



**Minutes of Extraordinary General Meeting of Shareholders No. 1/2016
of Berli Jucker Public Company Limited,
held on 21 March 2016, at 1500 hrs.,
at Meeting Room No. 1201-1202 12th Floor, Berli Jucker House,
No. 99 Soi Rubia, Sukhumvit 42 Road, Kwaeng Phrakanong,
Khet Klongtoey, Bangkok**

Mr. Charoen Sirivadhanabhakdi, Chairman, presided as the Chairman of the Meeting (the “**Chairman**”) and declared the Meeting to be duly convened at 15.15 hrs. The Chairman, therefore, welcomed and expressed his appreciation to all shareholders for attending the Meeting.

The Chairman informed the Meeting that there were 608 shareholders attending the Meeting in person and by proxy present at the Meeting with 1,474,652,028 shares in aggregate, representing 92.616 percent of the total of 1,592,221,000 issued shares. A quorum was thus constituted in accordance with the Articles of Association of Berli Jucker Public Company Limited (the “**Company**”). At the Meeting that had been adjourned, there were 730 shareholders present at the Meeting in person or by proxy with 1,475,831,750 shares, representing 92.690 percent of the total 1,592,221,000 issued shares of the Company.

To ensure that the Meeting was conducted smoothly and effectively, the Chairman delegated Mr. Thirasakdi Nathikanchanalab, Director, to act as a Meeting Facilitator (the “**Facilitator**”) to conduct the Meeting in the Agenda Item 1, and delegated Mr. Weerawong Chitmittrapap, Audit Committee Member to act as a Facilitator and conduct the Meeting in the Agenda Items 2 and 3. The Chairman also delegated Mr. Wittaya Kaewkungsadan to act as the Secretary of the Meeting (the “**Secretary**”).

The Facilitator introduced the directors of the Company who attended the Meeting as follows:

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| 1. Mr. Charoen Sirivadhanabhakdi; | 9. Mrs. Thapanee Techajareonvikul; |
| 2. Khunying Wanna Sirivadhanabhakdi; | 10. Mr. Panot Sirivadhanabhakdi; |
| 3. Dr. Chaiyut Pilun-Owad; | 11. Mr. Prasit Kovilaikool; |
| 4. Mr. Prasert Maekwatana; | 12. Mr. Weerawong Chitmittrapap; |
| 5. Mr. Thirasakdi Nathikanchanalab; | 13. Mr. Rungson Sriworasat; |
| 6. Mr. Sithichai Chaikriangkrai; | 14. Ms. Potjanee Thanavaranit; and |
| 7. Mr. Thapana Sirivadhanabhakdi; | 15. Police General Krisna Polananta. |
| 8. Mr. Aswin Techajareonvikul; | |



The management who attended the Meeting were as follow:

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| 1. Mr. Boonklee Plangsiri | Advisor |
| 2. Ms. Sureerat Silpsakulsuk | Senior Executive Vice President — Group Finance and Accounting |
| 3. Mr. Pattaphong Iamsuro | President - Packing Supply Chain |
| 4. Mrs. Vipada Duangratana | President – Consumer Supply chain |
| 5. Mr. Terapon Kietsuranon | President – Lifestyle Business Group and Retail Business Management |
| 6. Mr. Teera Werathamsathit | Senior Executive Vice President — Group Human Resources |
| 7. Mrs. Sujittra Vichayasuek | Company Secretary |

In addition, the auditor attending the Meeting was, namely, Mr. Chavala Tienpasertkij, Mr. Wonlop Vilaivaravit, Mr. Wee Sujarit and Ms. Thanatcha Sukhotu from Deloitte Touche Tohmatsu Jaiyos Audit Co.,Ltd.; the independent financial advisors from JayDee Partners Limited, Miss Jirayong Anuman-Rajadhon, and from Maybank Kim Eng Securities (Thailand) Public Company Limited, Mr. Montree Sornpaisarn and Mr. Thaveesith Santatikul, also attend the Meeting.

