

ENGLISH TRANSLATION

MASAN GROUP
CORPORATION
No. : 99/2018/NQ-HDQT

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness
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Ho Chi Minh City, 26 March 2018

**RESOLUTION 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. 98/2018/BBKP-HĐQT dated 26 March 2018.

RESOLVES

Article 1. In order to achieve greater synergies by leveraging the Company and MasanConsumerHoldings Company Limited’s larger operational platforms which is expected to bring commercial and strategic benefits to the Company and its shareholders, approving the following intercompany transactions (the “**Related Transaction(s)**”) of which value of each transaction is under authorization of the Board of Directors as provided in the Charter of the Company and relevant laws, including but not limited to the transactions listed below between/among the Company and (i) MasanConsumerHoldings Company Limited and/or its related companies; (ii) Masan Nutri-Science Corporation and/or its related companies; (iii) Masan Horizon Company Limited and/or its related companies; and (iv) related parties of the internal persons which are companies within Masan Group:

1. transactions for sale and purchase of goods;
2. transactions for transfer of ownership, right of use with respect to registered brands;
3. transactions for cost sharing; pursuant to which the shared costs shall include, without limitation to, the IT services costs, management costs, other services fees, operation costs which are actually arisen, on an arm-length basis and allocated by agreements among the companies in a transparent, fair and reasonable manner, and in compliance with practices and applicable laws; and
4. loan, guarantee, pledge and mortgage agreements on the basis of optimizing cash flow and bank deposits of the parties.

Article 2. To authorize Dr. Nguyen Dang Quang – Chairman and CEO and/or Mr. Nguyen Thieu Nam – Deputy CEO of the Company:

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

Article 3. The Board of Management, relevant individuals and departments are responsible for implementing this Resolution.

Article 4. This Resolution is effective from the signing date.

**O.B.H THE BOARD OF DIRECTORS
CHAIRMAN
*[signed and sealed]***

NGUYEN DANG QUANG