

**Berli Jucker Public Company Limited**

(Translation)

**Minutes of the 2022 Annual General Meeting of Shareholders of  
Berli Jucker Public Company Limited,  
convened on 21 April 2022, 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 2022 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 1,374 shareholders attending the Meeting in person and by proxy, holding in aggregate 3,609,224,766 shares, equivalent to 90.055 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 17 directors of the Company attending the Meeting which accounted for 100 percent of the directors of the Company as follows:

- |   |  |
|---|--|
| 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<br>Chairman of the Audit Committee                      |
| 5. Miss Potjanee Thanavarant                  | Independent Director and<br>Chairman of the Risk Management Committee            |
| 6. Prof. E. Pirom Kamolratanakul, M.D., M.SC. | Independent Director and<br>Chairman of the Sustainability Development Committee |
| 7. Mr. Weerawong Chittmittrapap               | 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. Assoc. Prof. Pimpana Srisawadi            | Independent Director   |



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- |                                     |  |
|-------------------------------------|--|
| 13. Mr. Thirasakdi Nathikanchanalab | Director   |
| 14. Mr. Prasert Maekwatana          | Director   |
| 15. Mr. Sithichai Chaikriangkrai    | Director and Chairman of the Investment Committee  |
| 16. Mr. Aswin Techajareonvikul      | Director and Chief Executive Officer and President |
| 17. 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 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 and Engineering Business  |
| 2. Mr. Tul Wongsuphasawat     | President of Consumer Products Business  |
| 3. Mrs. Suwannee Poonapanont  | Senior Executive Vice President of 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 of Logistics Business  |
| 6. Mr. Teera Werathamsathit   | Group Chief People Officer   |
| 7. Miss Anchalee Rimviriyasab | Chief Financial Officer of BJC   |
| 8. 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. Dr. Kiatniyom Kuntisook
2. Mr. Choopong Surachutikarn
3. Mr. Wee Sujarit
4. Mr. Sorasit Pitarangsi
5. Miss Sirikamol Ungsitthipoonporn

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





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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 for the year 2022 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.



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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 2021 Annual General Meeting of Shareholders held on Thursday, 22 April 2021**

The Secretary informed the Meeting that a copy of the Minutes of the 2021 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 1,376 shareholders attending the Meeting, representing 3,609,226,066 votes.

Approved	3,609,226,066	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 2021 Annual General Meeting of Shareholders, held on Thursday, 22 April 2021, be adopted.





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### **Agenda Item 2**

#### **To acknowledge the Company's operational results for the year 2021**

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 2021 to the shareholders.

The Chief Executive Officer and President informed the operational results of the Company Group and Highlights for the year 2021 to the Meeting as follows:

#### **Highlights for the year 2021**

- January 2021
  - Big C Online expanded a new quick commerce partnership with Foodpanda throughout over 1,000 stores across large and small format stores in 77 provinces.
- February 2021
  - Started commercial operations of new PM5 paper machine, adding c.27,400 tons per year or c.59% to our tissue paper manufacturing capacity, and moreover enhancing our cost efficiency, quality excellency, and environmental friendliness.
  - Big C fully rolled out new Omni-channel Commerce via Call Chat Shop program by implementing over 1,500 store LINE official accounts via drive-thru and home delivery service in all stores, allowing customers to chat and place orders directly with store associates.
- March 2021
  - Launched new 150 ml and 200 ml aluminium can sizes, aimed to capture new customers.
  - Big C launched two new private labels, “Happy Price” and “Happy Price Pro”, as a part of our effort to strengthen our assortment and improve destination position, as these products are available “only@BigC”.
- April 2021
  - After signing the distribution agreement with Unicharm Thailand in March, commenced distribution of Unicharm products in all categories for their key accounts in the Traditional Trade channel in Thailand.
- May 2021
  - BJC was included in Thaipat Institute “ESG 100 Sustainable Investment Option” list for the fourth year in a row 2018–2021.
  - Big C completed the first “new store standards” renovation at Big C Extra Mega Bangna with encouraging results with strong Fresh Food sales uplift.



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- June 2021
  - BJC was included as a member of the FTSE4Good Emerging Markets and FTSE4Good ASEAN5 indexes by FTSE Russell.
- July 2021
  - BJC issued Baht 5,000 million of senior unsecured debentures.
  - Big C Supercenter disposed of the ordinary shares in Big C Services Company Limited, the joint-venture company carrying out the non-life and life insurance businesses, to its joint-venture partner, Capital Service Holding Company Limited.
  - Big C closed non-food sales areas at its stores located in Dark-Red Zone control areas and adjusted its stores operating hours to support and comply with the Thai Government's efforts to fight the COVID-19 spread.
  - Big C supported its tenants with rental discounts and waivers during the lockdown period impacting all tenants except the ones providing essential goods/services.
  - BJC started importing and selling "PCL COVID19 Ag Gold Saliva" antigen test kits through various channels in Thailand, including OTC Channel (e.g. pharmacies, including Big C's Pure Drugstores) and Ethical Channel (e.g. hospitals and clinics).
- August 2021
  - Launched our new Donjai model, providing traditional trade store owners an opportunity to modernize their stores through cooperation with the Company, whilst still maintaining the ownership of their stores.
  - TRIS Rating assigned BJC's company credit rating to "A" with a "stable" outlook, changed from the previous "A+" with a "negative" outlook.
- September 2021
  - BJC received a BBB rating from the Morgan Stanley Capital International (MSCI) index, improving from the previous year's BB rating.
  - Big C opened its first Big C Mini store in Cambodia.
- October 2021
  - Opened Big C Supercenter Narathiwat, Hypermarket store, increasing the total number of Big C Hypermarkets to 153 stores.
  - For the second year in a row, BJC was included in the 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.
- November 2021
  - Opened Big C Supercenter Bor Win, Hypermarket store, increasing the total number of Big C Hypermarkets to 154 stores.



