

**Copy of Minutes of the 2021 Annual General Meeting of Shareholders of
Berli Jucker Public Company Limited,
convened on 22 April 2021, at 15.15 hrs., through electronic media according to
the Emergency Decree on Electronic Meeting B.E. 2563 (2020),**

Mr. Charoen Sirivadhanabhakdi, Chairman of the Board of Directors, who presided as the Chairman of the Meeting (the “**Chairman**”) declared the 2021 Annual General Meeting of Shareholders (the “Meeting”) duly convened at 15.15 hrs. and welcomed the shareholders attending the Meeting. In order for the Meeting to be conducted efficiently and in an orderly manner, the Chairman assigned Mr. Thirasakdi Nathikanchanalab, a director, to act as the facilitator of the Meeting (the “**Facilitator**”) and assigned Miss Ornanong Muangphan to act as the secretary of the Meeting (the “**Secretary**”).

Mr. Thirasakdi Nathikanchanalab, the director, informed the Meeting that there were 681 shareholders attending the Meeting in person and by proxy, holding in aggregate 3,700,992,465 shares, equivalent to 92.3448 percent of the total 4,007,796,699 issued shares. A quorum was thus constituted in accordance with the Articles of Association of Berli Jucker Public Company Limited (the “**Company**”). Therefore, he introduced 16 directors of the Company attending the Meeting, which accounted as 100 percent of the directors of the Company, as follows:

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| 1. Mr. Charoen Sirivadhanabhakdi | Chairman of the Board of Directors |
| 2. Khunying Wanna Sirivadhanabhakdi | Vice Chairman of the Board of Directors |
| 3. Mr. Tevin Vongvanich | Vice Chairman of the Board of Directors |
| 4. Mr. Prasit Kovilaikool | Independent Director and
Chairman of the Audit Committee |
| 5. Miss Potjaneer Thanavarant | Independent Director and
Chairman of the Risk Management Committee |
| 6. Prof. E. Pirom Kamolratanakul, M.D., M.Sc. | Independent Director and
Chairman of the Sustainability Development Committee |
| 7. Mr. Weerawong Chittmitrapap | Independent Director |
| 8. Police General Krisna Polananta | Independent Director |
| 9. Associate Prof. Kamjorn Tatiyakavee, M.D. | Independent Director |
| 10. Mr. Rungson Sriworasat | Independent Director |
| 11. General Thanadol Surarak | Independent Director |
| 12. Mr. Thirasakdi Nathikanchanalab | Director |
| 13. Mr. Prasert Maekwatana | Director |
| 14. Mr. Sithichai Chaikriangkrai | Director and Chairman of the Investment Committee |
| 15. Mr. Aswin Techajareonvikul | Director and Chief Executive Officer and President |
| 16. Mrs. Thapanee Techajareonvikul | Director |

and Mr. Boonklee Plangsiri, as an advisor of the Company. In order for the Meeting to be conducted efficiently and in an orderly manner, Mr. Thirasakdi Nathikanchanab, assigned the Secretary to inform the details of the procedures for attending the meeting through electronic media.

The Secretary introduced the executives and the auditors of the Company attending the Meeting as follows:

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| 1. Mr. Vichien Rungwattanakit | President of Packaging and Engineering Business |
| 2. Mr. Tul Wongsuphasawat | President of Consumer Products Business |
| 3. Mrs. Suwannee Poonapanont | Senior Executive Vice President, Healthcare Business |
| 4. Mrs. Sirikul Samutsakorn | Executive Vice President of BJC Specialties Co., Ltd. and White Group Public Company Limited |
| 5. Mr. Boonsak Stitmannaitum | Senior Executive Vice President – Logistics Business |
| 6. Mr. Teera Werathamsathit | Group Chief People Officer |
| 7. Miss Anchalee Rimviriyasab | Chief Financial Officer – BJC |
| 8. Ms. Sujittra Vichayasuek | Chief Financial Officer – Big C and Cost Optimizations and Procurement |
| 9. Mrs. Kamonwan Sivaraksa | Executive Vice President of Group Legal Compliance Division |
| 10. Miss Nutt-hathai Thanachaihirunsiri | Senior Vice President - Group Strategy and Sustainable Development/Risk Management / Portfolio Division |

The auditors of the Company comprised of Dr. Kiatniyom Kuntisook, Mr. Weera Sucharit and Mr. Sorasit Peetrangsri of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. attending the meeting.

Voting and vote-counting through AGM e-Voting

1. All shareholders shall be given one vote per share for voting in a meeting. The agenda item 2 is for acknowledgement, there is no voting required. For the agenda item 5, the shareholders are able to vote for the election of 6 directors which the agenda were separated, in order to allow all shareholder to consider the election of directors on each director basis.
2. The shareholders are entitled to cast their votes only as “Approved”, “Disapproved” or “Abstained”.
3. The vote-counting will be done by deducting the number of “Disapproved” and “Abstained” from the total voting. The remain voting is deemed as “Approved”.
4. Shareholders arriving during a consideration of an agenda will have the right to vote for such agenda and those remaining which they attend only. In this connection, the number of attending shareholders and voting for each agenda may vary.
5. When the result of the votes of any agenda has been tallied, the Chairman or the Facilitator will consider the next agenda item without voting result on that agenda item. Once the consideration of the next agenda item has been proceeded and vote-counting has been made, the Company will inform the Meeting the voting result accordingly.

