

ENGLISH TRANSLATION

MASAN GROUP
CORPORATION
No.: 99/2019/NQ-HDQT

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness
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Ho Chi Minh City, 21 May 2019

**RESOLUTIONS OF THE BOARD OF DIRECTORS
MASAN GROUP CORPORATION**

THE BOARD OF DIRECTORS

- Pursuant to the Law on Enterprises No. 68/2014/QH13 approved by the National Assembly on 26 November 2014;
- Pursuant to the Charter of Masan Group Corporation (the “**Company**”) dated 25 April 2014, as amended from time to time (the “**Charter**”); and
- Pursuant to the Counting minutes of letters to the members of the BOD No. 98/2019/BBKP-HDQT dated 21 May 2019.

RESOLVES

Article 1. In order to achieve greater synergies by leveraging the operational platforms of the whole Masan Group, including those of the Company, its subsidiaries and affiliated companies, which is expected to bring commercial and strategic benefits to the Company and its shareholders, approving the following intercompany transactions which are entered into in compliance with laws and the value of each transaction is under the authorization of the Board of Directors as provided in the Company’s Charter and relevant laws (the “**Related Transactions**”), including and without limitation the transactions listed below between/among the Company and (i) MasanConsumerHoldings Company Limited and/or its subsidiaries, affiliated companies; (ii) Masan Nutri-Science Corporation and/or its subsidiaries, affiliated companies; (iii) Masan Horizon Company Limited and/or its subsidiaries, affiliated companies; and (iv) other subsidiaries, affiliated companies within Masan Group:

1. transactions for sale and purchase of goods;
2. transactions for transfer of ownership, right of use with respect to trademarks, innovations, technical improvements, copy rights and other intellectual properties whether registered or not;
3. transactions for cost sharing; pursuant to which the shared 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; and
4. transactions for borrowing, loan, sale and purchase of bonds issued by the Company, subsidiaries, affiliated companies within Masan Group as provided in the introduction paragraph of this Article, guarantee, pledge and mortgage on the

basis of optimizing the treasury and finance function of the parties.

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 the Company from time to time.

Article 2. To designate Mr. Nguyen Dang Quang – Chairman and CEO or Mr. Nguyen Thieu Nam – Deputy CEO:

1. 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
2. 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).

Article 3. To optimize the Company’s cash management, and to maximize yield on the Company’s cash, approving the transactions of investment in, purchase of, and sale of bonds (including transactions on secondary market with respect to bonds issued by subsidiaries, affiliated companies within Masan Group), certificates of deposit, and other assets of which the value of each transaction is under the authorization of the Board of Directors as provided in the Company’s Charter and relevant laws (the “**Investment Transactions**”).

Article 4. To designate Mr. Nguyen Dang Quang – Chairman and CEO or Mr. Nguyen Thieu Nam – Deputy CEO:

1. to decide specific terms and conditions of the Investment Transactions and agreements, contracts, documents in relation to the Investment Transactions, including the amendments, supplements, termination, novation thereof (if any); and
2. to sign and implement the Investment Transactions and agreements, contracts, documents in relation to the Investment Transactions, including the amendments, supplements, termination, novation thereof (if any).

Article 5. The Board of Management, relevant individuals and departments are responsible for implementing these Resolutions.

Article 6. These Resolutions are effective from the date hereof.

**O.B.H THE BOARD OF DIRECTORS
CHAIRMAN**

[signed and sealed]

NGUYEN DANG QUANG