



Berli Jucker Public Company Limited

(Translation)

**Minutes of the 2025 Annual General Meeting of Shareholders of
Berli Jucker Public Company Limited,
convened on 22 April 2025, at 15.00 hrs., through electronic media according to
the Emergency Decree on Electronic Meeting B.E. 2563 (2020),**

Due to the absence of Mr. Charoen Sirivadhanabhakdi, Chairman of the Board of Directors, he duly delegated Prof. Pirom Kamolratanakul, M.D., M.SC., a director, to assume the duties of the Chairman of the Meeting (the “**Chairman**”). The Chairman then formally declared the 2025 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 402 shareholders attending the Meeting in person and by proxy, holding in aggregate 3,471,650,350 shares, equivalent to 86.6224 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 92.30 percent of the directors of the Company as follows:

- | | | |
|-----|---|--|
| 1. | Prof. Pirom Kamolratanakul, M.D., M.SC. | Independent Director |
| 2. | Mr. Tevin Vongvanich | Vice Chairman of the Board of Directors |
| 3. | Miss Potjaneer Thanavarant | Independent Director |
| 4. | Mr. Thirasakdi Nathikanchanalab | Director |
| 5. | Mr. Prasert Maekwatana | Director |
| 6. | Mr. Sithichai Chaikriangkrai | Director |
| 7. | Police General Krisna Polananta | Independent Director |
| 8. | Mr. Rungson Sriworasat | Independent Director |
| 9. | Associate Prof. Kamjorn Tatiyakavee, M.D. | Independent Director |
| 10. | Assoc. Prof. Pimpana Srisawadi | Independent Director |
| 11. | Mr. Aswin Techajareonvikul | Director |
| 12. | Mrs. Thapanee Techajareonvikul | Director and Chief Executive Officer and President |





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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 Management Board, Auditors and 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. Mrs. Thapanee Techajareonvikul	Chairman of the Management Board
2. Mr. Aswin Techajareonvikul	Vice Chairman of the Management Board
3. Mr. Vichien Rungwattanakit	Management Board Member
4. Mr. Tul Wongsuphasawat	Management Board Member
5. Mr. Pattaphong Iamsuro	Management Board Member
6. Mr. Teera Werathamsathit	Management Board Member
7. Miss Anchalee Rimviriyasab	Management Board Member
8. Mrs. Nongnuch Payonitikarn	Management Board Member
9. Mrs. Hemmawan Poonphol	Management Board Member
10. Mrs. Kamonwan Sivaraksa	Management Board Member and Secretary of the Management Board

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

1. Mr. Choopong Surachutikarn
2. Miss Panida Wisarutnart
3. Miss Sirikamol Ungsitthipoonporn

In this 2025 Annual General Meeting of Shareholders, the Company will collect, use and disclose personal data for the purposes of recording the meeting, preparing the minutes, and managing the meeting, in accordance with the Electronic Meetings Act. For further details, shareholders may refer to the Company's Personal Data Protection Notice, which is included in the meeting invitation documents and available on the Company's website. The meeting will be held exclusively via the Inventech Connect system, in compliance with the Royal Decree on Electronic Media Conference, B.E. 2563 (2020) and Notification of the Ministry of Digital Economy and Society re: standards for maintaining security of meetings via electronic means B.E. 2563 (2020). The Company has engaged Inventech Systems (Thailand) Co., Ltd. to manage the electronic meeting platform. Inventech Systems is a specialized service provider that has been certified by relevant authorities. The voting system, Inventech Connect, has also undergone a self-assessment for compliance conducted in accordance with the standards set by the Electronic Transactions Development Agency (ETDA). The audio and video





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signals of the meeting are being transmitted via VDO Conference from the meeting room at the Company's headquarters. The meeting is also being recorded in video format, and no on-site registration is being provided.

Voting and vote-counting through AGM e-Voting

1. All shareholders shall be given one vote per share for voting in a meeting. Agenda item 2 is for acknowledgment, and no voting is required. For the agenda item 5, the shareholders are able to vote for the election of 5 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. Upon the closure of vote submission for each agenda item, the voting results for that agenda will be announced to the Meeting.

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. Before casting their vote on each agenda item, the Chairman or the Facilitator will allow asking questions or expressing their opinions related to that agenda item properly.

2. 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 simultaneously.