In addition, for the purposes of transparency of vote counting, the Secretary asked the representative from the auditors, namely Mr. Sorasit Peetrangsri, act as witness for vote counting.

Inquiry in the Meeting

1. Prior casting their vote on each agenda item, the Chairman or the Facilitator will give an opportunity to ask questions or express their opinions related to that agenda item as proper.

2. The shareholders or proxies could provide or express their opinions by typing message with polite word in Q&A. Please then click to send a question The Company will answer your questions in the Meeting during the time of agenda consideration related to that question In the event that there are many questions send into the system, the Company will consider to select questions as appropriate and according to the relevant laws. The Company will answer questions based on similar or similar types of questions at the same time.

3. The Company will conclude all question and answer provided by the shareholders in advance and between the Meeting related to agenda item of this Meeting. The Company will gather the said as attachment of the minutes of AGM.

The Secretary, then, conducted the Meeting in accordance with the following agenda items.

Agenda Item 1

To consider and adopt the Minutes of the Annual General Meeting of Shareholders No. 1/2020, held on Thursday, 9 July 2020

The Secretary informed the Meeting that a copy of the Minutes of the Annual General Meeting of Shareholders No. 1/2020 had been delivered to all shareholders with the notice calling this Meeting. After due consideration, the Board of Directors deemed that the Minutes were accurately and completely recorded, then proposed that the Meeting consider and adopt the Minutes of Annual General Meeting of Shareholders as mentioned above.

The Secretary gave the shareholders an opportunity to raise questions or express opinions.

No shareholders raised any questions or expressed any opinions. The Secretary, therefore, asked the Meeting to proceed with the vote casting. The voting result is summarized as follows:

For this agenda item, there were 682 shareholders attending the Meeting, representing 3,701,040,965 votes.

Approved	3,701,040,965	vote(s),	equivalent to	100.0000	percent
Disapproved	0	vote(s),	equivalent to	0.0000	percent
Abstained	0	vote(s),	equivalent to	0.0000	percent
Invalid Ballots	0	vote(s),	equivalent to	0.0000	percent

Resolution: The Meeting resolved, by the majority vote of the shareholders attending the Meeting and eligible to vote, that the Minutes of the Annual General Meeting of Shareholders No. 1/2020, held on Thursday, 9 July 2020, be adopted.

Agenda Item 2

To acknowledge the Company's operational results for 2020

The Secretary invited Mr. Aswin Techajareonvikul, Chief Executive Officer and President (**Chief Executive Officer and President**), to present the report of the Board of Directors on the operational results for the year 2020 to the shareholders.

The Chief Executive Officer and President informed the operational results of the Company Group and Highlights for the year 2020 to the Meeting, as following:

Highlights for the year 2020

- January 2020
 - Big C awarded all of its logistic management to BJL to capture synergies and to support the Company's long term continued development of its supply chain operations.
 - Launched new Tasto Signature Chocolate, and Tasto Signature Spicy Mala premium potato chips, receiving a good customer feedback.
- February 2020
 - Completed aluminium can line capacity expansion in Vietnam, increasing the total aluminium can manufacturing capacity by 30% to 2,000 million cans a year.
- March 2020
 - Launched new 500ml aluminium can size, aimed to capture increasing demand from beer and juice market.
 - BJC issued Baht 12,000 million of senior unsecured debentures, to refinance the maturing Baht 12,000 million of senior unsecured debentures.
- April 2020
 - Launched "Hygienist" brand to respond to high demand of hygiene products such as alcohol spray and hand sanitizing gels.
 - Launched "Berli Mart" online stores at Lazada and Shopee to boost BJC's various consumer product sales through ecommerce channel.
- May 2020
 - BJC issued Baht 18,000 million of senior unsecured debentures, to refinance the maturing Baht 17,920 million of senior unsecured debentures.
- June 2020
 - BJC Consumer Supply Chain added new principal to its portfolio and started distributing Khao Kor Talay Pu hair care products to traditional retail channel in Thailand.
- July 2020
 - BJC completed its second yearly response to DJSI Corporate Sustainability Assessment and improved its score significantly from previous year. Subsequently,

this performance placed BJC in Top 15% of Food and Staples Retailing industry group, and moreover BJC was awarded the “Industry Mover” status in DJSI 2021 Yearbook.