The Facilitator informed the Meeting that to ensure that the Meeting was conducted smoothly and effectively for the benefit of the Company and all shareholders, the Secretary was asked to inform the Meeting regarding the procedures for voting and the counting of the votes as follows:

Questions and opinions of the shareholders:

In order to provide all shareholders with the opportunity to ask questions and express thoroughly opinions on each agenda item without spending too much time of the shareholders, the shareholders are requested to comply with the following procedure:

1. Before casting vote on each agenda item, the Chairman or the Facilitator will give the shareholders an opportunity to ask questions or express their opinions concerning the agenda item as the Chairman deems appropriate. The shareholders or proxies who wish to raise questions are requested to state their names and surnames before asking questions or expressing opinions on each occasion.
2. The shareholders who wish to ask questions or express their opinions are requested to raise their hands in order to be allowed by the Chairman or Facilitator. If there is a large number of shareholders who wish to ask questions or express their opinions, the Chairman or the Facilitator will take into account the shareholders who have yet to exercise their rights, provided that the Chairman or the Facilitator will be the arranger.
3. After being allowed to ask questions or express opinions, the shareholders or proxies will express their opinions with a microphone. The shareholders are requested to state their



names and surnames before raising the questions and expressing opinions on each occasion. The asking of questions or the expressing of opinions must be addressed to the Chairman or Facilitator only, the shareholders are not allowed to address or object to the other shareholders, or mention other shareholders' or other persons' names without necessity. The appropriate timeframe should not exceed 5 minutes on each occasion.

4. A shareholder who has any question or wishes to give his/her opinions irrelevant to the agenda item under discussion is hereby requested to raise such question or express his/her opinions in the agenda item regarding other matters at the end of the Meeting. Questions raised or opinions expressed should be brief and not repetitive, in order that other shareholders will also be able to exercise their rights.

Voting and counting of the votes:

According to the fact that in this meeting, the Company is using barcode system, as at the previous meeting, which has recorded the information of each shareholder for the purpose of voting and counting of the votes, the procedures were expected to be more convenient and time saving as the system has been certified and demonstrated by the system provider's company.

The details of the voting and counting of the votes are set out on pages 72-73 of the supplemental documents attached to the Notice of the Extraordinary General Meeting of Shareholders No.1/2016 and can be summarized as follows:

1. After the registration, a shareholder or proxy (exclusively the proxies assigned through Proxy Form A or B for which the shareholders or grantors have not yet determined their intention of voting as deemed appropriate) will receive a ballot covering all 3 agenda items. The ballots are perforated, so that the shareholders can separate them into pieces for voting on each agenda item. Each piece of card will contain the name of the shareholder and his/her voting right.

If any shareholder or proxy described above has not received a ballot or the received ballot is incomplete, they are requested to inform the Company's staff outside the meeting room immediately. Without the ballots, the shareholders will not be able to cast their votes in the Meeting.

2. A proxy assigned through Proxy Form B for which the shareholder or grantor have determined the intention of voting will not be received with the ballots since the votes cast will be recorded in the system and counted during the vote counting on each agenda item.
3. For voting in the Meeting, one share is equivalent to one vote. The shareholders and proxies will cast their votes on the ballots for all agenda item.
4. In relation to casting a vote of Agenda Item 1, if no shareholder votes for disapproval or abstention, the vote will be treated as the approval or consent of the relevant proposed agenda item in accordance with the combined number of votes. If a shareholder votes for



disapproval or abstention, he/she will mark his/her ballot and raise his/her hand to signify to the staff to collect the relevant ballot.

For the counting of votes, the Company will deduct the number of ballots with a vote of disapproval or abstention from the total number of votes. The remaining votes shall be considered as votes of approval. A shareholder who votes to approve each agenda item shall keep his/her ballot and return it to the Company's staff after the Meeting.

For Agenda Item 2 which comprising of Agenda Items 2.1 and 2.2 in respect of the proposed acquisition and making of tender offer in ordinary shares of Big C Supercenter Public Company Limited and relevant business are significant matters for this Meeting, the Company will collect all ballots from the shareholders and proxies who cast a vote, regardless of whether such votes are in approval, disapproval, or abstention. In the interests of expediting the process, the ballots of the shareholders or proxies who disapprove or abstain from voting shall be collected first, followed by those who approve the matter being considered. Staff members will collect the ballots in order to count the number of votes of approval, disapproval, or abstention cast by the shareholders or proxies.

Any votes cast in the following manner shall be considered invalid:

- 1) A ballot that is filled with more than one mark in the space provided;
- 2) A ballot that casts a vote expressing conflict of intent or expressing no intent;
- 3) A ballot with a vote that has been crossed out with no signature;
- 4) A ballot that casts a vote exceeding the number of votes to which the shareholder is entitled to which the shareholder is entitled.

