



Berli Jucker Public Company Limited

(Translation)

**Minutes of the 2023 Annual General Meeting of Shareholders of
Berli Jucker Public Company Limited,
convened on 26 April 2023, at 15.00 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 2023 Annual General Meeting of Shareholders (the “**Meeting**”) duly convened at 15.00 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 1,273 shareholders attending the Meeting in person and by proxy, holding in aggregate 3,497,120,689 shares, equivalent to 87.2579 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 for 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. Mr. Tevin Vongvanich | Vice Chairman of the Board of Directors and
Chairman of the Nomination and Remuneration
Committee |
| 3. Mr. Prasit Kovilaikool | Independent Director and
Chairman of the Risk Management Committee |
| 4. Miss Potjaneer Thanavarant | Independent Director and
Chairman of the Audit Committee |
| 5. Prof. E. Pirom Kamolratanakul, M.D., M.Sc. | Independent Director and
Chairman of the Sustainability Development Committee |
| 6. Mr. Weerawong Chittmitrapap | Independent Director |
| 7. Police General Krisna Polananta | Independent Director |
| 8. Associate Prof. Kamjorn Tatiyakavee, M.D. | Independent Director |
| 9. Mr. Rungson Sriworasat | Independent Director |
| 10. General Thanadol Surarak | Independent Director |
| 11. Assoc. Prof. Pimpana Srisawadi | Independent Director |





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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 Executive Director

In order for the Meeting to be conducted efficiently and in an orderly manner, Mr. Thirasakdi Nathikanchanalab 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:

1. Mr. Vichien Rungwattanakit	President of Packaging Business
2. Mr. Tul Wongsuphasawat	President of Consumer Products Business
3. Mrs. Suwannee Poonapanont	President of Healthcare and Specialties Business
4. Mr. Boonsak Stitmannaitum	Senior Executive Vice President of Logistics & Engineering Business
5. Mr. Teera Werathamsathit	Group Chief People Officer
6. Miss Anchalee Rimviriyasab	Chief Financial Officer of BJC
7. Mrs. Kamonwan Sivaraksa	Executive Vice President of Group Legal and Compliance Division

The auditors of Deloitte Touche Tohmatsu Chaiyos Audit Co., Ltd. are as follow:

1. Mr. Choopong Surachutikarn
2. Mr. Wee Sujarit
3. Mr. Sorasit Pitarangsi
4. Miss Sirikamol Ungsithipoonporn

This Meeting was only held through electronic media conference, as required by the Royal Decree on Electronic Media Conference, B.E. 2563. The Company does not have any registration at the meeting venue. In order to ensure that the Meeting was carried out smoothly and effectively in the best interests of the Company and all shareholders, the Secretary informed the Meeting of the procedures of the Meeting, voting and counting of the votes through AGM e-Voting with details and guidelines for voting and counting appear in the documents supporting the Annual General Meeting of Shareholders





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for the year 2023 which have already been delivered to all shareholders and summary of important principles for understanding are as follows:

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 acknowledgment, 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 remaining votes are deemed as “Approved”.

4. Shareholders arriving during 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 inform the Meeting of the voting result accordingly.

In addition, for the purposes of transparency of vote counting, the Secretary invited the audit representative, namely Miss Sirikamol Ungsithipoonporn, to act as a witness for vote counting.

Inquiry in the Meeting

1. Prior to 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 properly.

2. The shareholders or proxies could provide or express their opinions by typing messages with polite words 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 sent into the system, the Company will consider selecting 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 questions and answers provided by the shareholders in advance and between the Meeting related to the agenda item of this Meeting. The Company will gather the said as an attachment to the minutes of AGM.

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





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Agenda Item 1

**To adopt the Minutes of the 2022 Annual General Meeting of Shareholders
held on Thursday, 21 April 2022**

The Secretary informed the Meeting that a copy of the Minutes of the 2022 Annual General Meeting of Shareholders 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 the Annual General Meeting of Shareholders as mentioned above.

The Secretary provided 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 1,278 shareholders attending the Meeting, representing 3,497,126,315 votes.