- August 2020
 - TRIS Rating maintained BJC’s company and its outstanding senior unsecured debenture rating at “A+” with “negative” outlook.
- November 2020
 - Completed a tender offer for the White Group shares and increased its holding from previous 93.09% to 97.03% of White Group shares, and subsequently voluntarily delisting White Group from the Stock Exchange of Thailand.
 - BJC was included in Stock Exchange of Thailand “Thailand Sustainability Investment” (THSI) list reflecting the company’s ongoing efforts and outstanding performance on Environmental, Social and Governance (ESG) aspects.
 - BJC completed its second yearly response to DJSI Corporate Sustainability Assessment and improved its score significantly from previous year. Subsequently, this performance placed BJC in Top 15% of Food and Staples Retailing industry group, and moreover BJC was awarded the “Industry Mover” status in DJSI 2021 Yearbook.

Overview of Financial Operating Results

The Company reported on the Net Profit attributable to the Company’s shareholders for the year 2020 equivalent to THB 4,001 million, decreased by THB 3,277 million or 45.0 percent compared with the previous year, due to a decrease in sales ability, profitability as well as increased interest rates from the year 2019.

Packaging Goods and Service Segment

Net profit for shareholders of packaging goods and service segment for the year 2020 was THB 1,955 million. The Company had an increase in the amount of THB 89 million or 4.8 percent compared to the previous year. In this case, it was affected by increasing gross profit margin and the better in cost control.

Consumer Goods and Service Segment

Net profit for shareholders of consumer goods and service segment for the year 2020 was THB 1,170 million. The Company had an increase in the amount of THB 62 million or 5.6 percent compared to the previous year. For consumer goods and service segment, it was affected by consumer, logistics and international supply chains.

Healthcare and Technical Goods and Service Segment

Net profit for shareholders of healthcare and technical goods and service segment for the year 2020 was THB 709 million. The Company had a decrease in the amount of THB 143 million or 16.8 percent compared to the previous year. For healthcare and technical goods and service segment, it was affected by lower sales volume.

Modern Retail Goods and Service Segment

Net profit for shareholders of modern retail goods and service segment for the year 2020 was THB 3,959 million. The Company had a decrease in the amount of THB 2,646 million or 40.1 percent compared to the previous year. However, it was affected by lower sales volume and rental income which impacted from the COVID-19 epidemic situation, lower gross margins and increased interest expenses due to the usage of the Thailand Financial Reporting Standards No. 16 re: Lease (TFRS16).

Moreover, the Company paid dividend from the operation for the year 2020 in rate of THB 0.78 per share, totaling THB 3,126,081,425, as divided into 2 interim dividend payments as follows:

- 1) Interim dividend payment of the first half year of 2020, at the rate of THB 0.18 per share, which was paid on Friday, 11 September 2020, totaling THB 721,371,213; and
- 2) Interim dividend payment from the Company's profit as at 31 December 2020 instead of the payment of 2020 annual dividend at the rate of THB 0.60 per share, which was paid on Friday, 21 May 2021, totaling THB 2,404,678,019.

The Chief Executive Officer and President gave the Meeting an opportunity to raise questions or express opinions.

No shareholders raised any further questions or expressed any opinions.

This agenda item was only for acknowledgement, therefore, no voting was required.

Agenda Item 3

To consider and approve the Statement of Financial Position, the Statements of Profit or Loss and Other Comprehensive Income for the year ending 31 December 2020 which had been audited by the certified public accountant

The Secretary proposed that the Meeting consider and approve the Statement of Financial Position, the Statements of Profit or Loss and other comprehensive income for the year ending 31 December 2020, which had been audited by the certified public accountant and approved by the Audit Committee and the Board of Directors, as detailed in the Annual Report that had been delivered to all shareholders with the notice calling this Meeting. The Secretary asked the Chief Executive Officer and President, to report a summary of the Statement of Financial Position to the Meeting.

The Chief Executive Officer and President reported a summary of the Statement of Financial Position for the year 2020, as follows:

Unit: THB Million	Year 2020	Year 2019	Increase / Decrease by (%)
Statement of Financial Position			
Total assets	326,157	325,804	0.1%
Total liabilities	206,621	206,068	0.3%
Shareholders' equity	114,677	115,046	-0.3%
Book Value (THB per share)	28.61	28.71	-0.3%
Statements of Profit or Loss			
Revenue from sale of goods	144,732	158,009	-8.4%

Unit: THB Million	Year 2020	Year 2019	Increase / Decrease by (%)
and rendering of services			
Net profit	4,001	7,278	-45.0%
Basic earnings per share (THB per share)	1.00	1.82	-45.0%
Key Financial Ratio			
Gross Profit Margin	18.99%	19.55%	-2.9%
Net Profit Margin	2.76%	4.61%	-40.1%

The Chief Executive Officer and President gave the Meeting an opportunity to raise questions or express opinions.

No shareholders raised any questions or expressed any opinion. The Secretary, therefore, asked the Meeting to proceed with the vote casting. The voting result is summarized as follows:

For this agenda item, there were 682 shareholders attending the Meeting, representing 3,701,040,965 votes.

