**MSN123009: Annual General Mandate 2024**

On April 25, 2024, Masan Group Corporation announced General Mandate No. 178/2024/NQ-DHDCD as follows:

‎‎Article 1. Approve the report of the Board of Directors on the governance and operating 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 audited Financial Statements for 2023 by KPMG Limited (which have been disclosed on the Company's website at https://masangroup.com/vi/investor-relations.html on March 8, 2024).

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

Unit: Billion VND

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| --- | --- |
| Content | Plan for 2024 |
| Net revenue (billions VND) | 84,000 - 90,000 |
| Profit after tax in 2021: | 2,250 - 4,020 |

‎‎Article 5. Approve the Company's 2023 dividend distribution plan as follows:

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 those companies:

* KPMG Company Limited;
* Deloitte Vietnam Company Limited;
* PwC (Vietnam) Limited
* Ernst & Young Vietnam 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 committees under the Board of Directors (if any), in 2024 not exceeding VND 5 billion.

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

1. Issuance plan:

Purpose of issuance: to issue shares under the ESOP of the Company and its subsidiaries in the Masan Group 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: 10,000/share

* Expected time of issuance: in 2024 or the first 4 months of 2025.

Issuance method direct issuance to employees of the Company and its subsidiaries.

* Number of shares expected to be issued: up to 0.5% of the Company's total outstanding shares.
* Issuance price: the issuance price of shares under the ESOP is equal to the par value of each share, which is VND 10,000/share.
* Subjects of the issuance: are employees of the Company and its subsidiaries who are entitled to participate in the issuance of 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 buy or do not buy all the shares they are entitled to buy, assign to 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 purchase 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 on 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 listing registration for the actual number of shares issued with the Vietnam Securities Depository and Clearing Corporation and the Ho Chi Minh City 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 the time of implementation;
* handle the undistributed shares in accordance with the issuance plan;
* approve the plan to ensure that the share issuance meets the regulations on foreign ownership rate in case of issuing shares to employees who are foreign investors;
* 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 additional depository of the actual number of shares issued at the Vietnam Securities Depository and Clearing Corporation and list additionally the actual number of shares issued on the Ho Chi Minh City Stock Exchange;
* supplement or amend the issuance plan at the request of the State Securities Commission and/or for the purpose of complying with relevant legal regulations; 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 the Company's plan to offer new shares and use capital as follows:

Approve the Company's offering of new shares with the type of shares offered being common shares and/or preferred shares, with the total expected number of shares to be issued up to a maximum of 10% of the total outstanding shares at the time of offering. Authorize the Board of Directors to decide on the selection of the type of shares to be offered in accordance with the offering plan for each type and depending on the needs and situation of capital use of the Company and the most favorable market conditions.