A shareholder who wishes to correct his/her vote on the voting ballot should cross out the existing vote on the voting ballot and affix his/her signature thereto.

5. A shareholder who enters the Meeting during the discussion of any agenda item will be entitled to cast his/her vote on such agenda item under discussion and the remaining agenda items only.

The total number of votes of the shareholders cast on each agenda item might not be equivalent, as there will be shareholders and proxies entering the meeting room from time to time. Therefore, the number of the persons attending the Meeting for each individual agenda item may change and not be equivalent. A shareholder who wishes to leave the Meeting before the Meeting has been adjourned or who is not present in the meeting room during any agenda item, can exercise his/her rights by submitting the voting ballot to the staff of the Company in advance before he/she leaves the meeting room.

6. The Chairman and the Facilitator who is conducting the Meeting will continue with the discussion of the next agenda item without waiting for the result, and after such next agenda



item is concluded, the Company will ask the Secretary to announce the voting result of the preceding agenda item and will continue the same until the meeting is adjourned.

7. For the purpose of transparency, the vote will be counted by scrutineers consisting of an auditor, a legal advisor, and a volunteer shareholder of the Company.

The Facilitator proposed that the Meeting appoint a committee for vote counting consisting of three persons: a representative from the shareholders, an auditor, and a legal advisor.

In this regard, Ms.Somjai Kanoksarawut, a proxy holder, volunteered to be a member of the committee for vote counting together with the auditor, namely, Miss Thanatcha Sukhotu, and a representative from the law firm, namely, Miss Patcharanon Bumroongsook.

The Facilitator, therefore, conducted the Meeting in accordance with the agenda items as follows:

Agenda Item 1

To adopt the Minutes of Ordinary General Meeting of Shareholders No. 1/2015 held on 17 April 2015

The Facilitator informed the Meeting that the Company had delivered the minutes of Ordinary General Meeting No. 1/2015 to all of the shareholders along with the Notice of this meeting, and, therefore, proposed that the Meeting adopt the afore-mentioned minutes.

The Facilitator allowed all shareholders and proxies to raise any questions or express an opinion on this matter, however, as there were no shareholders who expressed any further opinions, it was proposed that the Meeting adopt the minutes of Ordinary General Meeting of Shareholders No. 1/2015 held on 17 April 2015. This agenda item requires a majority of the total number of votes of the shareholders attending the meeting and having the right to vote.

Having considered the matter, the meeting resolved to adopt the minutes of Ordinary General Meeting of Shareholders No. 1/2015 held on 17 April 2015, as proposed by the Meeting Secretary, in accordance with the following votes:

Approved	1,475,337,349	votes,	equivalent to	100.0000	percent
Disapproved	-	votes,	equivalent to	-	percent
Abstained	-	votes,	equivalent to	-	percent
Invalid ballot	-	votes,	equivalent to	-	percent
Total shares	1,475,337,349	votes,	equivalent to	100.0000	percent



Agenda Item 2

The acquisition of the ordinary shares and the making of a tender offer for all securities of Big C Supercenter Public Company Limited, and the acquisition of the shares in the related business

Mr. Weerawong Chitmittrapap, Independent Director and Audit Committee Member, acted as the Facilitator for Agenda Items No. 2 and 3 as delegated by the Chairman at the beginning of the Meeting.

The Facilitator stated that the meeting procedures would be the same as the meeting procedure of the previous meeting as follows:

1. The Facilitator will explain the information and details of the transactions to allow the shareholders to understand the background and reason of the proposed transactions. All material agreements and conditions under the relevant contract and legal issues in connection therewith will also be clarified to the Meeting. If there is any query regarding the Any shareholder may raise any query which will be further clarified and responded by the Company.
2. Next, the Facilitator will ask Mr. Aswin Techajareonvikul, the Chief Executive Officer and President, to clarify rationale and necessity of this transaction toward the Company's business and future operation, including the expected benefits which may receive from the entering into this transaction and future business trend of the Company. If there is any query regarding the Any shareholder may raise any query which will be further clarified and responded by the Company.
3. After that, the Facilitator will request the Independent Financial Advisors to clarify details and give opinion. The shareholders are, then, allowed to make enquires of issues from the Independent Financial Advisors.
4. On not further enquiries from the shareholders, the shareholders will be requested to cast their vote on this Agenda Item.

