



MASAN GROUP CORPORATION

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ENGLISH TRANSLATION

**PROPOSAL ON THE ISSUANCE PLAN OF NEW SHARES UNDER THE
EMPLOYEE STOCK OPTION PLAN (ESOP)**

- Pursuant to the Law on Enterprises 59/2020/QH14 enacted by the National Assembly on 17/6/2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 enacted by the National Assembly on 26/11/2019;
- Pursuant to the Charter of Masan Group Corporation (the “**Company**”) dated 30/8/2023; and
- Pursuant to the Board of Directors’ Resolution of Company No. 137/2024/NQ-HDQT dated 03/04/2024.

The Board of Directors would like to propose 2024 Annual General Meeting of Shareholders to approve the issuance plan of new shares under the employee stock option plan (ESOP) as follows:

1. Issuance plan:

- Purpose of the issuance: issuance of new shares to the employees of the Company, subsidiary companies within Masan Group to recognize their contribution to the Company, subsidiary companies over the last year.
- Plan of using the proceeds from the issuance: the proceeds from the issuance will be used to increase charter capital, for business requirements and supplementing the Company’s working capital.
- Type of shares to be issued: ordinary shares.
- Par value: VND10,000/share.
- Proposed timeline of the issuance: in 2024 or in the first 4 months of 2025
- Issuance method: new shares will be issued directly to the employees of the Company, subsidiary companies.
- Proposed number of shares to be issued: up to 0.5% of the Company’s total outstanding shares.
- Issuance price: the issuance price under the ESOP shall be equal to the par value of each share, which is VND10,000/share.
- Subscribers: employees of the Company, subsidiary companies entitled to take part into the ESOP approved in accordance with the paragraph 5 below.

- Plan of dealing with shares which have not been subscribed: in case where the employees fail not to exercise his/her rights to subscribe to shares or not to fully subscribe to shares that they are entitled to, to authorize the Board of Directors and allow the Board of Directors to re-authorize the Chairman or CEO to issue the unsubscribed shares to other employees in the initial list of employees at the same issuance price and/or record the actual purchase amount and end of issuance.
 - Lock-up: all of new shares issued under the ESOP shall be restricted from transferring within 1 year from the date of completion of the issuance.
2. To approve the increase of charter capital of the Company that is equivalent to the total par value of the actually issued shares.
 3. To approve the amendment of the Charter regarding the new charter capital based on the total par value of the actually issued shares.
 4. To approve the additional listing and depository of the actually issued shares at the Vietnam Securities Depository and Clearing Corporation and at the Ho Chi Minh Stock Exchange.
 5. To designate the Board of Directors, and to allow the Board of Directors to authorize the Chairman or CEO:
 - to promulgate policy on issuance of new shares to the employees under the ESOP;
 - to decide the total number of shares to be issued in accordance with the issuance plan and the applicable laws; to decide criteria of the employees, list of employees participating in the program; principles and specific number of shares to be allocated to each employee and timing for implementation;
 - to deal with unsubscribed shares in accordance with the issuance plan;
 - to approve plan of ensuring the compliance with regulations on limitation on foreign ownership in case new shares have been issued to foreign employees;
 - to amend the Charter to record the new charter capital based on the total par value of the actually issued shares;
 - to implement necessary procedures to register the new charter capital with the Department of Planning and Investment of Ho Chi Minh City, to implement additional depository of the actually issued shares at the Vietnam Securities Depository and Clearing Corporation, and additional listing of the actually issued shares on the Ho Chi Minh Stock Exchange;
 - to supplement or change the issuance plan at the requests of the State Securities Committee of Vietnam and/or for the compliance purposes with applicable regulations; and
 - to decide other matters and implement other actions in relation to the issuance of new shares under the ESOP plan as deemed necessary by the Board of Directors or the Chairman or CEO.

Ho Chi Minh City, 04 April 2024
O.B.H. THE BOARD OF DIRECTORS
CHAIRMAN

[signed and sealed]

NGUYEN DANG QUANG