1. Plan to offer common shares:
2. Offering plan
3. Offering method: private placement.
4. Offering purposes and the plan to use the proceeds from the offering
5. (i) to serve the general purposes, business operation needs and supplement working capital of the Company; and/or (ii) to invest in subsidiaries; and/or (iii) to improve financial capacity, scale of operation and competitiveness of the Company; and/or (iv) to optimize the Company's balance sheet; and/or (v) for mergers and acquisitions activities; and/or (vi) to increase ownership in subsidiaries; and/or (vii) to create a basis for sustainable, safe and efficient development of the Company; and/or (viii) to pay financial debts, loans, other debts from business cooperation contracts and other financial obligations accounted as debts of the Company. Authorize the Board of Directors to decide on the specific plan to use the proceeds from the offering.
6. Type of offered share: Common share
7. Par value of shares: VND 10,000/share
8. Number of share offerings Once or many times
9. Offering time: expected in 2024 or until before the Annual General Meeting of Shareholders 2025 after being approved by the State Securities Commission.
10. Offering price and principles for determining the offering price: The offering price is not lower than the book value per share according to the Company's latest audited annual consolidated Financial Statements. Authorize the Board of Directors to decide on the specific offering price.
11. Criteria for selecting investors to be offered: (1) for strategic investors: are domestic and foreign organizations with financial capacity or technological expertise to support the development of business activities of the Company and its subsidiaries in the Group; (2) for professional securities investors: are domestic and foreign organizations and individuals that meet the conditions prescribed by law. Authorize the Board of Directors to identify specific strategic investors and professional securities investors.
12. Number of investors: shares are offered to no more than 99 strategic investors and/or professional securities investors.
13. Number of shares to be offered: expected to be up to a maximum of 10% of the total outstanding shares at the time of offering. Authorize the Board of Directors to decide on the total specific number of shares to be offered and the number of shares to be offered to each strategic investor and professional securities investor.
14. Transfer restriction: shares offered in a private placement are restricted from transfer for 03 years for strategic investors and 01 year for professional securities investors from the date of completion of the offering, except for the case of transfer between professional securities investors.
15. The shareholders agree not to exercise the preemptive right to buy new shares issued under the above-mentioned share offering and capital use plan in proportion to the number of common shares that each shareholder currently owns.
16. Approve the increase of the Company's charter capital corresponding to the total par value of the actual number of common shares issued.
17. Approve the amendment of the Company's Charter to record the new charter capital based on the total par value of the actual number of common shares issued.
18. Approve the registration of securities and additional listing registration for the actual number of shares issued with the Vietnam Securities Depository and Clearing Corporation and the Ho Chi Minh City Stock Exchange.
19. Authorize the Board of Directors of the Company (and approve the Board of Directors to re-authorize the Chair of the Board of Directors or the General Manager) to:
20. decide on the offering time, offering plan, number of offerings, offering price, detailed capital use plan and other issues related to the offering;
21. supplement or amend the plan for share offering and capital use at the request of the State Securities Commission and/or for the purpose of complying with relevant legal regulations;
22. approve the application for share offering in accordance with legal regulations;
23. approve the plan to ensure that the share issuance meets the foreign ownership rate;
24. determine or authorize the securities company to determine the status of professional securities investors;
25. decide on strategic investors and professional securities investors to be offered, the specific number of shares to be offered to each strategic investor and professional securities investor;
26. decide to handle the undistributed shares in accordance with the issuance plan;
27. negotiate and decide on the specific conditions, terms, and transactions of the new share issuance and sign and execute relevant agreements, contracts, and documents;
28. amend the Charter to record the new charter capital based on the total par value of the actual number of shares issued;
29. carry out necessary procedures to register the increase of charter capital with the business registration agency, register additional securities with the Vietnam Securities Depository and Clearing Corporation and register additional listing with the Ho Chi Minh City Stock Exchange for the actual number of new shares issued;
30. perform other authorized contents stated in the issuance plan; and
31. decide on other issues and perform other tasks that the Board of Directors deems necessary in relation to the implementation of the plan to offer new shares.
32. Plan for offering preferred dividend shares:
33. Offering plan
34. Offering method: private placement.
35. Offering purposes and the plan to use the proceeds from the offering (i) to serve the general purposes, business operation needs and supplement working capital of the Company; and/or (ii) to invest in subsidiaries; and/or (iii) to improve financial capacity, scale of operations and competitiveness of the Company; and/or (iv) to optimize the Company's balance sheet; and/or (v) for mergers and acquisitions activities; and/or (vi) to increase ownership in subsidiaries; and/or (vii) to create a foundation for the sustainable, safe and effective development of the Company; and/or (viii) to pay financial debts, loans, other debts from business cooperation contracts and other financial obligations recorded as the Company's liabilities. Authorize the Board of Directors to decide on the specific plan to use the proceeds from the offering.
36. Type of offered share: preferred dividend shares convertible into common shares ("Preferred Shares").
37. Par value: VND 10,000/share
38. Number of share offerings Once or many times
39. Offering time: expected in 2024 or until before the Annual General Meeting of Shareholders 2025, after being approved by the State Securities Commission.
40. Offering price and principles for determining the offering price: the offering price is not lower than the book value per share according to the Company's latest audited consolidated annual Financial Statements. Authorize the Board of Directors to decide on the specific offering price.
41. Criteria for selecting investors to be offered: (1) for strategic investors: are domestic and foreign organizations with financial capacity or technological expertise to support the business development of the Company and its subsidiaries in the Group. (2) for professional securities investors: are domestic and foreign organizations and individuals that meet the conditions prescribed by law. Authorize the Board of Directors to identify specific strategic investors and professional securities investors.
42. Number of investors: shares are offered to no more than 99 strategic investors and/or professional securities investors.
43. Number of shares to be offered: expected to be up to 10% of the total outstanding shares at the time of offering. Authorize the Board of Directors to decide on the total number of shares to be offered and the number of shares to be offered to each strategic investor and professional securities investor.
44. Transfer restrictions: privately placed shares are restricted from being transferred for 03 years for strategic investors and 01 year for professional securities investors from the date of completion of the offering, except for transfers between professional securities investors.
45. Dividends of Preferred Shares:
* The fixed dividend rate for each Preferred Share is 0% for the first 6 years from the issuance date;
* From the 7th year onwards, the fixed dividend rate for each Preferred Share is up to 10%/year. Authorize the Board of Directors to decide on the specific fixed dividend rate and payment time;
* In addition to fixed dividends, each Preferred Share will receive dividends equal to the dividends paid to each common share (if any);

The fixed dividend of each preferred share will be canceled after the preferred share is converted into a common share.