Approved	3,497,123,205	vote(s),	equivalent to	99.9999	percent
Disapproved	0	vote(s),	equivalent to	0.0000	percent
Abstained	3,110	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 2022 Annual General Meeting of Shareholders, held on Thursday, 21 April 2022, be adopted.

Agenda Item 2

To acknowledge the Company's operational results for the year 2022

The Secretary invited Mr. Aswin Techajareonvikul, Chief Executive Officer and President, to present the report of the Board of Directors on the operational results for the year 2022 to the shareholders.

The Chief Executive Officer and President informed the operational results of the Company Group and Highlights for the year 2022 to the Meeting as follows:





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Highlights for the year 2022

January 2022

Big C launched new digital cross-border shopping channel to reach 1 billion Chinese population. With the development of Big C Chinese shop front in WeChat mini program, we have gained popularity among Chinese tourists by delivering Big C Chinese favorite products to customers home in anywhere in China.

April 2022

BJC Healthcare and Cariva formed B-Med X Company to enter telemedicine market, building Online-to-Offline Commerce (O2O) business by leveraging BJC's business footprint and experience, and CARIVA's expertise in technology-as-service, data infrastructure, and new technology.

May 2022

- Big C completed an asset acquisition of 18 Kiwi Mart convenience stores in Cambodia. This acquisition is in line with Big C's strategy to increase its footprint in ASEAN.
- BJC started construction of new Aluminum can line with the capacity of 400 million cans or 200 million aluminum bottles per year, adding about 10% to our current Aluminum Can capacity with plan to start commercial operations in September 2023. This is the first Aluminum line in Thailand capable of producing aluminum bottles.

July 2022

BJC celebrated its 140th Anniversary, a remarkable journey that has taken it from a supply chain and distribution powerhouse in to a leading integrated retail platform in ASEAN with a strong manufacturing and distribution capabilities.

August 2022

Big C launched new Line official store front and digital cart for all hypermarket and supermarket stores, and soon to roll out in all Big C Mini stores by January 2023, making shopping through Line application more convenient and user friendly for its non-Application shoppers who are keen to interact with our personal shoppers for shopping assistance.

November 2022

Big C launched completely redesigned and in-house developed Big C Plus application that is significantly faster, easier to use than our previous version, and importantly provides us capacity to response to Big C shoppers' needs who are currently sophisticated in navigating through self-served digital shopping with us and drive our online sales growth for years to come through integrated loyalty program with shopping Online application and website.





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December 2022

BJC was listed on the Dow Jones Sustainability Indices (DJSI), with the world's highest score in Food & Staples Retailing industry of the 2022 S&P Global Corporate Sustainability Assessment, and the company has been listed on DJSI Emerging Markets for the second consecutive year. This is a testament to our commitment to applying sustainability approach to drive our business by balancing economy, environment and society under principles of good corporate governance.

Sales of Consumer Goods and Service Segment

Overview of Financial Operating Results

The Company reported on the income attributable to sales and services for the year 2022 equivalent to THB 150,338 million, increased by THB 11,873 million or 8.6 percent compared with the previous year, due to a increase in sales and services from Packaging Segment and Modern Retail Segment

Packaging Goods and Service Segment

Sales of packaging goods and service segment for the year 2022 were THB 24,821 million, increasing the amount of THB 4,884 million or 24.5 percent from the previous year. due to Thailand's and Vietnam's continuing economic recovery. This has a positive impact on both glass and can packaging. Including the sale of packaging increased from the cost of raw materials and utilities expense.

Consumer Goods and Service Segment

Sales of the consumer goods and service segment for the year 2022 were THB 21,410 million, increasing the amount of THB 1,275 million or 5.6 percent from the previous year. The cause is that sales in the logistics business have decreased. Big C's logistics section management has transitioned from a logistics business to a modern retail business since the beginning of the year. As a result, total sales decreased compared to the same period last year.