Approved	3,700,568,665	vote(s),	equivalent to	99.9872	percent
Disapproved	0	vote(s),	equivalent to	0.0000	percent
Abstained	472,300	vote(s),	equivalent to	0.0127	percent
Invalid Ballots	0	vote(s),	equivalent to	0.0000	percent

Resolution: The Meeting resolved, by the majority vote of the shareholders attending the Meeting and eligible to vote, that the Statement of Financial Position, the Statements of Profit or Loss, and Other Comprehensive Income for the year ending 31 December 2020 be approved by the certified public accountant, as proposed.

Agenda Item 4

To consider and approve the allocation of profits as a legal reserve and the dividend payment for the operational results of the year 2020

The Secretary invited Mr. Aswin Techajareonvikul, Chief Executive Officer and President, to inform the Meeting of the details with respect to the allocation of profits as a legal reserve and the dividend payment for the operational results of the year 2020.

The Chief Executive Officer and President informed the Meeting of the allocation of profits for the accounting period of 2020 as follows:

As the operational results for the year 2020 showed in profit, the Board of Directors Meeting No. 5/2020, convened on Thursday, 13 August 2020, resolved to approve the interim dividend payment to be made on Friday, 11 September 2020, at the rate of THB 0.18 per share. The Company,

therefore, deemed it appropriate to report the said dividend payment to the shareholders at this Meeting.

In addition, the Company proposed that the Meeting approve the dividend payment at the end of the year at the rate of THB 0.60 per share. After combining the rates of the proposed dividend payment with the interim dividend payment, the total dividend payment of the Company during the year 2020 is THB 0.78 per share.

The Company shall make the proposed dividend payment on Friday, 21 May 2021 to the shareholders whose names were set out in the share register book of the Company as at the date to record the names of the shareholders who are entitled to dividend payments (Record Date) on Friday, 30 April 2020. The Company has allocated THB 411,462,670 from its profits as a legal reserve, or equivalent to 10 percent of its total registered capital of THB 4,114,626,699, as required by the law. The details of the dividend payment for the year 2020 had been delivered to the shareholders with the notice calling this Meeting.

The Chief Executive Officer and President gave the Meeting an opportunity to raise questions or express opinions.

A shareholder inquired to the meeting about the actual income tax rate in year 2020 were 14.3%, which is lower than the normal rate of 20%.

Miss Anchalee Rimviriyasab, Chief Financial Officer – BJC (“Chief Financial Officer – BJC”) answered to the shareholder that the 14.3% income tax rate is a tax rate for overall of the consolidated financial statements that include all companies and subsidiaries of the BJC Group. However, the income tax calculations and taxes are calculated and taxed on individual companies, some of which are profitable, but which are used in loss carry forward, resulting the overall income tax rates are lower than normal rates.

No shareholders raised any questions. The Secretary, therefore, asked the Meeting to proceed with the vote casting. The voting result is summarized as follows:

For this agenda item, there were 682 shareholders attending the Meeting, representing 3,701,040,965 votes.

Approved	3,699,727,265	vote(s),	equivalent to	99.9645	percent
Disapproved	1,310,700	vote(s),	equivalent to	0.0354	percent
Abstained	3,000	vote(s),	equivalent to	0.0000	percent
Invalid Ballots	0	vote(s),	equivalent to	0.0000	percent

Resolution: The Meeting resolved, by the majority vote of the shareholders attending the Meeting and eligible to vote, to approve the allocation of profits as a legal reserve and the dividend payment for the operational results of the year 2020 at the rate of THB 0.78 per share, whereby the Company made the interim dividend payment to the shareholders on 11 September 2020 at the rate of THB 0.18 per share which was resulted in a remaining dividend payment for the end of the year at THB 0.60 per share, having 21 May 2021 scheduled as the date of the dividend payment to the shareholders whose names were set out in the share register book of the Company as

at the date to record the names of the shareholders who are entitled to dividend payments (Record Date) on 30 April 2021, be approved, as proposed.

Agenda Item 5

To consider and approve the re-election of directors in replacement of those who retire by rotation

The Secretary informed the Meeting that at this Annual General Meeting of Shareholders, it was required that one-third of directors shall vacate office proportionally, i.e., six directors. The six directors were:

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|-----------------------------------|---|
| 1. Mr. Tevin Vongvanich | Vice Chairman of the Board of Directors |
| 2. Mr. Prasit Kovilaikool | Independent Director |
| 3. Mr. Sithichai Chaikriangkrai | Director |
| 4. Mrs. Thapanee Techajareonvikul | Director |
| 5. Mr. Rungson Sriworasat | Independent Director |
| 6. General Thanadol Surarak | Independent Director |

After due consideration, the Board of Directors, therefore, deemed it appropriate to propose that the shareholders consider and approve the election of the six directors who were due to retire by rotation to be reinstated as directors of the Company for another term. The details with respect to the six directors were set out in Enclosure No. 4 of the notice calling this Meeting which had been delivered to all shareholders.

The Secretary gave the Meeting an opportunity to raise questions or express opinions.