As the transactions proposed for consideration and approval by the Meeting are very significant, the Company therefore has appointed 2 Independent Financial Advisors to jointly render their opinions on entering into this transaction in order for their opinion to be even more reliable. In this regard, Maybank Kim Eng Securities (Thailand) Public Company Limited and JayDee Partners Limited were appointed and their final opinion is in line with each other.

In order for the Meeting to acknowledge and understand the overview and relevant details, the Company and the Independent Financial Advisors will clarify details and conditions for entering into the acquisition transactions of BIGC's shares and also the shares in C-Distribution Asia Pte Ltd. Simultaneously. On not further enquiries from the shareholders, , the shareholders will be requested to cast their vote for each Agenda Item of 2.1, the acquisition of BIGC's shares, and Agenda Item 2.2, the acquisition of C-Distribution Asia Pte Ltd. respectively. Nevertheless, the acquisitions of



BIGC's shares and of C-Distribution Asia Pte Ltd.'s shares are different types of transaction, and the two transactions are considered separate from each other. Accordingly, in order for the shareholders to be able to approve whether or not the Company should enter into such transactions as they deem appropriate, the Company will separate the voting into two sub agenda items. However, the business of C-Distribution Asia Pte Ltd. is deemed as a supporting business of BIGC, therefore, in the event that the Meeting resolves not to approve the acquisition of BIGC shares (Agenda Item 2.1), the Company will not propose the Agenda to approve the acquisition of C-Distribution Asia Pte Ltd.'s shares (Agenda Item 2.2) to the Meeting for consideration and it will be deemed that the Meeting resolves not to approve all the acquisitions in this Agenda Item 2.

The Facilitator then explained factual information in respect of the share sale agreement made with Geant International BV ("Geant"), clarify all material conditions thereunder including key legal issues for consideration. During the past January, 2016, the Casino Group called for bidding for the acquisition, directly and indirectly, of all the shares in BIGC held by Geant and Saowanee Holdings Co., Ltd.. As BIGC is a business which shows a good potential with well-performing operational results and a continual dividend payment, in addition BIGC is a leader in the retail business of consumer goods and products in Thailand, and the acquisition of BIGC's shares is a strategic action that is significant for the Company as it will support and enhance the expansion of the retail business of the Company, resulting in the Company being able to rapidly gain access to the major retail market in Thailand, and it will also reinforce other businesses of the Company. Consequently, the Management is interested in making an offer for bidding for BIGC's shares, taking into account and studying the information regarding the business and share price of BIGC in support of the consideration. However, since the Company has the status of a listed company on the Stock Exchange and this acquisition of BIGC's shares constitutes a transaction which requires the approval from its shareholders pursuant to the relevant regulations and laws, the Company, therefore, is unable to participate in the bidding to acquire such shares on behalf of itself as a result of the condition for participating in the bidding by which the seller does not allow any disclosure of information, as well as the fact that the share sale agreement to be executed with the person who bids at the highest price must not contain any conditions that may cause uncertainty in the trading of shares under the agreement. Furthermore, there are also limitations on the period of time, as the seller wishes to close the bidding and enter into the share sale agreement on an urgent basis.

In this regard, in order to protect the Company's business opportunity, the Management has requested TCC Corporation Limited ("TCC") to act as its agent in the acquisition of BIGC's shares, at the price and on the conditions which the Management proposed to TCC for its consideration without disclosing the Company's identity until the bidding is final and it appears that TCC has bid at the highest price. In this regard, the Management's act of bidding for the acquisition of BIGC's shares has been carried out as a result of the Management obtaining approval from TCC, and that TCC, as a major shareholder holding 73.83 percent of the total shares in the Company will vote in favour of the acquisition of BIGC's shares if and when the bidding is accomplished.

After that, TCC won the bid and represent as an agent in negotiation of the sale and purchase of BIGC's shares with Casino Group in Singapore around the beginning of February and the share sale agreement with Geant was made for the Company on 5 February 2016 (the "Share Sale Agreement"),



and the decision with regard to the price and business conditions in the negotiation have been made by the Management of the Company through its representative who had been engaged in the negotiations with the seller. All actions have been carried out by TCC in its capacity as an agent of the Company, and the Company, as the principal, is legally entitled to enter into the Share Sale Agreement.

