



MASAN CONSUMER CORPORATION

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**ENGLISH TRANSLATION
FOR REFERENCE PURPOSE ONLY**

PROPOSAL

AT THE 2020 ANNUAL GENERAL MEETING OF SHAREHOLDERS

(Regarding: the transactions between the Company and its related parties)

- 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 transactions between the Company and its related parties as follows:

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).

Ho Chi Minh City, June 20, 2020

ON BEHALF OF THE BOARD

CHAIRMAN

(Signed and sealed)

TRUONG CONG THANG