No shareholders raised any questions. The Secretary, therefore, asked the Meeting to proceed with the vote casting. The voting result is summarized as follows:

Agenda Item 5.1: To appoint Mr. Tevin Vongvanich, a director, to hold office for another term

For this agenda item, there were 682 shareholders attending the Meeting, representing 3,701,040,965 votes.

Approved	3,678,692,735	vote(s),	equivalent to	99.3961	percent
Disapproved	22,348,230	vote(s),	equivalent to	0.6038	percent
Abstained	0	vote(s),	equivalent to	0.0000	percent
Invalid Ballots	0	vote(s),	equivalent to	0.0000	percent

Resolution: The Meeting resolved that Mr. Tevin Vongvanich be appointed to hold office as a director for another term.

Agenda Item 5.2: To appoint Mr. Prasit Kovilaikool, a director, to hold office for another term

For this agenda item, there were 682 shareholders attending the Meeting, representing 3,701,040,965 votes.

Approved	3,547,558,467	vote(s),	equivalent to	95.8529	percent
Disapproved	153,482,498	vote(s),	equivalent to	4.1470	percent
Abstained	0	vote(s),	equivalent to	0.0000	percent
Invalid Ballots	0	vote(s),	equivalent to	0.0000	percent

Resolution: The Meeting resolved that Mr. Prasit Kovilaikool be appointed to hold office as a director for another term.

Agenda Item 5.3: To appoint Mr. Sithichai Chaikriangkrai, a director, to hold office for another term

For this agenda item, there were 682 shareholders attending the Meeting, representing 3,701,040,965 votes.

Approved	3,591,914,345	vote(s),	equivalent to	97.0514	percent
Disapproved	109,126,620	vote(s),	equivalent to	2.9485	percent
Abstained	0	vote(s),	equivalent to	0.0000	percent
Invalid Ballots	0	vote(s),	equivalent to	0.0000	percent

Resolution: The Meeting resolved that Mr. Thirasakdi Nathikanchanalab be appointed to hold office as a director for another term.

Agenda Item 5.4: To appoint Mrs. Thapanee Techajareonvikul, a director, to hold office for another term

For this agenda item, there were 682 shareholders attending the Meeting, representing 3,701,040,965 votes.

Approved	3,694,945,061	vote(s),	equivalent to	99.8352	percent
Disapproved	6,095,904	vote(s),	equivalent to	0.1647	percent
Abstained	0	vote(s),	equivalent to	0.0000	percent
Invalid Ballots	0	vote(s),	equivalent to	0.0000	percent

Resolution: The Meeting resolved that Mrs. Thapanee Techajareonvikul be appointed to hold office as a director for another term.

Agenda Item 5.5: To appoint Mr. Rungson Sriworasat, a director, to hold office for another term

For this agenda item, there were 682 shareholders attending the Meeting, representing 3,701,040,965 votes.

Approved	3,604,574,748	vote(s),	equivalent to	97.3935	percent
Disapproved	96,466,217	vote(s),	equivalent to	2.6064	percent
Abstained	0	vote(s),	equivalent to	0.0000	percent
Invalid Ballots	0	vote(s),	equivalent to	0.0000	percent

Resolution: The Meeting resolved that Mr. Rungson Sriworasat be appointed to hold office as a director for another term.

Agenda Item 5.6: To appoint General Thanadol Surarak, a director, to hold office for another term

For this agenda item, there were 682 shareholders attending the Meeting, representing 3,701,040,965 votes.

Approved	3,701,012,365	vote(s),	equivalent to	99.9992	percent
Disapproved	28,600	vote(s),	equivalent to	0.0007	percent
Abstained	0	vote(s),	equivalent to	0.0000	percent
Invalid Ballots	0	vote(s),	equivalent to	0.0000	percent

Resolution: The Meeting resolved that General Thanadol Surarak be appointed to hold office as a director for another term.

Agenda Item 6

To consider and approve the increase in the number of directors of the Company and the election of a new director

The Secretary informed the Meeting that, to accommodate the expansion of the Company's business operation, the Chairman of the Nomination, Remuneration, and Corporate Governance Committee proposed that the Meeting increase the number of directors from 16 to 17, and proposed an appointment of 1 new person, i.e. Associate Professor Pimpana Srisawadi, as an Independent Director and new director of the Company.

In this regard, a brief profile and qualifications of the person nominated as a new director are set out in Enclosure No. 5 in the notice calling the meeting, which had been delivered to the shareholders.

The Secretary gave the Meeting an opportunity to raise questions or express opinions.

No shareholders raised any questions. The Secretary, therefore, asked the Meeting to proceed with the vote casting. The voting result is summarized as follows:

For this agenda item, there were 683 shareholders attending the Meeting, representing 3,701,070,965 votes.