Healthcare and Technical Goods and Service Segment

Sales of the healthcare and technical goods and service segment for the year 2022 were THB 8,880 million, decreasing in the amount of THB 184 million or 2.0 percent from the previous year. Due to a decrease in pharmaceutical product and service sales as a result of a decrease in COVID-related goods compared to the previous year. Included as a Medical equipment delivery times are becoming longer from the concisely situation of global semiconductor procurement and the change in purchasing policy of the Government Pharmaceutical Organization in October 2022

Modern Retail Goods and Service Segment

Sales of modern retail goods and service segment for the year 2022 were THB 109,206 million, increasing in the amount of THB 6,798 million or 6.6 percent from the previous year. Due to the continuous economic recovery caused by the number of tourists recovering which has a positive effect





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on sales growth, resulting in sales growth of 2 percent in 2022. (Sales per branch Excluding sales of B2B products to grow 3.2% in 2022)

Modern Retail Goods and Service Segment continued to expand its branches. In 2022, Big C has launched 1 food place, 1 food service, and 91 Big C Mini outlets were opened in Thailand, including the acquisition of a convenience store. 18 Kiwi Marts in Cambodia, resulting in the total number of hypermarkets at the end of 2022 at 154 (including 1 Big C Supercenter in Cambodia), 61 supermarkets (Big C Market 36 branches, Big C Food Place, Supermarket 11 branches, Big C Depot 11 branches and MM Food Service Wholesale 3 branches) Big C Mini 1,449 branches (including franchise branches) 55 branches in Thailand, 17 Big C Mini stores and 2 Premium Kiwi convenience stores in Cambodia) and 146 Pure Pharmacy stores. In addition, in August 2022, a new chat commerce platform was launched at Big C stores. which is linked to the Big C store's official account in the LINE messaging application, and in November 2022 launched the newly designed and developed in-house application Big C PLUS. With the intention of expanding through the omnichannel of modern retail products and services.

Net profit for shareholders of consumer goods and service segment

Overview of Financial Operating Results

The Company reported on the Net Profit attributable to the Company's shareholders for the year 2022 equivalent to THB 5,010 million, increased by THB 1,425 million or 39.8 percent compared with the previous year, due to the packaging segment's increasing sales, as well as to increase in sales ability, rental revenue and profitability in the modern retail segment.

Packaging Goods and Service Segment

Net profit for shareholders of packaging goods and service segment for the year 2022 was THB 1,951 million, decrease by THB 216 million or 10.0 percent compared with the previous year, due to a increased in raw material cost and utility expenses.

Consumer Goods and Service Segment

Net profit for shareholders of Consumer Goods and Service Segment for the year 2022 was THB 913 million, decrease by THB 316 million or 25.7 percent compared with the previous year, a result of a decrease in sales and gross margins caused by an increase in raw material cost and utility expenses.

Healthcare and Technical Goods and Service Segment

Net profit for shareholders of healthcare and technical goods and service segment for the year 2022 was THB 948 million, decrease THB 78 million or 7.6 percent compared with the previous year, as a result of a decrease in sales and gross profit margin.





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Modern Retail Goods and Service Segment

Net profit for shareholders of modern retail goods and service segment for the year 2022 was THB 3,718 million, decrease THB 1,263 million or 51.4 percent compared to the previous year. due to increased sales and rental income recovery and profitability.

Moreover, the Company paid dividend from the operation for the year 2022 in rate of THB 0.80 per share, totaling THB 3,206,237,359, as divided into 2 interim dividend payments as follows:

- 1) Interim dividend payment of the first half year of 2022 at the rate of THB 0.15 per share, which was paid on 8 September 2022, totaling THB 601,169,505; and
- 2) Annual dividend payment from the Company's profit as at 31 December 2022 at the rate of THB 0.65 per share, which was paid on 24 May 2023, totaling THB 2,605,067,854.

