

**Code** NAF  
**Company name** Nafoods Group Joint Stock Company  
**Date** 06/29/2019  
**Subject** Resolution of Annual General Meeting 2019

Content:

Nafoods Group Joint Stock Company announces the resolution of Annual General Meeting 2019, which was convened on April 20, 2019 as follows:

**1. Approving reports on business performance in 2018 and business plan for 2019:**

**1.1 Business performance in 2018:**

No.	Item	Value <i>(billion dong)</i>
1	Revenue	607.55
2	Profit after tax	40.43
3	Dividend	15%

**1.2. Business plan for 2019:**

No.	Item	Ratio
1	Revenue	Increasing at least 50% compared to 2018
2	Profit after tax	Increasing at least 25% compared to 2018
3	Dividend	10% - 15%

- 2. Approving report on the BODs activities in 2018 and plan for 2019.**
- 3. Approving report from the Board of Supervisors in 2018 and plan for 2019.**
- 4. Approving the audited financial statements in 2018.**
- 5. Approving the profit distribution plans:**

**5.1. The profit distribution plan for 2018:**

No.	Item	Amount (VND)	Ratio
1	Total accumulated undistributed profit until 31/12/2018	90,938,393,396	

2	Stock dividend payment	54,449,580,000	15%/charter capital
3	ESOP	18,149,860,000	5%/charter capital
4	Investment & development fund	9,093,839,340	10%/profit after tax
5	Bonus & welfare fund	4,546,919,670	5%/profit after tax
6	Retained profit after tax	4,968,194,386	

5.2. The profit distribution plan for 2019:

- Dividend: 10% - 15%/charter capital
- Investment & development fund: 15% - 20%/profit after tax
- Bonus and welfare fund: 5%/profit after tax

6. Approving the remuneration of the Board of Directors and Board of Supervisors in 2018 and plan for 2019.

7. Approving the selection of independent audit company to audit NAF's financial statements in 2019.

8. Approving the report on the fact that the Board Chairman will concurrently hold the position of CEO.

9. Approving the plan for stock dividend payment:

- Stock type: common stock
- Par value: VND10,000
- Estimated issue volume: 5,444,958 shares (15% of total outstanding shares)
- Value: VND54,449,580,000
- Issue ratio: 100:15 (Those who own 100 shares will receive 15 new shares)
- Plan to deal with fractional shares: The distributed shares will be rounded down. The fractional shares (if any) will be canceled.
- Issue date: in 2019

10. Approving the employee stock ownership plan for 2018 (ESOP 2018):

- Stock type: common stock
- Par value: VND10,000

- Estimated issue volume: 1,814,986 shares (5% of total outstanding shares)
- Value: VND18,149,860,000
- Issue date: in 2019

**11. Approving the private placement of preferred shares to International Finance Corporation (IFC):**

- Stock type: preferred stock
- Par value: VND10,000
- Estimated issue volume: 15,000,000 preferred shares
- Value: VND150,000,000,000
- Issue date: in 2019

**12. Approving the exemption from purchase rights of existing shareholders in the private placement to IFC.**

**13. Approving the private placement of common shares to Endurance Vietnam Capital I**

- Stock type: common stock
- Par value: VND10,000
- Estimated issue volume: 765,580 shares (2.11% of total outstanding shares)
- Value: VND7,655,800,000
- Selling price: VND15,000/share
- Restriction period: 01 year
- Issue date: in 2019

**14. Approving the resignation and additional election of members of the Board of Directors:**

- Approving the resignation of Ms. Phan Thi Minh Chau as Member of the Board of Directors from April 20, 2019.
- Electing Mr. Pham Duy Thai as Member of the Board of Directors from April 20, 2019.
- Electing Mr. Ryan Walter Galloway as Member of the Board of Directors from April 20, 2019.

**15. This resolution was approved by the 2019 Annual General Meeting of Shareholders.**