Approved	3,605,102,399	vote(s),	equivalent to	97.4070	percent
Disapproved	95,968,566	vote(s),	equivalent to	2.5929	percent
Abstained	0	vote(s),	equivalent to	0.0000	percent
Invalid Ballots	0	vote(s),	equivalent to	0.0000	percent

Resolution: The Meeting resolved, by the majority vote of the shareholders attending the Meeting and eligible to vote, that Associate Professor Pimpana Srisawadi be appointed as the Independent Director and new director of the Company and assign to register the related amendment to the director with the Department of Business Development, Ministry of Commerce, until completion.

Agenda Item 7

To consider and approve the remuneration of the Board of Directors for 2021

The Secretary clarified to the Meeting that, the Board of Directors had considered, then agreed to propose that the Meeting approve the remuneration for the directors in 2021 at the amount of not exceeding THB 50,000,000 per annum. Such amounts were considered appropriate when taking into consideration the comparison of the remuneration of the group of companies which have similar incomes and securities values to those of the Company, and the remuneration was equivalent to the previous year of 2020, and proposed that the Meeting approve the authorization of the Nomination and Remuneration Committee and the Chairman of the Board of Directors to determine the details and rate of remunerations to be paid to each of the directors in accordance with their scope of duties and responsibilities.

The Secretary gave the Meeting an opportunity to raise questions or express opinions.

For this agenda item, there were 683 shareholders attending the Meeting, representing 3,701,070,965 votes.

Approved	3,698,689,614	vote(s),	equivalent to	99.9356	percent
Disapproved	2,381,351	vote(s),	equivalent to	0.0643	percent
Abstained	0	vote(s),	equivalent to	0.0001	percent
Invalid Ballots	0	vote(s),	equivalent to	0.0000	percent

Resolution: The Meeting resolved, by the vote of no less than two-thirds of the total votes of the shareholders attending the Meeting, that the remuneration of the Board of Directors for the year 2021 of not exceeding THB 50,000,000 per annum and the authorization

of the Nomination and Remuneration Committee and the Chairman of the Board of Directors to determine the details and rate of remunerations to be paid to each of the directors in accordance with their scope of duties and responsibilities be approved, as proposed.

Agenda Item 8

To consider and approve the appointment of auditors and fix the audit fee for the year 2021

The Secretary informed the Meeting that after due consideration, the Board of Directors deemed it appropriate to propose that the Meeting approve the appointment of: (1) Dr. Kiatniyom Kuntisook, Certified Public Accountant No. 4800; or (2) Mr. Choopong Surachutikarn, Certified Public Accountant No. 4325; (3) Dr. Suvajchai Mekhaumnuaichai, Certified Public Accountant No. 6638; or (4) Mr. Wonlop Vilaivaravit, Certified Public Accountant No. 6797 of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the Company's auditor for the year 2021, by having any one of the above-mentioned auditors review and provide opinions on the Company's financial statement.

The proposed auditors had been selected by the Audit Committee by taking into account the criteria, qualifications, capabilities and professional efficiency of each auditor. The said auditors had no relationships nor any connections with the Company. In addition, the proposed auditors were knowledgeable, competent and recognized in the industry, as well as on the approved list of auditors provided by the Office of the Securities and Exchange Commission.

It was proposed that the audit fee for the year 2021 be fixed at THB 1,210,000 and the annual audit fee for quarterly audit at THB 1,740,000, totalling THB 2,950,000, the amounts of which were considered appropriate. The Board of Directors deemed it appropriate to propose that the Meeting approve the fixing of the audit fee for 2021 at THB 2,950,000. In this regard, the audit fee for 2021 was equivalent to that of the previous year.

The Secretary gave the Meeting an opportunity to raise questions or express opinions.

Miss Arunee Dokbua questioned to the Meeting that should the Company has its process for selection of the auditors for the year 2021 by comparing with the other accounting firm and what is the details.

The Chief Financial Officer – BJC answered to the Meeting that the Company was proposed the comparison of the audit fee for the year 2021 from 3 accounting firm, i.e., Deloitte Touche Tohmatsu Jaiyos Audit Company Limited (2) EY Company Limited and, (3) KPMG Phoomchai Audit Ltd. In addition, the audit fee for the year 2021 is the same rate as the year 2020, equivalent to THB 2,950,000.

No shareholders raised any questions. The Secretary, therefore, asked the Meeting to proceed with the vote casting. The voting result is summarized as follows:

For this agenda item, there were 963 shareholders attending the Meeting, representing 3,467,062,068 votes.

Approved	3,467,049,167	vote(s),	equivalent to	99.9996	percent
Disapproved	10,201	vote(s),	equivalent to	0.0000	percent
Abstained	2,700	vote(s),	equivalent to	0.0000	percent
Invalid Ballots	0	vote(s),	equivalent to	0.0000	percent

Resolution: The Meeting resolved, by the majority vote of the shareholders attending the Meeting and eligible to vote, that the appointment of auditors and the determination of the audit fee for the year 2020 be approved, as proposed.