3. The Company will conclude all questions and answers provided by the shareholders in advance and during the Meeting related to this meeting's agenda item. The Company will gather the said as an attachment to the AGM minutes.





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

Agenda Item 1

**To adopt the Minutes of the 2024 Annual General Meeting of Shareholders
held on Tuesday, 23 April 2024**

The Secretary informed the Meeting that a copy of the Minutes of the 2024 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 wholly and accurately 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 406 shareholders attending the Meeting, representing 3,634,730,821 votes.

Approved	3,634,730,821	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

Resolution: The Meeting resolved, by the majority vote of the shareholders attending the Meeting and eligible to vote, that the Minutes of the 2024 Annual General Meeting of Shareholders held on Tuesday, 23 April 2024, be adopted.

Agenda Item 2

To acknowledge the Company's operational results for the year 2024

The Secretary invited Mrs. Thapanee Techajareonvikul, Chief Executive Officer and President, to present the report of the Board of Directors on the operational results for the year 2024 to the shareholders.

Chief Executive Officer and President informed the operational results of the Company Group and Highlights for the year 2024 to the Meeting as follows:





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Highlights for the year 2024

January 2024

- Berli Jucker Public Company Limited (BJC) collaborates with Aptos to launch the world's first facial thread lift product infused with Hyaluronic Acid in Thailand. These threads help hydrate the skin, stimulate collagen production, and improve overall skin quality.
- BJC was ranked 12th in Top 50 Companies in Thailand 2024 by WorkVenture

February 2024

- Big C Supercenter Public Company Limited (Big C) received the Future Trends Corporate Awards in the Most Innovative category, reflecting its leadership in innovative creativity, presented by Future Trends.

March 2024

- Big C received the Excellence in HR award at the Employee Experience Awards Thailand 2024, organized by an HR consulting institution in Asia.
- BJC Big C was ranked 43rd in the list of Thailand's Best Companies to Work for in 2024.
- BJC Big C was ranked among the top 12 in WorkVenture's Top 50 Companies in Thailand for 2024.
- BJC Big C has been certified as an Excellent Workplace.
- BJC has received the Thailand HR Excellence Award, the Model Workplace Award, and the Outstanding Establishment Award for Labor Relations and Welfare.
- Big C has received the HR Asia Best Companies to Work for in Asia 2024 award, the Certificate of Honor for Contributions to the Social Security Office, the Outstanding Organization Supporting People with Disabilities award, the Outstanding Enterprise Supporting and Cooperating in Dual Vocational Education, and the Human Resource Innovation and Development Award.

April 2024

- BJC was ranked 1st in Thailand and 11th globally among emerging market companies for its outstanding commitment to gender equality, according to Equileap, a leading data provider for diversity & inclusion and gender equality.
- Big C has launched its first hypermarket in Laos, located at ITEC Vientiane, and has received a positive response from the local community.





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May 2024

- Big C initiated a partnership with Abacus Digital, an online creditor under SCBX, offering personal loan through Big C PLUS application.
- Big C developed the Big C PLUS application using AI and machine learning to enhance customers' keyword search experience.

July 2024

- BJC was selected to be included in the SET50 and SET100 indexes for the second half of 2024, starting July 1, 2024.
- BJC successfully launched shampoo and conditioner products under the “Promise” brand, incorporating innovative nano-keratin technology that nourishes the hair and scalp, leaving the hair moisturized, shiny, and strong.
- Big C won 2024 ASEAN Enterprise Innovation Award in for the Data and AI category at the ASEAN Innovation Business Platform (AIBP) Conference and Exhibition.

September 2024

- BJC successfully issued bonds with demand exceeding 4.7 times the offering amount. This strong demand reflects the confidence and trust of investors. The total value of the bonds issued was 13 billion Baht.
- Big C has partnered with AEON Thana Sinsap (Thailand) Public Company Limited to launch the Big C Credit Card, offering additional exclusive benefits to Big C customers.
- Big C has introduced a new concept of Big C Mini, featuring a vibrant design aimed at targeting the young generation, located at the BJC headquarters.

October 2024

- BJC received “Best Places to Work” Certification by WorkVenture which is an official recognition that BJC Big C has passed an Engagement and Satisfaction Survey and that the Employees are highly satisfied with the Company’s Culture, Work/Life balance, Reward, Learning & Career opportunities and other essential factors.
- BJC successfully launched Facial Care under the “Faciz” brand with the Skin Intelligence concept - skincare that carefully selects ingredients from the finest sources and integrates cutting-edge innovations. This ensures effective and proven results, with noticeable changes from the very first use.





