



MASAN MEATLIFE CORPORATION

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

- Pursuant to Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;
- Pursuant to Law on Securities No. 54/2019/QH14 dated 26 November 2019;
- Pursuant to the Charter of Masan MEATLife Corporation dated 01 April 2021, as amended and supplemented from time to time; and
- Pursuant to Resolution No. 121/2022/NQ-HDQT dated 06 April 2022 of the Board of Directors.

The Board of Directors of Masan MEATLife Corporation (the “**Company**”) would like to submit to the 2022 Annual General Meeting of Shareholders to approve the issuance plan of new shares under the employee stock option plan (ESOP) as follows:

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, and affiliated companies to recognize their contribution to the Company, subsidiary companies, and affiliated 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: to designate the Board of Directors to decide specific timing for issuance of ESOP shares after having the approval of State Securities Commission of Viet Nam.
- Issuance method: new shares will be issued directly to the employees of the Company, subsidiary companies, and affiliated companies.
- Proposed number of shares to be issued: up to 0.5% of the Company’s total outstanding shares.
- Issuance price: VND 60,000/share.
- Subscribers: employees of the Company, subsidiary companies, and affiliated companies entitled to take part into the ESOP approved in accordance with the paragraph 5 below.

- 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 registering and depository of the actually issued shares at the Vietnam Securities Depository and on the Hanoi 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; specific number of shares to be allocated to each employee and timing for implementation;
 - to implement necessary work and procedures to temporarily lock ownership percentage by foreign investors or implement other methods before issuing new shares to the employees in case where the employees are foreigners in order for the issuance of new shares under ESOP to satisfy the foreign ownership limitation at the Company (if any);
 - 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 additional registering of the actually issued shares on the Hanoi Stock Exchange;
 - to supplement or change the issuance plan at the requests of the State Securities Commission 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 as deemed necessary by the Board of Directors or the Chairman or CEO.

Ho Chi Minh City, 07 April 2022

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**

(Signed and sealed)

DANNY LE