Agenda Item 9

To consider and approve the Employee Stock Option Program (BJC ESOP 2018 No. 3) and issuance and offering of the warrants to purchase the ordinary shares of the Company to executives and employees of the Company and/or its subsidiaries (the “BJC – WA 2018 Scheme No. 3”)

The Secretary informed the Meeting that it was in the Company’s best interests to motivate and reward the performance of the Company’s executives and employees, to be encouraged to perform a high standard of work and generate the utmost benefit to the Company and its shareholders, and to retain the executives and/or employees who have irreplaceably outstanding performance for the Company in the long term to achieve the ultimate goal in business. In this connection, by the resolution of the Board of Nomination and Remuneration Committee’s Meeting No. 1/2021 has resolved to propose to the Board of Directors to consider and propose to shareholders to consider approving BJC ESOP 2018 No. 3 to motivate and reward the performance of the Company’s executives and employees, to be encouraged to perform their working performance.

The Board has resolved to propose to the shareholders to consider and approve the Employee Stock Option Program and the issuance and offering of Warrants to purchase the ordinary shares of the Company to Executives and Employees of the Company and/or its subsidiaries No. 3 (the BJC–WA 2018 Scheme No. 3) under the BJC ESOP 2018 No. 3 Program up to 16,000,000 units as details attached and delivered to the shareholders together with this Notice. (Enclosure No. 8).

The Secretary gave the Meeting an opportunity to raise questions or express opinions.

Miss Suriwipa Kumsinpan asked the Meeting about the criteria for allocation of warrants to the Company’s executives and employees and the consideration of factors.

Mr. Teera Werathamsathit, Chief Human Resource Officer of the Group explained to the Meeting that the allocation of warrant to executives and employees was considered from (1) the past 3 years’ performance in “very good” level, (2) factors of executives and employees’ efficiency which promote and drive the Company’s business, and (3) factors of importance and necessity of that employee affected to the Company’s business.

No shareholders raised any questions. The Secretary, therefore, asked the Meeting to proceed with the vote casting. The voting result is summarized as follows:

For this agenda item, there were 683 shareholders attending the Meeting, representing 3,701,070,965 votes.

Approved	3,569,163,034	vote(s),	equivalent to	96.4359	percent
Disapproved	131,907,931	vote(s),	equivalent to	3.5640	percent
Abstained	0	vote(s),	equivalent to	0.0000	percent
Invalid Ballots	0	vote(s),	equivalent to	0.0000	percent

Resolution: The Meeting resolved, by the vote of no less than three-fourths of the total votes of shareholders attending the Meeting and eligible to vote, to approve the Employee Stock Option Program (the “BJC ESOP 2018 No. 3”) and the issuance and offering of the Warrants to purchase the ordinary shares of the Company to executives and employees of the Company and/or its subsidiaries (the “BJC-WA 2018 Scheme No. 3”), and to authorize the Management Board to specify, amend or add any details or conditions necessary and in relation to the offering of the warrants to the extent allowed by law or in its insignificant parts, as proposed.

Agenda Item 10

To consider and approve the allocation of new ordinary shares of the Company for BJC ESOP 2018 Program for the Warrants to purchase the ordinary shares of the Company to Executives and Employees of the Company and/or its subsidiaries No. 3 (the “BJC-ESOP 2018 Scheme No. 3”)

The Secretary informed the Meeting that this agenda item is consequential from Agenda Item 9 regarding the consideration and approval of the Employee Stock Option Program (BJC ESOP 2018 No. 3) and the issuance and offering of the Warrants to Purchase the Ordinary Shares of the Company to Executives and Employees of the Company and/or its Subsidiaries (BJC – WA 2018 Scheme No. 3). In this regard, the Company will proceed with the allocation of the newly-issued shares as follows:

1. To allocate the newly-issued ordinary shares in the amount of not exceeding 16,000,000 shares at a par value of THB 1 per share for the rights to exercise the Warrants that are issued and offered to executives and employees of the Company and/or its subsidiaries under the BJC ESOP 2018 No. 3;
2. There are 32,000,000 ordinary shares remaining for the BJC ESOP 2018 Program for the year 2021-2022.

With regard to this, it is proposed that the Management Board of the Company be authorized to consider and determine other details regarding the allocation of the newly-issued ordinary shares, e.g.:

- 1) the allocation of newly-issued ordinary shares for exercising the rights under the warrants offered to executives and employees of the Company and/or its subsidiaries under the BJC ESOP 2018 No. 3 and other relevant conditions thereof;

- 2) the negotiation and execution of contracts including relevant documents and other operations related to the allocation of newly-issued ordinary shares; and
- 3) the signing of the applications, applying for waivers and all necessary documents for substantiation of the allocation of newly-issued ordinary shares, contact with and filing the applications or waiver requests and other documentation submitted to the relevant government agencies or competent authorities and filing the applications to list the ordinary shares of the Company on the Stock Exchange of Thailand (Stock Exchange). The Management Board is also authorized to perform any acts/transactions which are necessary and appropriate to complete the allocation of newly-issued ordinary shares.