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November 2024

- BJC received “2024 AMCHAM Corporate Social Impact Award - Gold” from The American Chamber of Commerce in Thailand (AMCHAM).
- BJC won “Best Overall Investor Relations (mid-cap)” category and “Best Investor Relations Officer (mid-cap)” in the IR Magazine Southeast Asia 2024 awards.
- BJC has been awarded the DJSI No.1 in the world (Top 1%) for three consecutive years, with the highest score ever achieved in the Food and Staples Retailing industry (score of 92/100).
- BJC has received the Model Organization Award for Outstanding Human Rights from the Department of Rights and Liberties Protection for the year 2024.
- BJC has been awarded an ESG rating of 'AA', ranking No. 1 in Asia within the Food & Staples Retailing industry.
- BJC has been included in the FTSE4Good Emerging Index series for the fourth consecutive year.
- BJC has been ranked 'AA' in the SET ESG ranking.

Sales by product and service categories

Overview of operating results

The revenue from sales and services for the year 2024 amounted to 157,727 million baht, representing an increase of 3,055 million baht or 2.0 percent compared to the same period of the previous year. The increase was attributable to higher sales across all product and service categories. This growth was further supported by successful new product launches, market share expansion, and branch expansion. Furthermore, aggressive marketing strategies and the continued expansion of the retail business, particularly in the fresh food segment, contributed to the company’s sustained growth.

Packaging Goods and Services Segment

Sales of the packaging products and services group totalled 25,360 million baht, representing an increase of 354 million baht or 1.4 percent compared to the same period of the previous year. The increase was primarily driven by higher sales of can packaging, particularly in the carbonated beverages, coffee, and beer segments.

Consumer Goods and Services Segment

Sales of the consumer goods and services group amounted to 21,391 million baht, representing an increase of 270 million baht or 1.3 percent compared to the same period of the previous year. The growth was driven by increased sales in both the domestic consumer products business and international markets, supported by the launch of new product categories such as 'Promise' hair care and 'Faciz' skincare products, as well as the continued strong sales momentum of Parrot soap.

Healthcare and Technical Goods and Services Segment



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Sales from the Healthcare and Technical Products group totalled 9,274 million baht, representing an increase of 201 million baht or 2.2 percent compared to the same period of the previous year. This growth was primarily driven by higher sales in the healthcare segment, supported by the launch of new products in both the beauty supplement and OTC.

Modern Retail Goods and Services Segment

Total revenue from the modern retail goods and services group amounted to 116,294 million baht, an increase of 2,264 million baht or 2.0 percent compared to the same period of the previous year. Of this amount, revenue from product sales was 103,558 million baht, representing an increase of 2,434 million baht or 2.4 percent, mainly driven by new store openings, although same-store sales declined by 0.8 percent. Meanwhile, other income totalled 12,737 million baht, a decrease of 203 million baht or 1.6 percent year-on-year, primarily due to lower rental and service income.

In 2024, the modern retail business group continued its expansion by opening 2 Big C Hypermarkets (including one in Laos), 4 Big C Foodplace, 55 Big C Mini, 1 Big C Food Service Hub, 6 Pure Pharmacies, 6 Asia Books outlets, and 3 Wawee Coffee shops. Additionally, the Donjai store grew by 4,838 stores. As of the end of 2024, the retail comprised 155 Big C Hypermarkets (including 1 Big C Supercenter in Cambodia and 1 in Laos), 52 supermarkets, 14 Big C Hong Kong stores, 1,616 Big C Mini (including 77 franchise stores in Thailand and 18 in Cambodia), 11 Big C Depot, 7 Big C Food Service, 9 Open-Air Markets, 146 Pure Pharmacies, 43 Wawee Coffee shops, and 69 Asia Books outlets. The Donjai reached a total of 10,773 stores.

Overview of operating results (gross profit and net profit)

The gross profit amounted to 31,963 million Baht, an increase of 1,919 million Baht, or 6.4 percent, with a gross profit margin of 20.3 percent. This represents an increase of 84 basis points from 2023, marking the highest gross profit margin in BJC Big C's history, particularly for Big C, which is the highest since the company's establishment 32 years ago. Key factors contributing to this performance include strategies aimed at enhancing profitability across each business unit, such as reducing production waste, using cost-effective yet high-quality substitute materials, implementing automation in production, and optimizing the product mix. Furthermore, improvements in logistics efficiency helped reduce overall costs. These results reflect the company's commitment to achieving sustainable growth and robust profitability.

