**HSA: Extraordinary General Mandate 2023**

On November 20, 2023, Hestia Joint Stock Company announced General Mandate No. 43/2023/NQ-DHDCD/HSA as follows:

Article 1: Approve Proposal No. 34/2023/TTr-HDQT/HSA of the Board of Directors of Hestia Joint Stock Company dated November 15, 2023 on approving the amendment of the Company's charter. The amended content at Point a Section 1 Article 38 of the Company's Charter has been approved by the General Meeting and takes effect immediately.

Article 2: Approve Mr. Le Van Viet's resignation from the positions of Chair of the Board of Directors and member of the Board of Directors for the term 2020-2025.

Article 3: Approve Proposal No. 30/2023/TTr-HDQT/HSA of the Board of Directors of Hestia Joint Stock Company dated November 15, 2023 on approving the appointment and resignation of members of the Board of Directors. The content of electing 3 additional members of the Board of Directors has been adjusted and approved, specifically as follows:

* Number of existing members of the Board of Directors: 03 (including the above two members of the Board of Directors - Ms. Tran Phuong Dung and Mr. Le Van Viet - Chair of the Board of Directors, who have submitted their resignation letters and are waiting for the General Meeting to approve).
* Number of additional elected members of the Board of Directors: 03
* Expected number of members of the Board of Directors after additional election: 06 In case the General Meeting approves the resignation letters of Ms. Tran Phuong Dung and Mr. Le Van Viet, there are 04 remaining members.

Article 4: Approve Proposal No. 17/2023/TTr-HDQT/HSA of the Board of Directors of Hestia Joint Stock Company dated September 25, 2023 on changing the legal representative.

Article 5: Approve Proposal No. 31/2023/TTr-HDQT/HSA of the Board of Directors of Hestia Joint Stock Company dated November 15, 2023 on the plan on share issuance to increase share capital out of owner’s equity to outstanding shareholders:

1. Share issue plan

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| 1. Name of Issuer: | Hestia Joint Stock Company |
| 2. Name of share to be issued: | Shares of Hestia Joint Stock Company |
| 3. Type of share to be issued: | Common share |
| 4. Share par value: | VND 10,000/share |
| 5. Charter capital before issuance: | VND 78,727,270,000 |
| 6. Number of outstanding shares: | 7,872,727 shares |
| 7. Number of treasury shares: | 0 shares |
| 8. Number of shares expected to be issued: | 18,060,000 shares |
| 9. Total value of shares expected to be issued according to par value: | VND 180,600,000,000 |
| 10. Issue method: | Issue shares to increase share capital from the source of owners’ equity |
| 11. Expected issue rate: | 229.3995%, corresponding to the rights exercise rate of 1,000,000:2,293,995, accordingly, based on the record date to allocate the rights, shareholders owning 01 share will be entitled to 01 rights to receive shares; shareholders receive 2,293,995 new shares for every 1,000,000 rights they own. |
| 12. Capital source for the implementation: | From accumulated share premium as of December 31, 2022, based on the Audited Financial Statements 2022 and ensuring compliance with legal regulations. |
| 13. Subject of the issuance: | Existing shareholders named on the list of shareholders at the record date to exercise the rights to receive shares to increase share capital from the source of owners’ equity. |
| 14. Rights transfer: | The rights to receive shares to increase share capital from the source of owners’ equity are not allowed to be transferred; treasury shares (if any) are not entitled to exercising the rights. |
| 15. Handling of arising fractional shares (if any): | Shares to increase share capital from the source of owners’ equity for existing shareholders will be rounded down to the unit. Fractional shares arising (if any) will be disposed of.  For example: Shareholder Tran Duc B owning 534 HSA shares will receive: 534x2.293995 = 1,224.993, rounded to 1,224 HSA shares; the fractional shares will be disposed of.  The positive difference value between HSA's expected distributed share premium and the actual total value of shares distributed to existing shareholders will be retained in HSA's source of share premium. |
| 16. Plan on using the capital obtained from the issuance: | After completing the issuance, the increased charter capital will be used for the purpose of supplementing capital for the Company's business activities. |
| 17. Expected implementation time: | After approval of the State Securities Commission. |
| 18. Related restrictions: | Additional shares issued to increase share capital out of owner’s equity are not subject to transfer restrictions. Shares in transfer restriction status (if any) can still be used to receive shares from the issuance. |
| 19. Depository registration and additional trading registration of issued shares: | Additional issued shares will be additionally registered at the Vietnam Securities Depository and Clearing Corporation and additionally registered for trading at the Stock Exchange under applicable laws. |

1. Approve the authorization for the Board of Directors to implement

The General Meeting approves authorizing the Board of Directors to decide to implement the following tasks:

* Decide on amendment and supplement to the issue plan (including total issue value from the source of share premium) approved by the General Meeting; prepare, amend and explain all dossiers and procedures related to the issuance at the request of regulatory agencies (if any) to implement the issue plan to achieve the highest efficiency, in accordance with the Company's business practices, relevant legal regulations, the Company's charter and the Company's shareholder rights.
* Decide when to record the list of shareholders to exercise the rights, time and progress of share issuance, time to register additional trading and deposit additional shares, ensuring shareholder benefits.
* Actively carry out relevant legal procedures after completing the capital increase: change the Business Registration License, amend the charter capital section in the Company's Charter of Organization and Operation and other relevant legal documents according to the provisions of law.
* Other related works (if arising).
* Depending on each specific case, the Board of Directors can authorize the General Manager to implement one or more of the specific tasks mentioned above.

