**MML121021: Annual General Mandate 2024**

On April 25, 2024, Masan Meatlife JSC announced General Mandate No. 01/2024/NQ-DHDCD as follows:

‎‎Article 1. Approve the Report of the Board of Directors on the operation results of the Board of Directors in 2023;

‎‎Article 2. Approve the activity report of the independent member of the Board of Directors in the Audit Committee in 2023.

‎‎Article 3. Approve the Company's Financial Statements 2023 audited by KPMG Limited;

‎‎Article 4. Approve the Company's business plan 2024 (consolidated) as follows:

Unit Billion VND

|  |  |
| --- | --- |
| Content | Plan for 2024 |
| Net revenue  | 7,100 - 7,800 |
| Profit after corporate income tax (NPAT - Pre MI) | (400) - 100 |

‎‎Article 5. Approve the dividend distribution plan 2023 of the Company:

* Dividend payout rate 2023: 0%.

‎‎Article 6. Approve the selection of one of the following audit companies as the auditor for the Company's fiscal year 2024 and authorize the Board of Directors to select and sign an audit contract with one of these companies:

* KPMG Company Limited;
* Deloitte Vietnam Audit Company Limited;
* PwC (Vietnam) Limited
* Ernst & Young Viet Nam Limited

‎‎Article 7. Approve the remuneration for members of the Company's Board of Directors in 2024 as: VND 0 and the budget plan for operating expenses of the Board of Directors, including sub-committees under the Board of Directors (if any), in 2024 not exceeding VND 1 billion.

‎‎Article 8. Approve the plan to issue new shares under the ESOP as follows:

1. Issuance plan:
* Issuance purpose: to issue shares under the ESOP of the Company and its subsidiaries to recognize the contributions of employees to the Company and its subsidiaries over the past year.
* Plan to use the proceeds from the issuance: the proceeds from the issuance will be used to increase charter capital, serving the business operation needs and supplementing working capital of the Company.
* Type of shares issued: Common share
* Par value: VND 10,000/share
* Expected issuance time: in 2024 or the first 4 months of 2025, before the Annual General Meeting of Shareholders 2025. Authorize the Board of Directors to decide the time to issue ESOP shares.
* Issuance method: direct issuance to employees of the Company and its subsidiaries.
* Number of shares expected to be issued: maximum 0.5% of the total outstanding shares of the Company.
* Issuance price: VND 15,000/share
* Subjects of the issuance: employees of the Company and its subsidiaries who are entitled to purchase shares under the ESOP approved under item 5 below.
* Plan to handle the number of shares that are not fully distributed in case the employees do not exercise the right to purchase or do not purchase all the shares they are entitled to purchase, assign the Board of Directors and allow the Board of Directors to authorize the Chair of the Board of Directors or the General Manager to decide to issue these unsold shares to other employees on the original list at the same issuance price and/or record the actual subscription amount and end the issuance.
* Transfer restriction: the entire number of shares issued under the ESOP will be restricted from transfer for 01 year from the end date of the issuance.
1. Approve the increase of the Company's charter capital corresponding to the total par value of the actual number of shares issued.
2. Approve the amendment of the Charter regarding the new charter capital based on the total par value of the actual number of shares issued.
3. Approve the registration of securities and additional trading registration for the actual number of shares issued with the Vietnam Securities Depository and Clearing Corporation and the Hanoi Stock Exchange.
4. Assign the Board of Directors, and allow the Board of Directors to authorize the Chair of the Board of Directors or the General Manager to:
* issue regulations on share issuance under the ESOP;
* decide the total number of shares to be issued in accordance with the issuance plan and legal regulations; criteria for employees, list of employees participating in the program; principles for determining and the number of shares issued to each employee and implementation time;
* carry out necessary work and procedures to temporarily block the foreign ownership rate or implement other plans before issuing shares to employees in case the issuance of shares to employees who are foreign investors to ensure that this share issuance meets the foreign ownership rate in the Company (if any);
* amend the Charter to record the new charter capital based on the total par value of the actual number of shares issued;
* carry out necessary procedures to register the increase of charter capital at the Department of Planning and Investment of Ho Chi Minh City, register the additional depository of the actual number of shares issued at the Vietnam Securities Depository and Clearing Corporation and register additional trading of the actual number of shares issued at the Hanoi Stock Exchange;
* supplement or amend the issuance plan at the request of competent State agencies and/or for the purpose of complying with relevant legal regulations;
* decide on the plan to handle unsubscribed shares; and
* decide on other issues and perform other tasks that the Board of Directors or the Chair of the Board of Directors or the General Manager deems necessary in relation to the issuance of shares under the ESOP.

‎‎Article 9. Approve Wineco Agricultural Investment Development And Production Limited Liability Company (a subsidiary of Masan Group) to purchase up to an additional 5% of the Company's total voting shares without having to make a public offer.

‎‎Article 10. The Board of Directors, the Board of Management and shareholders are responsible for the implementation of this General Mandate.

‎‎Article 11. This General Mandate takes effect from the signing date.