Net profit amounted to 4,660 million Baht, a decrease of 135 million Baht, or 2.8 percent, compared to the same period last year. This decrease was primarily due to higher interest expenses, which were in line with the increased policy interest rates compared to the previous year. As for the net profit attributable to the company's shareholders, it amounted to 4,001 million Baht, a decrease of 794 million Baht, or 16.5 percent, compared to the same period last year.



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In addition, the Company has paid dividends for the annual operations of 2024 at the rate of THB 0.56 per share, totalling 2,845,508,283 baht, divided into two dividend payments:

1. Payment of interim dividends for the first half of 2024 at the rate of THB 0.15 per share on September 12, 2024, totalling 601,142,131 baht.
2. Payment of annual dividends for 2024 from the Company's profit for the year ending December 31, 2024, at THB 0.56 per share on May 21, 2025, totalling 2,244,366,152 baht.

The Chief Executive Officer and President allowed the Meeting 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 Company's Financial Statement Position and Statement of Comprehensive Income for the fiscal year ended 31 December 2024, audited by the auditor**

The Secretary proposed that the Meeting consider and approve the statements of financial position and comprehensive income for the year ended December 31, 2024, which have been audited by the certified public accountant and duly reviewed and endorsed by both the Audit Committee and the Board of Directors. The details are as presented in the Company's Form 56-1 One Report, which was delivered to the shareholders with the notice. The Secretary invited Mrs. Thapanee Techajareonvikul, Chief Executive Officer and President, to present the 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 2024, as follows:

Unit: THB Million	2024	2023	Increase / Decrease by (%)
Statements of financial position			
Total assets	337,012	338,970	-0.60%
Total liabilities	210,810	213,074	-1.10%
Shareholders' equity	119,999	119,665	0.30%



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Unit: THB Million	2024	2023	Increase / Decrease by (%)
Book value (Baht per share)	29.94	29.86	0.30%
Statements of profit or loss			
Revenue from sales and services	157,727	154,672	2.00%
Net profit	4,001	4,795	-16.60%
Basic earnings per share (Baht per share)	1	1.2	-16.70%
Key financial ratio (%)			
Gross profit margin	20.26%	19.42%	0.84%
Net profit margin	2.54%	3.10%	-0.56%

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

Mr. Sathaporn Kotheeranurak, a shareholder, inquired at the meeting about the Company's approach to evaluating and monitoring the appropriateness of goodwill to ensure that there is no impairment of assets.

Ms. Anchalee Rimviriyasab, Chief Financial Officer, clarified to the meeting that in accordance with accounting standards, an impairment assessment of goodwill must be conducted at least once a year. This assessment is based on the estimated value of the business derived from future cash flows. However, the Company has fully complied with the relevant accounting standards and performs this assessment annually.

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 408 shareholders attending the Meeting, representing 3,634,737,121 votes.





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Approved	3,633,756,321	vote(s),	equivalent to	99.9730	percent
Disapproved	0	vote(s),	equivalent to	0.0000	percent
Abstained	980,800	vote(s),	equivalent to	0.0269	percent

Resolution: The Meeting resolved, by the majority vote of the shareholders attending the Meeting and eligible to vote, to approve the Company's Financial Statement Position and Statement of Comprehensive Income for the fiscal year ended 31 December 2024, audited by the auditor, as proposed.

Agenda Item 4

To consider and approve the appropriation of profit for legal reserve and dividend payment for the year 2024

The Secretary invited Mrs. Thapanee Techajareonvikul, Chief Executive Officer and President, to present the details regarding the appropriation of profit for legal reserve and dividend payment for the year 2024 to the meeting.

Chief Executive Officer and President informed the Meeting that the Board of Directors proposed the appropriation of profit as a legal reserve and the dividend payment for the operating results of the year 2024 as follows:

As the operational results for the year 2024 showed in profit, the Board of Directors Meeting No. 4/2024, convened on Tuesday, 13 August 2024, resolved to approve the interim dividend payment to be made on Thursday, 12 September 2024, 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 THB 0.56 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 2024 is THB 0.71 per share. The Company shall make the proposed dividend payment on 21 May 2025 to the shareholders whose names were set out in the share register book of the Company as of the date to record the names of the shareholders entitled to dividend payments (Record Date) on 30 April 2025.