The Secretary gave the Meeting an opportunity to raise questions or express opinions.

No shareholders raised any questions. The Secretary, therefore, asked the Meeting to proceed with the vote casting. The voting result is summarized as follows:

For this agenda item, there were 683 shareholders attending the Meeting, representing 3,701,070,965 votes.

Approved	3,569,089,636	votes,	equivalent to	96.4339	percent
Disapproved	131,981,329	votes,	equivalent to	3.5660	percent
Abstained	0	votes,	equivalent to	0.0000	percent
Invalid Ballots	0	votes,	equivalent to	0.0000	percent

Resolution: The Meeting resolved, by the majority vote of the shareholders attending the Meeting and eligible to vote, to approve the allocation of new ordinary shares of the Company for BJC ESOP 2018 Program for the Warrants to purchase the ordinary shares of the Company to executives and employees of the Company and/or its subsidiaries No. 3 (BJC ESOP 2018 No. 3), and to authorize the Management Board to specify, amend or add any details or conditions necessary and in relation to the allocation of the newly-issued ordinary shares of the Company, as proposed.

Agenda Item 11

Other matters (if any)

No shareholders proposed any other matter for consideration.

The Secretary, then, gave the Meeting an opportunity to raise questions or express opinions.

Mr. Kathathep Panichamnuaysook, a shareholder asked the Meeting about the competitive conditions in the industry.

The Chief Executive Officer and President explained that BJC-Big C business is a free competitive business at all times. In terms of packaging business, the Company is regionally competitive and prides itself on the glass packaging of one of the companies in the region. Canned packaging is the 1st place in Thailand and has a manufacturing base in Vietnam. The consumer goods business competes with global competitors, whether it is tissue paper or confectionery, which is one-third of its rank. The retail businesses is the same position, despite how it has changed. The Company

retains a one-thirds of its rank in its large retail business. The competition will strengthen BJC resulting the Company in creating good things for its business partners and customers. The current competitive situation is no different from the end of last year due to different competitors. Currently, the industry segment indicates that the Company's retail sector has affected by the governmental policies resulting in change of the competition, promotion of the traditional trading businesses and the greater competition. However, the Company expects to retain a third of its position in the business.

Mr. Kathathep Panichamnuaysook, a shareholders further inquired about the direction of the Company in the future made by the executives, Mini Big C branch expansion with the reduced branch opening and fewer customers than the competitors and strategy plan as well as the preventive approach relating to cybersecurity.

The Chief Executive Officer and President clarified to shareholders that the Board of Directors and executives have received policies from the Chairman of the Board of Directors and the Vice Chairman of the Board of Directors. It is required to lead the Company to be as the main institution of the country with good governance principles and focusing on generating good returns and social care in the same time.

Regarding the business's direction, the Company has nearly a 139-year-old foundation with a multi-business base in Thailand and in ASEAN. We are focusing what we do. The Company has assets consisting of 13 factories in Thailand, over 1,600 retail channels throughout ASEAN, service products in consumer goods. The Company would like to provide our products to business partners and consumers with a better lifestyle. BJC has more than 3,000 agents for distribution of products. Products sold by BJC or Big C has focusing on good quality products resulting in the customers and business partners' life quality, not only in Thailand but also in ASEAN to have the better living conditions

The expansion of Big C's channels has also significant and focus on expanding through multiple channels. In the situation of Covid-19 pandemic, one Big C branch and 220 Mini Big C branches has opened in the past year. We are focusing on and believing that opening branches in some locations in ASEAN or Thailand will be able to bring more good products and services to customers and business partners.

For Mini Big C, the Company intends to retain a third of its position as a convenience store player or supermarket. The Mini Big C in Laos (Vientiane) is number one. In Vietnam, convenience stores are still adapting, but the Company itself has been using channels through MM Mega Market, a wholesale market, will also support its expansion in Vietnam.

In this connection, please note that based on the information available from the competitors, it is clear that the Company's one-time purchases at Mini Big C are higher than its competitors, and Big C business continues to expand the branches that will contribute to the stability of BJC.

The Chief Executive Officer and President thanked the shareholder for the suggestions and expressed that it would be passed for further consideration with relevant team.

No shareholders proposed any further matters for consideration. The Chairman then expressed his appreciation to all shareholders for their suggestions which would be beneficial to the Company, and declared the Meeting adjourned at 16.30 hrs.

In this regard, as at the end of the Meeting, there were 683 shareholders attending the Meeting in person and by proxy, representing 3,701,070,965 shares, equivalent to 92.3564 percent of the total 4,007,380,999 issued shares.

Signed _____ - *Signature* - _____ Chairman of the Meeting

(Mr. Charoen Sirivadanabhakdi)
Chairman of the Board of Directors

Signed _____ - *Signature* - _____ Person certifying the Minutes

(Mrs. Kamonwan Sivaraksa)
Company Secretary

Signed _____ - *Signature* - _____ Minutes Taker

(Miss Ornanong Muangphan)
Secretary of the Meeting