

**DRAFT**

**ENGLISH TRANSLATION  
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**MASAN CONSUMER CORPORATION**  
No.: 02/2025/NQ-DHDCD-MS

**SOCIALIST REPUBLIC OF VIETNAM**

Independence – Freedom – Happiness

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*Ho Chi Minh City, 25 April 2025*

**RESOLUTIONS OF THE 2025 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 2025 Annual General Meeting of Shareholders dated 25 April 2025.

**RESOLVED**

**Article 1.** To approve the Board of Directors’ report on management and performance results of the Board of Directors in 2024.

**Article 2.** To approve the report on activities of the independent member of the Board of Directors in the Audit Committee in 2024.

**Article 3.** To approve the financial statements of the Company for the year ended on 31 December 2024 which is audited by KPMG Company Limited.

**Article 4.** To approve the following 2025 business plan of the Company on a consolidated basis:

*Unit: VND billion*

<b>Contents</b>	<b>2025 Plan</b>
Net revenue	33,500 – 35,500
NPAT - Pre MI	7,300 – 7,800

**Article 5.** To approve 2024 year-end dividend distribution of the Company as follows:

- 2024 dividend with the total amount of VND 6,884,059,014,500 (already paid in 2024), equivalent to the ratio of 95%/share (1 share received VND 9,500) at the time of payment.

**Article 6.** To approve the advance of 2025 dividends from retained earnings of the Company, with a maximum dividend advance of 60% (i.e. 1 share will receive a maximum 2025 dividend advance of VND 6,000). 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 2024 dividend, including including whether or not to make the dividend advance, the ratio of dividends to be advanced, number of payment phases, timing, payment method and other matters related to the advance of dividends to the shareholders.

**Article 7.** To appoint one of the following auditing firms as the Company's auditing firm for the financial year 2025 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 8.** To approve the remuneration for the members of the Board of Directors in 2025: VND0 and projected budget plan for operational expenses of the Board of Directors, including committees under the Board of Directors (if any), in 2025 is not higher than VND2 billion.

**Article 9.** 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 recognize their contribution to the Company, its subsidiaries over the last year, motivate employees to successfully complete their tasks and long-term commitment to the Company and its subsidiaries.
- Plan of using the proceeds from the issuance: the proceeds from the issuance will be used to increase charter capital, for business requirements through the 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 2025 or first 4 months in 2026.
- Issuance method: new shares will be issued directly to the employees.
- Proposed number of shares to be issued: up to 0.5% of the Company's total outstanding shares.
- Issuance price: VND10,000/share.

- Subscribers: employees of the Company and its subsidiaries with outstanding achievements, making special contributions to the production and business activities of the Company and its subsidiaries, bringing long-term growth value to the Company and its subsidiaries.
  - Criteria for employees to participate in the Employee Stock Option Plan:
    - ✓ The number of ESOP shares distributed to each employee is based on the following criteria:
      - Contribution to the development of the Company and its subsidiaries;
      - Assigned responsibilities and workload;
      - Results of completing work of departments and individuals;
      - Position;
      - Salary; and
      - Rank.
    - ✓ The Board of Directors shall base on the above criteria to decide in detail the evaluation criteria, principles for determining the number of shares distributed to each employee and the list of employees participating in the ESOP.
  - 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 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.
  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 Clearing Corporation and on the Stock Exchange.
  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 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 Stock Exchange;

- 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;
- 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;
- The Board of Directors is authorized the Chairman of the Board of Directors or the Chief Executive Officer to perform one or more of the above tasks.

**Article 10.** To approve the amendment of the Company's Charter:

1. To approve the amendment of the Company's charter in accordance with the provisions of the 2020 Law on Enterprises, the 2019 Securities Law and related guidelines documents. The new charter shall replace the old charter dated 1 April 2021 and its amendments from time to time.
2. To approve the amendment to the charter and record in the charter the new charter capital and the actual number of issued shares according to the implementation of the plan to increase the charter capital of the Company by issuing shares to employees of the Company under the ESOP Program.
3. To authorize the Board of Directors (and approve the re-authorization of the Board of Director to the Chairman), to draft and write the amendments to the Charter, and record in the Charter the charter capital and the total outstanding shares according to the number of ordinary shares to be actually issued as a result of the implementation of the plan to increase the charter capital by issuing shares to employees of the Company under the ESOP Program.

**Article 11.** To approve the amendment of the Internal Regulation on Corporate Governance:

1. To approve the amendment of the Internal Regulation on Corporate Governance (the "**Governance Regulation**") in accordance with the provisions of the 2020 Law on Enterprises, the 2019 Securities Law and related guidelines documents. The new Governance Regulation shall replace the old Internal Regulation on Corporate Governance dated 1 April 2021 of the Company.
2. To authorize the Chairman of the Board of Directors to sign the amendment of the Governance Regulation.

**Article 12.** The Board of Directors and the management board shall be responsible for implementing these resolutions.

**Article 13.** 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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