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 2024 had been delivered to the shareholders with the notice.

Chief Executive Officer and President 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:



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For this agenda item, there were 408 shareholders attending the Meeting, representing 3,634,737,121 votes.

Approved	3,634,737,121	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

Resolution: The Meeting resolved, by the majority vote of the shareholders attending the meeting and eligible to vote, to approve the appropriation of profit as a legal reserve and the dividend payment for the operating results of the year 2024 at the rate of THB 0.71 per share. The Company had previously paid an interim dividend of THB 0.15 per share to shareholders on Thursday, September 12, 2024. The remaining year-end dividend of THB 0.56 per share will be paid on Wednesday, May 21, 2025, to shareholders whose names appear in the Company's share register on the record date for the right to receive dividends, which is Wednesday, April 30, 2025, as proposed.

Agenda Item 5**To consider and approve the re-election of directors in replacement of those who retire by rotation and appoint directors to replace directors who have left their positions**

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

1. Mr. Charoen Sirivadhanabhakdi Chairman of the Board of Directors
2. Mr. Rungson Sriworasart Independent Director
3. Mr. Thirasakdi Nathikanchanalab Director
4. Mr. Prasert Maekwatana Director
5. Mr. Aswin Techajareonvikul Director

In addition, Mr. Charoen Sirivadhanabhakdi has expressed his intention not to be re-elected to be director for another term

The Board of Directors Meeting has resolved to propose to the shareholders' meeting to re-election of 4 directors, namely Mr. Rungson Sriworasart, Mr. Thirasakdi Nathikanchanalab, Mr. Prasert Maekwatana and Mr. Aswin Techajareonvikul to be a director for another term and also agreed to propose to the shareholders' meeting to consider and approve the election of Mr. Thapana Sirivadhanabhakdi to the director in replacement of Mr. Charoen Sirivadhanabhakdi.





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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 re-elect Mr. Rungson Sriworasart as a Director of the Company for another term.

For this agenda item, there were 409 shareholders attending the Meeting, representing 3,634,739,621 votes.

Approved	3,361,312,251	vote(s),	equivalent to	92.4773	percent
Disapproved	273,427,370	vote(s),	equivalent to	7.5226	percent
Abstained	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 re-election of Mr. Rungson Sriworasart as a Director of the Company for another term.

Agenda Item 5.2: To re-elect Mr. Thirasakdi Nathikanchanalab as a Director of the Company for another term.

For this agenda item, there were 409 shareholders attending the Meeting, representing 3,634,739,621 votes.

Approved	3,468,573,794	vote(s),	equivalent to	95.4283	percent
Disapproved	166,165,827	vote(s),	equivalent to	4.5716	percent
Abstained	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 re-election of Mr. Thirasakdi Nathikanchanalab as a Director of the Company for another term.





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Agenda Item 5.3: To re-elect Mr. Prasert Maekwatana as a Director of the Company for another term.

For this agenda item, there were 409 shareholders attending the Meeting, representing 3,634,739,621 votes.

Approved	3,469,028,294	vote(s),	equivalent to	95.4409	percent
Disapproved	165,711,327	vote(s),	equivalent to	4.5590	percent
Abstained	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 re-election of Mr. Prasert Maekwatana as a Director of the Company for another term.

Agenda Item 5.4: To re-elect Mr. Aswin Techajareonvikul as a Director of the Company for another term.

For this agenda item, there were 409 shareholders attending the Meeting, representing 3,634,739,621 votes.

Approved	3,469,028,294	vote(s),	equivalent to	95.4409	percent
Disapproved	165,711,327	vote(s),	equivalent to	4.5590	percent
Abstained	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 re-election of Mr. Aswin Techajareonvikul as a Director of the Company for another term.

Agenda Item 5.5: To elect Mr. Thapana Sirivadhanabhakdi to replace the director who was due to retire by rotation and had expressed his intention not to be re-elected

For this agenda item, there were 409 shareholders attending the Meeting, representing 3,634,739,621 votes.

