FOR REFERENCE PURPOSE ONLY**

PROPOSAL

AT THE 2020 ANNUAL GENERAL MEETING OF SHAREHOLDERS

(Regarding: the issuance plan of new shares under the employee stock option plan)

- Pursuant to the Law of Enterprise No. 68/2014/QH13 passed by the National Assembly of Social Republic of Vietnam on 26 November 2014;
- Pursuant to the Securities Law No. 70/2006/QH11 passed by the National Assembly of Social Republic of Vietnam on 29 June 2006;
- Pursuant to the Charter of Masan Consumer Corporation (the “**Company**”).

We would like the 2020 Annual General Meeting of Shareholders to approve the the issuance plan of new shares under the employee stock option plan of the Company:

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.

Ho Chi Minh City, June 20, 2020

ON BEHALF OF THE BOARD

CHAIRMAN

(Signed and sealed)

TRUONG CONG THANG