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 acknowledgment, 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 2022 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 2022, 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 2022, as follows:





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Unit: THB Million	Year 2022	Year 2021	Increase / Decrease by (%)
Statement of Financial Position			
Total assets	336,045	329,879	1.9%
Total liabilities	211,896	208,575	1.6%
Shareholders' equity	118,291	115,875	2.1%
Book Value (THB per share)	29.51	28.91	2.1%
Statements of Profit or Loss			
Revenue from sale of goods and rendering of services	150,338	138,465	8.6%
Net profit	5,010	3,585	39.7%
Basic earnings per share (THB per share)	1.25	0.89	40.4%
Key Financial Ratio			
Gross Profit Margin	18.38%	18.79%	-0.41%
Net Profit Margin	3.33%	2.59%	0.74%

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.

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 1,279 shareholders attending the Meeting, representing 3,497,126,415 votes.





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Approved	3,495,960,205	vote(s),	equivalent to	99.9666	percent
Disapproved	0	vote(s),	equivalent to	0.0000	percent
Abstained	1,116,210	vote(s),	equivalent to	0.0333	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 2022 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 2022

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 2022.

The Chief Executive Officer and President informed the Meeting of the allocation of profits for the accounting period of 2022 as follows:

As the operational results for the year 2022 showed in profit, the Board of Directors Meeting No. 3/2022, convened on Wednesday, 10 August 2022, resolved to approve the interim dividend payment to be made on Thursday, 8 September 2022, at the rate of THB 0.15 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 0.65 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 2022 is THB 0.80 per share. The Company shall make the proposed dividend payment on 24 May 2023 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 8 May 2023. 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 2022 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.





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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 1,279 shareholders attending the Meeting, representing 3,497,126,415 votes.

Approved	3,497,126,415	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, to approve the allocation of profits as a legal reserve and the dividend payment for the operational results of the year 2022 at the rate of THB 0.80 per share, whereby the Company made the interim dividend payment to the shareholders on Thursday, 8 September 2022 at the rate of THB 0.15 per share which was resulted in a remaining dividend payment for the end of the year at THB 0.65 per share, having 24 May 2023 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 8 May 2023, 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. Charoen Sirivadhanabhakdi | Chairman of the Board of Directors |
| 2. Mr. Tevin Vongvanich | Vice Chairman of the Board of Directors and Chairman of the Nomination and Remuneration Committee |
| 3. Mr. Prasit Kovilaikool | Independent Director and Chairman of the Risk Management Committee |
| 4. Prof. E. Pirom Kamolratanakul, M.D., M.Sc. | Independent Director and Chairman of the Sustainability Development Committee |





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| 5. Police General Krisna Polananta | Independent Director |
| 6. Mr. Rungson Sriworasat | 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 6 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. Charoen Sirivadhanabhakdi, a director, to hold office for another term

For this agenda item, there were 1,279 shareholders attending the Meeting, representing 3,497,126,415 votes.

Approved	3,475,613,212	vote(s),	equivalent to	99.3848	percent
Disapproved	21,513,203	vote(s),	equivalent to	0.6151	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. Charoen Sirivadhanabhakdi be appointed to hold office as a director for another term.

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

For this agenda item, there were 1,279 shareholders attending the Meeting, representing 3,497,126,415 votes.



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Approved	3,477,851,187	vote(s),	equivalent to	99.4488	percent
Disapproved	19,275,228	vote(s),	equivalent to	0.5511	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 5.3: To appoint Mr. Prasit Kovilaikool, a director, to hold office for another term

For this agenda item, there were 1,279 shareholders attending the Meeting, representing 3,497,126,415 votes.

Approved	3,370,074,093	vote(s),	equivalent to	96.3669	percent
Disapproved	127,052,322	vote(s),	equivalent to	3.6330	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 5.4: To appoint Prof. E. Pirom Kamolratanakul, M.D., M.SC., a director, to hold office for another term

For this agenda item, there were 1,279 shareholders attending the Meeting, representing 3,497,126,415 votes.

Approved	3,495,169,433	vote(s),	equivalent to	99.9440	percent
Disapproved	1,956,982	vote(s),	equivalent to	0.0559	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 Prof. E. Pirom Kamolratanakul, M.D., M.SC. be appointed to hold office as a director for another term.





