



MASAN GROUP CORPORATION
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ENGLISH TRANSLATION

PROPOSAL ON THE TRANSACTIONS BETWEEN THE COMPANY AND ITS RELATED PARTIES

- Pursuant to the Law on Enterprises No. 68/2014/QH13 enacted by the National Assembly on 26 November 2014;
- Pursuant to the Law on Securities No. 70/2006/QH11 approved by the National Assembly on 29 June 2006 and and Law on amendments, supplements of some articles of the Law on Securities No. 62/2010/QH12 enacted by the National Assembly on 24 November 2010;
- Pursuant to the Charter of Masan Group Corporation dated 25 April 2014, as amended from time to time;
- Pursuant to the Board of Directors' Resolution of the Company No. 45/2019/NQ-HĐQT dated 13 March 2019.

The Board of Directors of Masan Group Corporation (the “Company”) would like to propose the 2019 Annual General Meeting of Shareholders to approve the transactions between the Company and its related parties s follows:

1. In order to achieve greater synergies by leveraging the operational platforms of the whole Masan Group, including the Company's and those of its affiliated and member companies, which is expected to bring commercial and strategic benefits to the Company and its shareholders, to approve the following intercompany transactions (the “**Related Transactions**”), including and without limitation the transactions listed below between/among the Company and (i) MasanConsumerHoldings Company Limited and/or its affiliated and member companies; (ii) Masan Nutri-Science Corporation and/or its affiliated and member companies; (iii) Masan Horizon Company Limited and/or its affiliated and member companies; and (iv) other affiliated and member companies within Masan Group:
 - a. transactions for sale and purchase of goods;
 - b. transactions for transfer of ownership, right of use with respect to trademarks, innovations, technical improvements, copy rights and other intellectual properties whether registered or not;
 - c. transactions for cost sharing; pursuant to which the shared costs shall include, without limitations, information technology services costs, management costs, other services fees, and operation costs which are actually incurred, all on an

arm-length basis and allocated by agreements among the companies in a transparent, fair and reasonable manner, and in accordance with market practices and compliance with applicable laws; and

d. transactions for borrowing, loan, sale and purchase of bonds issued by the Company, member companies within Masan Group as provided in the introduction paragraph of this Article, guarantee, pledge and mortgage on the basis of optimizing the treasury and finance function of the parties.

2. To authorize the Chairman and allow the Chairman to reauthorize other management personnel of the Company:

- a. to decide specific terms and conditions of the Related Transactions and agreements, contracts, documents in relation to the Related Transactions, including the amendments, supplements, termination, novation thereof (if any); and;
- b. to sign and implement the Related Transactions and agreements, contracts, documents in relation to the Related Transactions, including the amendments, supplements, termination, novation thereof (if any).

Ho Chi Minh City, 12 April 2019

**O.B.H. THE BOARD OF DIRECTORS
CHAIRMAN**

[signed and sealed]

NGUYEN DANG QUANG