



MASAN CONSUMER CORPORATION
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PROPOSAL

AT THE 2026 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 2026 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 the charter capital, serving the Company’s business operation needs through the supplementation of working capital and/or the repayment of the Company’s short-term and long-term debts, including but not limited to payments to suppliers and repayment of short-term and long-term borrowings.
- Type of shares to be issued: ordinary shares.
- Par value: VND10,000/share.
- Proposed timeline of the issuance: within 2026 or first 4 months in 2027. Authorize the Board of Directors to decide on the specific issuance date.
- Proposed number of shares to be issued: up to 12,944,935 shares (equivalent to a maximum of 1% of the total issued shares of the Company), including 32,583 treasury shares and up to 12,912,352 newly issued shares.
- Issuance price: VND10,000/share.
- Subscribers: staff/ 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:

- Criteria 1: Contribution to the development of the Company and its subsidiaries;
 - Criteria 2: Assigned responsibilities and workload;
 - Criteria 3: Results of completing work of departments and individuals;
 - Criteria 4: Position;
 - Criteria 5: Salary; and
 - Criteria 6: Rank.
- ✓ The principles for determining the number of shares distributed to each employee and the evaluation criteria are as stipulated in Appendix 01 attached.
 - ✓ 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 newly issued shares.
 3. To approve the amendment of the Charter regarding the new charter capital based on the total par value of the actually newly issued shares.
 4. To approve the additional depository and listing of the actually newly issued shares at the Vietnam Securities Depository and Clearing Corporation and on the Hochiminh Stock Exchange.
 5. To authorize the Board of Directors:
 - to determine the specific timing for implementation;
 - to promulgate policy on issuance of shares to the employees under the ESOP based on the contents approved by the General Meeting of Shareholders;
 - to decide the total number of shares to be issued under the ESOP and the appropriate number of newly issued shares in accordance with the issuance plan and applicable laws;
 - to decide the list of employees eligible to participate in the ESOP Program; and the number of shares to be allocated to each eligible person in accordance with the principles for determining the number of shares allocated to each employee as approved by the General Meeting of Shareholders. In the event that any employee on the list is allocated a number of shares exceeding the number of treasury shares, the Board of Directors shall have the right to select a specific employee and allocate all treasury shares to such employee, provided that the total number of shares allocated to employees ensures compliance with the plan and principles approved by the General Meeting of Shareholders.
 - to decide on the plan to ensure compliance with foreign ownership ratio regulations and to carry out necessary tasks and procedures to ensure that the share issuance complies with the Company's foreign ownership limits in case shares are issued to employees who are foreign investors;
 - to decide on the plan for handling any undistributed shares;

- to carry out necessary procedures for reporting the issuance of new shares to employees and reporting the issuance results to the State Securities Commission;
- to carry out the necessary procedures for the transfer of treasury shares to the selected employees;
- to carry out necessary procedures for registering the increase of charter capital corresponding to the newly issued shares with the Department of Finance, registering additional depository of the newly issued shares with the Vietnam Securities Depository and Clearing Corporation, and additional listing of the newly issued shares with the Hochiminh Stock Exchange;
- to decide on the specific use of the proceeds from the sale of treasury shares and the issuance of new shares under the ESOP;
- to supplement or change the issuance plan at the requests of the state authorities and/or for compliance purposes with applicable regulations;
- to decide on other matters and perform other actions deemed necessary by the Board of Directors in connection with the share issuance under the ESOP;
- 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, 3... April 2026

ON BEHALF OF THE BOARD OF DIRECTORS *[Signature]*

CHAIRMAN OF THE BOARD



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APPENDIX 01:

PRINCIPLES FOR DETERMINING THE NUMBER OF SHARES TO BE DISTRIBUTED FOR EACH EMPLOYEE

The distribution of ESOP shares is carried out according to the following principles:

Principle 1: Distribution of shares according to 04 groups of employees, including:

- Group 1: The group of employees who bring value to shareholders including business efficiency, strategic initiatives and capital mobilization for the Company and its subsidiaries.
- Group 2: Employees with business development initiatives including building long-term partnerships with investors, allocating capital effectively, managing risk, investing in strategic business areas, and promoting talent; introducing new product development innovations and bringing positive effects; technological innovations and initiatives, helping to improve products and improve production efficiency.
- Group 3: Group of employees who concurrently hold other working positions in the same company in the Group or at two or more companies in the Group.
- Group 4: The group of employees who have participated in each specific project in the previous year.