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Agenda Item 5.5: To appoint Police General Krisna Polananta, a director, to hold office for another term

For this agenda item, there were 1,279 shareholders attending the Meeting, representing 3,497,126,415 votes.

Approved	3,375,517,881	vote(s),	equivalent to	96.5226	percent
Disapproved	121,608,534	vote(s),	equivalent to	3.4773	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 Police General Krisna Polananta be appointed to hold office as a director for another term.

Agenda Item 5.6: To appoint Mr. Rungson Sriworasat, a director, to hold office for another term

For this agenda item, there were 1,279 shareholders attending the Meeting, representing 3,497,126,415 votes.

Approved	3,488,690,898	vote(s),	equivalent to	99.7587	percent
Disapproved	8,435,517	vote(s),	equivalent to	0.2412	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 6

To consider and approve the remuneration of the Board of Directors for 2023

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 2023 in 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 2022 and proposed that the Meeting approve the authorization of the Nomination and Remuneration





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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.

In addition, Mr. Charoen Sirivadhanabhakdi, Chairman of the Board of Directors, Mr. Aswin Techajareonvikul, Director and Chief Executive Officer and President, Mrs. Thapanee Techajareonvikul, Director and Executive Director, had shown intention not to receive the remuneration

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 1,279 shareholders attending the Meeting, representing 3,497,126,415 votes.

Approved	3,496,931,874	vote(s),	equivalent to	99.9944	percent
Disapproved	122,700	vote(s),	equivalent to	0.0035	percent
Abstained	200	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 two-thirds of the total votes of the shareholders attending the Meeting, that the remuneration of the Board of Directors for the year 2023 of not exceed 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 7

To consider and approve the appointment of auditors and fix the audit fee for the year 2023

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) Mr. Choopong Surachutikarn, Certified Public Accountant No. 4325; or (2) Mr. Chavala Tienpasertkij Certified Public Accountant No. 4301; or (3) Mr. Wanlop Vilaivorawit Certified Public Accountant No. 6797; or (4) Mr. Nantawat Sumraunhant Certified Public Accountant No. 7731 of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the Company's auditor for the year 2023, by having any one of the above-mentioned auditor's reviews 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





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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 2023 be fixed at THB 1,220,000 and the annual audit fee for quarterly audits at THB 1,740,000 totaling THB 2,960,000, the amounts of which were considered appropriate.

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 1,279 shareholders attending the Meeting, representing 3,497,126,415 votes.

Approved	3,496,487,974	vote(s),	equivalent to	99.9817	percent
Disapproved	566,800	vote(s),	equivalent to	0.0162	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 appointment of auditors and the determination of the audit fee for the year 2023 be approved, as proposed.

Agenda Item 8

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.

Thai Investors Association inquired at the meeting about the progress of joining the anti-corruption program.

Mr. Aswin Techajareonvikul, Director and Chief Executive Officer and President, respond to the shareholder that the company has established a business ethics policy by stipulating the principle of giving or receiving gifts or entertainment as part of such policy. Including communication, the company has campaigned for awareness and created awareness of anti-corruption both in terms of overall business ethics and anti-fraud and corruption starting from new employees. In addition, dissemination information via electronic channels has also been brought. Including the company has an action plan to assess knowledge and understanding of all employees regarding compliance with business ethics





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(Translation)

covering anti-corruption matters. In this regard, the company has participated in answering questions about sustainable operations with DJSI, which is anti-corruption. It is one of the topics that DJSI requires to answer questions and the company has carried out the abovementioned operations.

No shareholders proposed any further matters for consideration. The Chairman was engaged in other business. Mr. Tevin Vongvanich, Vice Chairman of the Board of Directors, expressed his appreciation to all shareholders for their suggestions which would be beneficial to the Company, and declared the Meeting adjourned at 16.00 hrs.

In this regard, at the end of the meeting, there were 1,279 shareholders attending the Meeting in person and by proxy, representing 3,497,126,415 shares, equivalent to 87.2580 percent of the total 4,007,796,699 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