If the Meeting today approves the acquisition of the ordinary shares and the making of a tender offer for all of the securities of BIGC and the relevant business, following the completion of sale and purchase of BIGC shares on the Closing Date where the payment for share price is made to the seller, the Company and/or its subsidiaries will acquire 483,077,600 shares in BIGC equivalent to 58.55 of the total shares, exceeding the triggering point of making a tender offer for all of the securities of BIGC, therefore, the Company and/or its subsidiaries will further make a tender offer for all of remaining shares from BIGC's shareholders pursuant to the rules and conditions under Notification of the Capital Market Supervisory Board No. TorChor. 12/2554, Re: Rules, Condition and Procedures for the Acquisition of Securities for Business Takeovers.

The acquisition of the shares in BIGC and C-Distribution Asia Pte Ltd. constitute a purchase or acquisition of the business of other companies under Section 107(2)(b) of the Public Limited Companies Act B.E. 2535 (1992), as well as an asset acquisition transaction subject to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551, Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, and the Notification of the Board of Governors of the Stock Exchange of Thailand, Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004 (collectively, the "**Notifications on Acquisition or Disposal**"), the Company is required to disclose the information relating to the entering into the transaction, convene a shareholders' meeting in order to obtain approval for entering into the transaction, whereby the resolution must be passed by the votes of no less than three-quarters of the total votes of the shareholders attending the meeting and eligible to vote, without counting the votes cast by interested shareholders, as well as appoint an independent financial advisor to render an opinion on entering into the transaction. Notwithstanding the foregoing, the entering into the transactions above does not constitute a back-door listing, and the Company has been granted a waiver for re-applying for its securities to be listed on the Stock Exchange of Thailand (the "**Stock Exchange**").

In addition, entering into the share acquisition transactions does not constitute a connected transaction, as Geant entered into the Share Sale Agreement with TCC, and TCC undertook the acts as assigned in its capacity as an agent of the Company to bid for the acquisition of BIGC's shares under the pricing conditions and other conditions as determined by the Company, as the principal. After it appeared that TCC had bid at the highest price and entered into the Share Sale Agreement on behalf of itself, the Company, as the principal, and/or its subsidiary is therefore entitled to acquire the shares directly from the seller in accordance with the applicable law and the provisions under the Share Sale Agreement. Consequently, the above transaction of the Company is not considered to be a transaction entered into with TCC that would constitute a connected transaction, and TCC is not considered an interested shareholder.



After the Facilitator fully explained the details, material terms of the agreement, potential legal consequences and risks which should be aware by all shareholders for further consideration and decision-making to cast their votes in this Agenda Item, the shareholders were allowed to raise any enquiries or express their opinion they may have.

Mr. Tara Tiradnakorn stated that Casino Group and Geant are located overseas, and C-Distribution Asia Pte. Ltd. is a company that was incorporated in Singapore. He then asked why the Agreement will be governed by the laws of Delaware, and what differences there are between the laws of Delaware and the laws of Thailand and Singapore.

The Facilitator clarified that the laws of (the State of) Delaware are the laws governing the Agreement because each party did not wish to use the laws of the other party as the laws governing the Agreement. Furthermore, the systematic of the laws of Delaware and the principles of contract enforcement are similar to those of the respective national laws of each party to the Agreement. The Company's legal adviser in Delaware has verified the similarities between the said legal systems.

As there was no other shareholders asking any further query, the Facilitator requested Mr. Aswin Techajareonvikul, the Chief Executive Officer and President, to clarify details to the Meeting.

Mr. Aswin Techajareonvikul stated the rationale and necessity of this acquisition transaction of BIGC shares to the Meeting, which is important to the Company's business opportunity and future growth. It will also settle the Company in a good standing and generate return to all shareholders and interested parties of the Company in all respects, which is in accordance with the guideline given by the Chairman since the beginning. The acquisition of BIGC shares also gives support to the Company businesses and is deemed key strategic to the business expansion of the group Company in Asian countries. BIGC also fully equips with infrastructures for business operation, strong team of personnel and efficient information technology system for inventory management, including the online business (E-Commerce) that can support recent changes in consumers' behaviour which tends to enjoy more online services in the future.

Mr. Siritwat Worawetwuttikun asked whether the Company expects that the operational results, profits and dividends of the Company at the end of 2016 will increase following the acquisition of the BIGC shares, and if so, by how much?