Principle 2: In each group of employees classified according to principle 1 above, the number of shares allocated to each employee is determined according to the following criteria:

- Group 1: The number of shares distributed to each employee in Group 1 is calculated based on 5 criteria:

- The Company's Business Result Ratio (Criteria 1):

Company Business Results	The company's business result ratio (a)
Failure to meet the Business Plan	Up to 0.65
Achieving a low-level business plan	0.65 – 0.8
Within the framework of the business plan at the low and high level	0.8 – 0.9
Meet or exceed the business plan at a high level	0.9 – 1.0

- Coefficient of departmental work completion results (Criteria 3):

Results of completing the work of the department	Departmental Completion Result Coefficient (b)
Failure to meet KPI plans	Up to 0.6
Achieving a business plan	0.6 – 0.8
Exceeding the business plan	0.8 – 1.0

- Rank coefficient, including position, salary and rank (Criteria 4,5,6):

Rank	Tier Score	Rank coefficient (1 point = coefficient 0.0001) (c)
Employee Rank (rank 5)	1 - 7	0.0001 – 0.0007
Employee Rank (rank 4)	8 - 20	0.0008 – 0.002

Rank of Team Leader, Head of Department (rank 3)	30 - 50	0.003 – 0.005
Rank of manager, professional director (rank 2)	60 - 90	0.006 – 0.009
Rank of Board of Directors, Executive (rank 1)	100 - 200	0.01 – 0.02

- Work coefficient (Criteria 2, 3): is a coefficient that shows the nature of the work (assigned responsibilities and the amount of work in charge), the results of the individual's contribution to the development of the Company and its subsidiaries, the importance of each employee to the results and efficiency of completing the work of the department and the business results of the Department in 2025.

Nature of work, level of contribution, importance	Job Factor (d)
Less important	0.1 – 0.49
Important	0.5 – 0.99
Very important	1 - 2

- Coefficient of individual work completion results (Criteria 3):

Note: For employees who have worked for less than 6 months, the KPI coefficient will be divided by 2.

Results of individual work completion	Individual Job Completion Result Coefficient (e)
Failing KPIs	0.11 – 0.49
Achieve KPI plans	0.5 – 0.70
Exceeding KPI plans	0.71 – 0.99
Exceeding KPI (excellent)	1 or more

- Employees who successfully complete their work, exceed the plan, and bring significant contributions to the development of the Company and its subsidiaries will be distributed an additional amount of shares as follows (Criteria 1):

Results of individual work completion	Number of additional shares distributed (g)
Exceeding the KPI plan with a coefficient of 1 – 1.04	100,000
Exceeding the KPI plan with a coefficient of 1.05 - 1.09	150,000
Exceeding the KPI plan with a coefficient of 1.1 - 1.14	200,000
Exceeding the KPI plan with a coefficient of 1.15 - 1.19	250,000
Exceeding the KPI plan with a coefficient of 1.2 - 1.24	300,000
Exceeding the KPI plan with a coefficient of 1.25 - 1.29	350,000
Exceeding the KPI plan with a coefficient of 1.3 or more	380,000

Formula for calculating ESOP shares of each person in this group: Based on 05 criteria mentioned above, the shares purchased by each employee are determined according to the following formula (rounded):

$$ESOP_i = \text{Maximum total ESOP shares} \times (a) \times (b) \times (c) \times (d) \times (e) + (g)$$

In which:

- ESOP_i: The number of ESOP shares of the employee (i) is entitled to buy
- Maximum total number of ESOP shares: is the total maximum number of ESOP shares issued approved by the General Meeting of Shareholders, equal to 12,944,935 shares (up to 1% of the total issued shares of the Company)
- (a): Business result coefficient of the member company where employee (i) works
- (b): It is the coefficient of the work completion result of the employee's department (i)
- (c): It is the rank coefficient of the employee (i)
- (d): It is the work coefficient of the employee (i)
- (e): It is the coefficient of the Employee's individual work completion result (i)
- (g): Number of shares Employee (i) will be distributed due to excellent completion of work in 2025

To ensure that the number of issued shares does not exceed the number of shares allowed to be issued, the number of ESOP shares of each person in this group will be rounded down to the unit row.

- Group 2: The number of shares distributed to each employee in Group 2 is calculated based on 3 criteria:
 - Business development initiative efficiency,
 - Position rank coefficient,
 - Individual contribution coefficient.

This time, the Company did not issue ESOP shares to this group.

- Group 3: The number of shares distributed to each employee in Group 3 is calculated based on 3 criteria:
 - Part-time position multiplier,
 - Part-time time coefficient,
 - The coefficient of the individual's work results.

This time, the Company did not issue ESOP shares to this group.

- Group 4: The number of shares distributed to each employee in Group 4 is calculated based on 3 criteria:
 - Project efficiency coefficient,
 - Position rank coefficient,
 - Individual contribution coefficient.

This time, the Company did not issue ESOP shares to this group.

The formula for calculating ESOP shares and the principle of determining the number of issued shares of each employee:

- **The maximum number of ESOP shares issued** by employees is the total number of shares that employees are issued in each group.

After allocating shares according to the standards, principles and criteria in this Regulation, depending on the important nature of the position and personnel capacity, the Board of Directors will balance and adjust the number of final ESOP shares allocated to employees if necessary.