Approved	3,453,548,865	vote(s),	equivalent to	95.0150	percent
Disapproved	181,190,756	vote(s),	equivalent to	4.9849	percent
Abstained	0	vote(s),	equivalent to	0.0000	percent





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Resolution: The Meeting resolved, by the majority vote of the shareholders attending the Meeting and eligible to vote, to approve the election of Mr. Thapana Sirivadhanabhakdi to replace the director who was due to retire by rotation and had expressed his intention not to be re-elected.

Agenda Item 6

To consider and approve the remuneration of the Board of Directors for the year 2025

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 2025 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 2024 and proposed that the Meeting approve the authorization of the Nomination and Remuneration Committee to determine the details and rate of remunerations to be paid to each of the directors following their scope of duties and responsibilities.

In addition, Mr. Aswin Techajareonvikul and Mrs. Thapanee Techajareonvikul showed no intention of receiving 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, were 409 shareholders attending the Meeting, representing 3,634,739,621 votes.

Approved	3,634,739,621	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

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 2025 of not exceed THB 50,000,000 per annum and the authorization of the Nomination and Remuneration Committee to determine the details and rate of remunerations to be paid to each of the directors following their scope of duties and responsibilities be approved as proposed.





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Agenda Item 7

**To consider and approve the appointment of auditors
and determine the audit fees for the year 2025**

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) Miss Wimolporn Boonyusthian Certified Public Accountant No. 4067; or (5) Mr. Mongkol Somphol Certified Public Accountant No. 8444 of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the Company's auditor for the year 2025, 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 no relationships nor any connections with the Company. In addition, the proposed auditors were knowledgeable, competent and recognized in the industry and 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 2025 be fixed at THB 1,200,000 and the annual audit fee for quarterly audits at THB 1,740,000 totalling THB 2,940,000, 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, were 409 shareholders attending the Meeting, representing 3,634,739,621 votes.

Approved	3,634,424,321	vote(s),	equivalent to	99.9913	percent
Disapproved	313,300	vote(s),	equivalent to	0.0086	percent
Abstained	2,000	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 2025 be approved, as proposed.





Berli Jucker Public Company Limited

(Translation)