Mr. Aswin Techajareonvikul gave a clarification on the summary of the operational results of the Company, stating that the Independent Financial Advisor will provide additional details in this respect. However, the operational results and profits of the Company are dependent on the proportion of shares that the Company will obtain following the making of a tender offer for the BIGC shares.

Mr. Tara Cholapranee requested for further information on the source of the funds obtained for entering into this transaction and inquired about the rights over the BIGC trademark.

Mr. Waiyawit Laoworawit asked whether the Company will undergo a capital increase. Mr. Weerawong Chittmittrapap clarified that the BIGC trademark is owned by BIGC, and that, at present, the rights to use the BIGC trademark are granted to Casino Group for the operation of its retail business in Vietnam during a specified time period.



Mr. Aswin Techajareonvikul clarified that the funds used for entering into the transaction were obtained from a short-term loan from a financial institution. The capital increase is a matter that will be considered after having finalized the proportion of shares that the Company will acquire following the making of a tender offer for the BIGC shares.

Mr. Komsan Onrapimpan requested for information on the policy of the Company with respect to the sale of BIGC's business following the acquisition of the BIGC shares.

Mr. Aswin Techajareonvikul explained that the Company is desirous of strengthening its potential alongside BIGC. BIGC is a secure company that engages in a wide variety of businesses, which not only promotes its overall operations, but also mitigates business risks. The expansion of BIGC branches in Bangkok may be challenging, however, considering that BIGC previously merged with Carrefour, BIGC's business is one of the strongest among other operators in Thailand.

Mr. Hangchai Akkawatsakul asked for information with respect to the additional amount payable by the Company (in cash).

Mr. Weerawong Chittmitrapap explained that this amount is the outstanding amount remaining in the account of Saowanee Holdings Co., Ltd., which is payable to the Seller, and is unrelated to BIGC.

As there was no other shareholders asking any further query, the Facilitator requested the Independent Financial Advisors to clarify details to the meeting. In this regard, Miss Jirayong Anuman-Rajadhon, Mr. Montree Sornpaisarn, and Mr. Thaveesith Santatikul, representatives of the Independent Financial Advisors presented information, clarify details and provide a summary of their opinion on the acquisition transaction of shares in BIGC and C-Distribution Asia Pte Ltd. , as stated in their report of the Independent Financial Advisors' opinion sent to all shareholders before this Meeting. Details of which are as contained therein.

The Facilitator allowed the Meeting to raise any enquiry for clarification by the Independent Financial Advisors.

Mr. Siriwat Worawetwuttikun asked whether the name of the company to be acquired is C-Distribution or C-Discount.

Mr. Montree Sornpaisarn explained that the name of the Company is C-Distribution Asia Pte. Ltd., and that C-Discount is a trade name.

Mr. Weerawong Chittmitrapap added that C-Discount is a trademark and trade name of Casino Group, and that both will be changed. The risks associated with the renewal of the lease agreement as mentioned by the Independent Financial Advisor constitute risks in the ordinary course of business. If the lease agreement is terminated, the terms of the lease may be re-negotiated. At present, the only BIGC branch which is constructed on land which is leased from the Crown Property Bureau is the Tiwanon branch. The terms of the land lease are standard for leases with the Crown Property Bureau, which must be re-negotiated in the case that there is any change to the major shareholder(s) of BIGC. However, this does not pose a risk of immediate termination.

Mr. Tara Cholapranee asked whether there will be any impacts on the business, recognition, or popularity of the website if the name “C-Discount” is changed, and whether the acquisition of the online business is mandatory.

Mr. Aswin Techajareonvikul explained that the Company is currently in the process of analyzing the potential impacts and measures to be taken in order to mitigate such impacts. The Company will gain an online client base and various systems from the acquisition, all of which have proven to have the potential to create a base of over 100,000 clients within only one year.

