



MASAN CONSUMER CORPORATION
Address: No. 23 Le Duan Street, Ben Nghe Ward, District 1,
Ho Chi Minh City, Vietnam
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PROPOSAL
AT THE 2025 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 2025 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 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 Finance 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.

Ho Chi Minh City, 4 April 2025

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN OF THE BOARD

(signed and sealed)

DANNY LE