Article 6: Approve Proposal No. 18/2023/TTr-HDQT/HSA of the Board of Directors of Hestia Joint Stock Company dated September 25, 2023 on changing the name and Head office’s address of the Company. At the same time, authorize the Board of Directors to decide and implement the assigned contents.

Article 7: Approve Proposal No. 19/2023/TTr-HDQT/HSA of the Board of Directors of Hestia Joint Stock Company dated September 25, 2023 on adjusting and changing the Company's business lines.

Article 8: Approve Proposal No. 39/2023/TTr-HDQT/HSA of the Board of Directors of Hestia Joint Stock Company dated November 20, 2023 on approving the investments.

Article 9: Approve the content of transactions between the Company and shareholders and between the Company and related individuals of PDMR in 2019, 2020, 2021, 2022 and 2023:

* Transactions arising in the fiscal year 2019:
* Approve: the Company lending money to 66 shareholders without interest, with the collateralss being the shares owned by these shareholders. The total value of transactions arising during the year is VND 139,492,058,424; the balance as of December 31, 2019 is VND 158,573,877,307. The Company's lending of money to shareholders is not consistent with corporate governance regulations applicable to public companies.
* Approve the business cooperation in Business Cooperation Contract No. 01/2019/HTKD/HSA-LGT dated April 26, 2019 and signed with the related party (approved by the Annual General Meeting 2023) with the balance as of December 31, 2019 being VND 61,373,770,000. At the end of the fiscal year, the party receiving the capital contribution has not had a Report on results of the Business Cooperation Contract for the parties to divide profits.
* Transactions arising in the fiscal year 2020:
* Approve: the Company lending money to 66 shareholders without interest, with the collaterals being the shares owned by these shareholders. The balance as of December 31, 2020 is VND 158,573,877,307. The Company's lending of money to shareholders is not consistent with corporate governance regulations applicable to public companies.
* Approve the business cooperation in Business Cooperation Contract No. 01/2019/HTKD/HSA-LGT dated April 26, 2019 signed with the related party (approved by the Annual General Meeting 2023) with the balance as of December 31, 2020 being VND 70,160,985,000. At the end of the fiscal year, the party receiving the capital contribution has not had a Report on results of the Business Cooperation Contract for the parties to divide profits.
* Transactions arising in the fiscal year 2021:
* Approve: the Company lending money to 66 shareholders without interest, with the collaterals being the shares owned by these shareholders. The balance as of December 31, 2021 is VND 99,807,113,958. The Company's lending of money to shareholders is not consistent with corporate governance regulations applicable to public companies.
* Approve the business cooperation in Business Cooperation Contract No. 01/2019/HTKD/HSA-LGT dated April 26, 2019 and Business Cooperation Contract No. 02/2020/HTKD-LGT dated July 28, 2020 signed with the related party (approved by the Annual General Meeting 2023) with the balance as of December 31, 2021 being VND 164,690,645,000. At the end of the fiscal year, the party receiving the capital contribution has not had a Report on results of the Business Cooperation Contract for the parties to divide profits.
* Transactions arising in the fiscal year 2022:
* Approve: the Company lending money to 66 shareholders without interest, with the collaterals being the shares owned by these shareholders. The balance as of December 31, 2022 is VND 86,712,193,958. The Company's lending of money to shareholders is not consistent with corporate governance regulations applicable to public companies.
* Approve the business cooperation in Business Cooperation Contract No. 01/2019/HTKD/HSA-LGT dated April 26, 2019 and Business Cooperation Contract No. 02/2020/HTKD-LGT dated July 28, 2020 signed with the related party (approved by the Annual General Meeting 2023) with the balance as of December 31, 2022 being VND 196,976,232,002. At the end of the fiscal year, the party receiving the capital contribution has not had a Report on results of the Business Cooperation Contract for the parties to divide profits.
* Transactions arising in the fiscal year 2023:
* Approve: the Company lending money to 66 shareholders without interest, with the collaterals being the shares owned by these shareholders. The Company's lending of money to shareholders is not consistent with corporate governance regulations applicable to public companies.
* Approve the business cooperation in Business Cooperation Contract No. 01/2019/HTKD/HSA-LGT dated April 26, 2019 and Business Cooperation Contract No. 02/2020/HTKD-LGT dated July 28, 2020 signed with the related party (approved by the Annual General Meeting 2023)
* Assign and authorize the Board of Directors of Hestia Joint Stock Company to review and re-evaluate transactions with the Company's shareholders, on that basis, terminate transactions with shareholders that are entangled with regulations on transactions of public companies with the Company’s shareholders. Complete the implementation early and report the results of implementation at the latest General Meeting.

Article 10: Approve Proposal No. 36/2023/TTr-HDQT/HSA of the Board of Directors of Hestia Joint Stock Company dated November 17, 2023 on approving the Audited Financial Statements for the fiscal year ended December 31, 2019, December 31, 2020, December 31, 2021 and December 31, 2022 of the Company.

Article 11: This General Mandate takes effect from the date of its signing. The Board of Directors, Supervisory Board and Executive Board of Hestia Joint Stock Company are responsible for implementing this General Mandate.