1. Voting rights: Preferred shares has no voting rights
2. Conversion rights:
* Conversion rights: Each Preferred Share is allowed to be converted into one common share at any time after the issuance date at the request of the shareholder owning the preferred share and according to the Board Decision.
* Conversion rate 1:1
1. The Company's right to redeem Preferred Shares:
* The Company has the right to redeem a part or all of the preferred shares at any time after 1 full year from the issuance date at a redemption price per preferred share not lower than the issuance price per Preferred Share and not higher than VND 300,000 per preferred share ("Redemption Price"). The Redemption Price will be adjusted for share dividend payments and share distributions paid by the Company as well as share consolidation or split events, cash dividend payments and similar events. Authorize the Board of Directors to decide on the redemption, the specific redemption price, the redemption time and other issues related to the redemption according to the above principles.
* In case the Company repurchases Preferred Shares, approve:
* Reduce the Company's charter capital corresponding to the total par value of the number of Preferred Shares actually repurchased;
* Amend the Company's Charter to record the new charter capital based on the total par value of the number of shares actually repurchased and amending the corresponding clauses related to the repurchase of dividend Preferred Shares.
1. The shareholders agree not to exercise the preemptive rights to buy new shares issued under the above share offering and capital use plan in proportion to the number of common shares that each shareholder currently owns.
2. After successfully issuing preferred shares, approve the increase of the Company's charter capital corresponding to the total par value of the number of shares actually issued.
3. Approve the amendment of the Company's Charter to record the new charter capital based on the total par value of the number of shares actually issued and amend Clause 3, Article 5 of the Company's Charter as follows: “3. The Company's shares include common shares and dividend preferred shares. The rights and obligations of common shares are stipulated in Article 11 of this Charter".
4. Approve the registration of securities for the number of Preferred Shares actually issued with the Vietnam Securities Depository and Clearing Corporation.
5. Approve the conversion of Preferred Shares to common shares. Authorize the Board of Directors to decide on the conversion plan and other issues related to the conversion of Preferred Shares to common shares according to the principles approved under this General Mandate and legal regulations, and carry out necessary procedures to convert Preferred Shares to common shares with the business registration agency, the Vietnam Securities Depository and Clearing Corporation, and register additional listing for the number of common shares converted from Preferred Shares with the Ho Chi Minh City Stock Exchange.
6. Authorize the Board of Directors of the Company (and approve the Board of Directors to re-authorize the Chair of the Board of Directors or the General Manager) to:
7. Decide on the offering time, offering plan, number of offerings, offering price, detailed capital use plan and other issues related to the offering;
8. Supplement or amend the share offering and capital use plan as required by the State Securities Commission and/or for the purpose of complying with relevant legal regulations;
9. Approve the application for registration of offering Preferred Shares to investors;
10. Approve the plan to ensure the share issuance meets the foreign ownership rate;
11. Identify or authorize the securities company to identify the status of professional securities investors;
12. Decide on strategic investors, professional securities investors to be offered, the number of shares and specific issuance price to be offered to each strategic investor and professional securities investor;
13. Decide on handling unallocated shares in accordance with the issuance plan;
14. Negotiate and decide on specific conditions, terms, transactions of new share issuance and sign and execute relevant agreements, contracts, documents;
15. Amend the Charter to record the new charter capital based on the total par value of the number of shares actually issued;
16. Carry out necessary procedures to register the increase of charter capital with the business registration agency, register additional securities with the Vietnam Securities Depository and Clearing Corporation for the number of Preferred Shares actually issued and common shares converted from Preferred Shares;
17. Decide on the conversion plan and other issues related to the conversion of Preferred Shares to common shares according to the principles approved under this General Mandate and legal regulations;
18. Carry out necessary procedures to convert Preferred Shares to common shares with the business registration agency, the Vietnam Securities Depository and Clearing Corporation, and register additional listing for the number of common shares converted from Preferred Shares with the Ho Chi Minh City Stock Exchange;
19. Decide on the repurchase, specific repurchase price, timing of the repurchase and other issues related to the repurchase of Preferred Shares shall follow the principles approved under this General Mandate and the provisions of law, and carry out the necessary procedures to complete the repurchase transaction;
20. perform other authorized contents stated in the issuance plan; and
21. Decide on other issues and perform other tasks that the Board of Directors deems necessary in relation to the implementation of the new share offering plan.

‎‎Article 10. Approve the listing of bonds issued to the public in 2024:

1. Approve the listing of the Company's bonds issued to the public in 2024 and until before the Annual General Meeting of Shareholders 2025 on the Vietnam Stock Exchange and/or subsidiaries of the Vietnam Stock Exchange in accordance with current regulations.
2. 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 and carry out the necessary work and procedures related to the registration and listing of these bonds.

‎‎Article 11. Approve the election of members of the Board of Directors for the period of 2024 - 2029; 7 members.

‎‎Article 12. Approve that the following individuals are elected as members of the Board of Directors for the 2024-2029 term.

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| No. | Full name |
| 1 | Ms. Chae Rhan Chun |
| 2 | Mr. David Tan Wei Ming |
| 3 | Mr. Nguyen Dang Quang |
| 4 | Mr. Nguyen Doan Hung |
| 5 | Ms. Nguyen Hoang Yen |
| 6 | Ms. Nguyen Thi Thu Ha |
| 7 | Mr. Nguyen Thieu Nam |

‎‎Article 13. The Board of Directors, Board of Management and shareholders are responsible for the implementation of this General Mandate.

‎‎Article 14. This General Mandate takes effect from the date of its signing.