**BAF122029: Board Resolution**

On May 14, 2024, BAF Viet Nam Agriculture Joint Stock Company announced Resolution No. 14.05.2024/NQ – HDQT on implementing the plan on share issuance according to the ESOP as follows:

Article 1: Regarding the implementation of General Mandate No. 10.05.2023/NQ-DHDCD dated May 10, 2023, General Mandate No. 07.12.2023/NQ-DHDCD dated December 07, 2023 and General Mandate No. 26.04.2024/NQ-DHDCD of BAF Viet Nam Agriculture Joint Stock Company ("Company"/"BAF"), the Board of Directors approves on implementing the plan on share issuance according to the ESOP as follows:

1. General information about the issued shares:
* Name of Issuer: BAF Viet Nam Agriculture Joint Stock Company
* Name of issued shares: Shares of BAF Viet Nam Agriculture Joint Stock Company
* Type of issued shares: Common share
* Par value: VND 10,000/share
* Securities code: BAF
* Current charter capital: VND 1,435,200,000,000
* Number of outstanding shares: 143,520,000 shares
1. Plan on share issuance according to the ESOP
* Number of shares expected to be issued: 7,176,000 shares
* Total expected issue value (based on par value): VND 71,760,000,000
* Number of issued shares/Total number of outstanding shares: 5%
* Type of issued shares: Common share
* Issue method: Offer directly to employees whose names are on the list eligible to buy shares according to the ESOP.
* Issue purpose:
* Recognize the contributions of employees to the Company, as well as encourage the working spirit and long-term commitment of the employees, contributing to the work efficiency of the Company.
* Increase charter capital for the Company's business activities.
* Subject of the issuance: Members of the Board of Directors, members of Supervisory Board, key personnel of BAF and its subsidiaries that meet the conditions and criteria to buy ESOP shares as approved by the Board of Directors.
* Issue price: VND 10,000/share
* Principle to determine issue price: Book value of BAF shares as of December 31, 2022 according to the Audited Consolidated Financial Statements is VND 12,029/share. However, to encourage the participation of employees in buying shares to ensure the successful offering of the entire shares expected to be issued, the Board of Directors approves the issue price according to the ESOP being VND 10,000/share.
* Total issue value according to issue price: VND 71,760,000,000.
* Criteria and list of employees buying ESOP shares, principles for determining the number of shares distributed to each subject: According to the criteria on selecting employees, principles on distributing shares and list of employees buying shares in Board Resolution No. 13.05.2024/NQ-HDQT dated May 13, 2024.
* Transfer restriction:
* The right to buy ESOP shares is not allowed to be transferred.
* ESOP shares are restricted from transfer within 01 year from the completion date of the offering.
* Handling of undistributed shares as the employees do not use their rights to buy all or exercise their rights to buy:
* The Board of Directors will continue to offer shares to other employees who are eligible to participate based on approved criteria in Article 2 of Resolution No. 13.05.2024/NQ-HDQT dated May 13, 2024, at a price not lower than VND 10,000/share. Those shares are also restricted to transfer within 01 year from the end of the offering.
* Within 5 business days from the date of continued offering, if all those shares are not distributed, the Board of Directors will cancel the remaining shares.
* Plan on ensuring the share issuance meeting the maximum foreign ownership rate: The maximum foreign ownership rate at BAF is implemented according to Official Dispatch No. 705/UBCK-QLCB dated February 20, 2023 of the State Securities Commission and regulated at the rate of 39.1304%. Therefore, the Board of Directors of the Company approves the list of employees eligible to buy BAF shares in this ESOP issuance in which no foreigners are included, to ensure that the foreign investor ownership rate does not exceed 39.1304% of the charter capital at BAF in accordance with the legal regulations.
* Registration for additional securities and additional securities listing: All ESOP shares which are successfully issued will be registered for additional securities at the Vietnam Securities Depository and Clearing Corporation (VSDC) and registered for additional securities listing on the Ho Chi Minh City Stock Exchange (HOSE) after the end of the offering.
* Implementation time: Expected in Q2/2024, after completing the procedures of obtaining permission to offer ESOP shares from the authorities.

III. Plan on using capital obtained from the issuance:

* The total expected proceeds from the share issuance according to the ESOP of BAF Vietnam Agriculture Joint Stock Company being VND 71,760,000,000 will be used to supplement the capital for BAF's pig breeding activities, including:

|  |  |  |
| --- | --- | --- |
| No. | Use plan | Amount |
| 1 | Expenses of purchasing bran, additives, and raw materials for pig farms | 54,000,000,000 |
| - | Payment for bran purchase for BAF Tay Ninh Feed Joint Stock Company (tax code: 3901152973) according to Contract on selling and purchasing principles No. 2022/BAF/NMTN dated January 01, 2022 |  |
| 2 | Expenses of purchasing breeding pigs for pig farms | 18,760,000,000 |
|  | Payment for pigs from Công ty TNHH Anh Vũ Phú Yên (tentatively translated as Anh Vu Phu Yen Company Limited) (tax code: 4401054144) according to Contract on selling and purchasing principles No. 1/HDNT/AVPY-BAF dated June 01, 2022. |  |
| - | Payment for pigs from Công ty TNHH Trang Trại Xanh 1 (tentatively translated as Green Farm 1 Company Limited) (tax code: 3901291381) according to Contract on selling and purchasing principles No. 01/HDNT/TTX1-BAF dated May 19, 2023. |  |
|  | Total | 71,760,000,000 |

IV. Amendment to the Charter of organization and operation, and change of content of the Business Registration Certificate

The Board of Directors will carry out procedures to amend the Charter of organization and operation of BAF Vietnam Agriculture Joint Stock Company, implement the registration procedures, and notify changes in the business registration details at the Business Registration Office of the Department of Planning and Investment of Ho Chi Minh City, immediately after the end of the offering according to the ESOP.

Article 2: The Board of Directors approves on implementing the plan on share issuance according to the ESOP with a voting rate of 5/5 members of the Board of Directors attending the meeting, specifically as follows:

|  |  |  |
| --- | --- | --- |
| No. | Member of the Board of Directors attending the meeting | Voting opinion |
| 1 | Mr. Truong Sy Ba, Chair of the Board of Directors | Approve |
| 2 | Ms. Bui Huong Giang, Member | Approve |
| 3 | Mr. Le Xuan Tho, Member | Approve |
| 4 | Mr. Nguyen Thanh Tan, Member | Approve |
| 5 | Mr. Prasad Gopalan, Member | Approve |

The Board of Directors approves on assigning the Chair of the Board of Directors and the Board of Management to direct the implementation of the related works approved in this Resolution.

Article 3: This Board Resolution replaces Board Resolution No. 02.04.2024/NQ-HDQT dated April 02, 2024.

Members of the Board of Directors, the Board of Management, and relevant departments and individual at BAF Vietnam Agriculture Joint Stock Company are responsible for implementing this Resolution.

This Board Resolution takes effect from the date of its signing./.