The Facilitator then requested the Meeting to consider and cast their vote for this Agenda Item 2, as follows:

Agenda Item 2.1: To approve the acquisition of the ordinary share acquisition and the making of a tender offer for all of the securities of Big C Supercenter Public Company Limited

The Company deemed it appropriate to propose the Meeting to consider and approve the Company and/or its subsidiaries to acquire BIGC shares both directly (by acquiring 264,797,600 BIGC shares from Geant International BV) and indirectly (by acquiring all shares in Saowanee Holdings Co., Ltd. whereby Saowanee Holdings Co., Ltd. holds 218,280,000 BIGC shares) making a total of 483,077,600 shares in BIGC, at the purchase price of Baht 252.88 per share, totaling Baht 122,160,663,488 (under the condition made with the seller that the consideration for the share acquisition will be paid in Euro currency at the exchange rate as at 5 February 2016, the execution date of the Share Sale Agreement), and proceed to make a tender offer for the remaining shares in BIGC including the payment of remaining ‘Net Cash’ in Saowanee Holdings Co., Ltd. Furthermore, for the purpose of the fluency of the operation, the Company deems it appropriate to propose that the shareholders’ meeting approve the authorisation of the Board of Directors or the person delegated by the Board of Directors to enter into negotiations and agreements, determine, amend, change any details, conditions, and undertake any act necessary for the acquisition of ordinary shares, the making of tender offer for all securities of BIGC, and/or the acquisition of shares in the related business, and execute any agreement, memorandum of agreement, and documentation, as well as deal with government agencies, or any related authorities, such as the SEC Office, the Stock Exchange, ^{Enclosure No.1} and also to undertake any act necessary and appropriate for the utmost benefit of the Company.

Having considered the matter, the Meeting resolved to approve the Company and/or its subsidiaries to acquire and make a tender offer for BIGC shares and the relevant transaction including the delegation of power by the votes of no less than three-quarters of the total votes of the shareholders attending the meeting and eligible to vote, without counting the votes cast by interested shareholders, in accordance with the following votes:



Approved	1,475,815,640	votes,	equivalent to	99.9989	percent
Disapproved	16,100	votes,	equivalent to	0.0010	percent
Abstained	10	votes,	equivalent to	0.0000	percent
Invalid ballot	-	votes,	equivalent to	-	percent
Total shares	1,475,831,750	votes,	equivalent to	100.0000	percent

Agenda Item 2.2: To approve the acquisition of the shares in C-Distribution Asia Pte Ltd.

The Company deemed it appropriate to propose the Meeting to consider and approve the Company and/or its subsidiaries to acquire 2,700,000 shares in **C-Distribution Asia Pte Ltd.** at the purchase price of Euro 21.5 million (approximately Baht 856 million) including the repayment of debts of C-Distribution Asia Pte Ltd owed to the inter-companies in the group of seller as at the Closing Date. In this regard, the Company deems it appropriate to propose that the shareholders’ meeting approve the Company and/or its subsidiaries to acquire the shares in C-Distribution Asia Pte Ltd. Furthermore, for the purpose of the fluency of the operation, the Company deems it appropriate to propose that the shareholders’ meeting approve the authorisation of the Board of Directors or the person delegated by the Board of Directors to enter into negotiations and agreements, determine, amend, change any details, conditions, and undertake any act necessary for the acquisition of the shares in C-Distribution Asia Pte Ltd., and execute any agreement, memorandum of agreement, and documentation, as well as deal with government agencies or any related authorities, such as the SEC Office, the Stock Exchange, and also to undertake any act necessary and appropriate for the utmost benefits of the Company.

Having considered the matter, the Meeting resolved to approve the Company and/or its subsidiaries to acquire shares in C-Distribution Asia Pte Ltd. and the relevant transaction including the delegation of power by the votes of no less than three-quarters of the total votes of the shareholders attending the meeting and eligible to vote, without counting the votes cast by interested shareholders , in accordance with the following votes:



Approved	1,475,792,940	votes,	equivalent to	99.9973	percent
Disapproved	38,800	votes,	equivalent to	0.0026	percent
Abstained	10	votes,	equivalent to	0.0000	percent
Invalid ballot	-	votes,	equivalent to	-	percent
Total shares	1,475,831,750	votes,	equivalent to	100.0000	percent

Agenda Item 3

Other matters

Since there were no further matters proposed for the consideration of the meeting, the Chairman then thanked the shareholders, proxies and attendees who had attended the meeting and who had jointly given opinions that would benefit the Company in this year and declared the meeting adjourned at 17.30 hrs.

—*Signature*—

Mr. Weerawong Chittmitrapap
The Meeting Facilitator
(For the Chairman)

—*Signature*—

Minutes taken by:
Mr. Wittaya Kaewkungsadan
Secretary of the Meeting