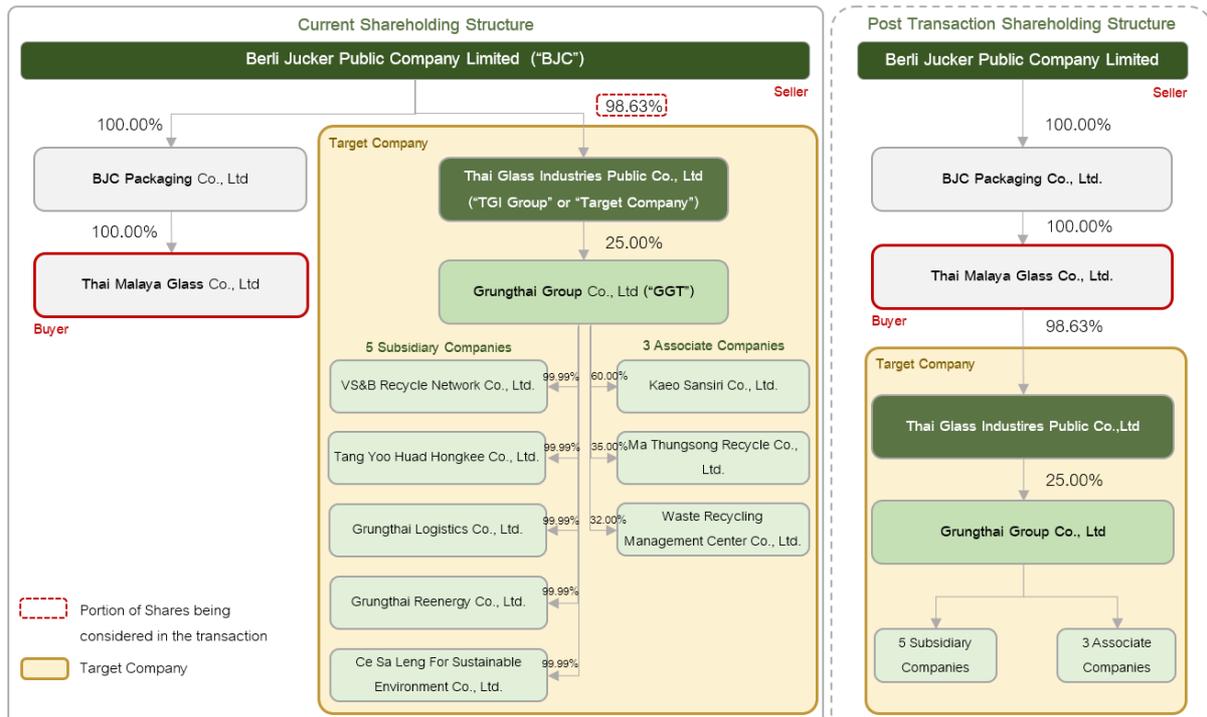
Agenda Item 8

To consider and approve the sale of shares in the company, Thai Glass Industry Public Company Limited provides Thai Malaya Glass Company Limited

The Secretary invited Mrs. Nongnuch Payonitikarn, First Exclusive Vice President - Packaging Business, to present the details regarding the sale of shares in the company, Thai Glass Industry Public Company Limited provides Thai Malaya Glass Company Limited.

First Exclusive Vice President - Packaging Business informed the Meeting that in order to restructure the shareholding structure of the Berli Jucker Public Company Limited group, business types will be grouped for ease of management. The Board of Directors therefore resolved to propose for the shareholders' consideration and approval the sale of shares in the company, Thai Glass Industry Public Company Limited provides Thai Malaya Glass Company Limited in the amount of 115,398,425 shares at 40.80 Baht per share, totalling Baht 4,708,255,740 (excluding taxes and fees related to the transaction). The valuation was based on the assessment of the securities value by Jay Capital Advisory Limited (Independent Financial Advisor), using the method of integrating the value of each business, calculated from the net present value of cash flow (Discounted Cash Flow).

Shareholding Structure





Berli Jucker Public Company Limited

(Translation)

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

Mr. Piyapong Prasarttong, a shareholder, inquired at the meeting that the sale of shares in Thai Glass Industries Public Company Limited to Thai Malaya Glass Company Limited constitutes a connected transaction under the notification of the Securities and Exchange Commission.

Mrs. Kamonwan Siwaraksa, Chief Legal and Compliance Officer, explained to the meeting that The sale of shares in the company, Thai Glass Industry Public Company Limited provides Thai Malaya Glass Company Limited constitutes a connected transaction. However, it is exempt from compliance with the regulations of the Stock Exchange of Thailand (SET), as both Thai Glass Industry Public Company Limited and Thai Malaya Glass Company Limited are subsidiaries in which Berli Jucker Public Company Limited holds more than 90 percent of the shares. Nonetheless, the Company has presented this matter to the shareholders at the Meeting to ensure transparency, in line with the policy of the Chief Executive Officer and President. The Company has strictly complied with Section 107 of the Public Limited Companies Act B.E. 2535 (1992), and has obtained an opinion and analysis from an independent financial advisor to provide assurance to shareholders that the pricing of the transaction is fair.

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, were 409 shareholders attending the Meeting, representing 3,634,739,621 votes.

Approved	3,586,217,321	vote(s),	equivalent to	98.6650	percent
Disapproved	0	vote(s),	equivalent to	0.0000	percent
Abstained	48,522,300	vote(s),	equivalent to	1.3349	percent

Resolution: The Meeting resolved, by a vote of not less than three-fourths of the total votes of shareholders present and entitled to vote, to approve the sale of shares in Thai Glass Industries Public Company Limited to Thai Malaya Glass Company Limited, as proposed.





Berli Jucker Public Company Limited

(Translation)

Agenda Item 9

Other matters (if any)

No shareholders proposed any other matter for consideration.

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

No shareholders proposed any further matters for consideration. The Chairman expressed his appreciation to all shareholders for their suggestions that would benefit the Company and declared the Meeting adjourned at 16.20 hrs.

In this regard, at the end of the meeting, 409 shareholders attended in person and by proxy, representing 3,634,739,621 shares, equivalent to 90.6917 percent of the total 4,007,796,699 issued shares.

Signed _____ - *Signature* - _____ Chairman of the Meeting
(Prof. Pirom Kamolratanakul, M.D., M.SC.)
Independent Director

Signed _____ - *Signature* - _____ Person certifying the Minutes
(Mrs. Kamonwan Sivaraksa)
Chief Legal and Compliance Officer

Signed _____ - *Signature* - _____ Minutes Taker
(Miss Ornanong Muangphan)
Company Secretary