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- Dow Jones Sustainability Indices (DJSI) announced that BJC has been included in Dow Jones Sustainability Indices (DJSI) member for Y2021 under “Food & Staples Retailing” for Emerging Markets Index.
- Opened first SiriPharma, a pharmacy format targeting professional customers (wholesale and retail shops).
- December 2021
  - During the year 2021 opened 155 new Big C Mini stores, increasing the Big C Mini store network to 1,353 stores at the end of the year.
  - TMG renewed its sales contract with ThaiBev Recycle for three years (2022 – 2024 period).
  - BJC received two awards from the IR Magazine Southeast Asia 2021 awards, as it was awarded the “Best in Sector - Consumer Staples” award, and Mr. Rami Piirainen, BJC’s Vice President of Investor Relations, was awarded the “Best Investor Relations Officer (mid-cap)” award.

### **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 2021 equivalent to THB 138,465 million, decreased by THB 6,267 million or 4.3 percent compared with the previous year, due to a decrease in sales and services from Modern Retail Goods and Service Segment (-8.8%).

#### **Packaging Goods and Service Segment**

Sales of packaging goods and service segment for the year 2021 were THB 19,937 million, increasing the amount of THB 150 million or 0.8 percent from the previous year. This is mainly attributable to an increase in the sale of the glass packaging business.

#### **Consumer Goods and Service Segment**

Sales of the consumer goods and service segment for the year 2021 were THB 22,685 million, increasing the amount of THB 2,015 million or 9.7 percent from the previous year. For consumer goods and services segment increased in all business groups.

#### **Healthcare and Technical Goods and Service Segment**

Sales of the healthcare and technical goods and service segment for the year 2021 were THB 9,094 million, increasing in the amount of THB 1,115 million or 14.0 percent from the previous year. For healthcare and technical goods and service segment increased in all business groups.





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### Modern Retail Goods and Service Segment

Sales of modern retail goods and service segment for the year 2021 were THB 102,373 million, decreasing in the amount of THB 10,193 million or 9.1 percent from the previous year. In addition, for modern retail goods and service segment, was affected by the sales growth rate per branch had a decrease of 11.0 percent compared to the previous year. (Sales per branch Excluding sales of B2B products to grow -13.2% in 2021)

Modern Retail Goods and Service Segment to continually expand branches. In the 3rd quarter of the year 2021 opened the Big C Hypermarket store total of 2 branches, Big C Mini total of 155 branches (including 1 Big C Mini in Cambodia and closes 17 Big C Mini) and 2 Pure Pharmacy.

As of the end of 2021, there are hypermarkets with a total of 154 branches, and Supermarkets stores with a total of 61 branches. (Big C Market total of 38 branches, Big C Food Place Supermarket total of 10 branches, Big C Depo total of 11 branches, MM Food Service total of 2 branches) a total of Big C Mini has 1,353 branches (including franchise branches total of 59 branches in Thailand and Big C Mini 1 branch in Cambodia) and Pure Pharmacy total of 146 branches.

### 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 2021 equivalent to THB 3,585 million, decreased by THB 416 million or 10.4 percent compared with the previous year, due to a decrease in sales ability and other income.

#### Packaging Goods and Service Segment

Net profit for shareholders of the packaging goods and service segment for the year 2021 was THB 2,167 million. The Company had an increase in the amount of THB 212 million or 10.8 percent compared to the previous year. In this case, it was affected by increasing gross profit margin and improved cost control.

#### Consumer Goods and Service Segment

Net profit for shareholders of the consumer goods and service segment for the year 2021 was THB 1,229 million. The Company had an increase in the amount of THB 59 million or 5.0 percent compared to the previous year. For consumer goods and service segment, it was affected by consumer, logistics and international supply chains.







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### Healthcare and Technical Goods and Service Segment

Net profit for shareholders of the healthcare and technical goods and service segment for the year 2021 was THB 1,026 million. The Company had an increase in the amount of THB 317 million or 44.8 percent compared to the previous year. For the healthcare and technical goods and service segment, it was affected by upper sales volume and the improved cost control.

### Modern Retail Goods and Service Segment

Net profit for shareholders of the modern retail goods and service segment for the year 2021 was THB 2,454 million. The Company had a decrease in the amount of THB 1,505 million or 38.0 percent compared to the previous year. However, it was affected by lower sales volume, rental income and gross margins from the impact of the Covid-19 epidemic situation including higher transportation costs due to higher oil prices and lower purchase volumes.

Moreover, the Company paid a dividend from the operation for the year 2021 at a rate of THB 0.66 per share, totaling THB 2,645,121,167 as divided into 2 interim dividend payments as follows:

- 1) Interim dividend payment of the first half-year of 2021, at the rate of THB 0.15 per share, which was paid on Wednesday, 8 September 2021, totaling THB 601,144,851; and
- 2) Annual dividend 2021 from the Company's profit as of 31 December 2021 will be payable on Thursday, 19 May 2022 at a rate of 0.51 baht per share in the amount of THB 2,043,976,316.

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 2021 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 2021, 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



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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 2021, as follows:

<b>Unit: THB Million</b>	<b>Year 2021</b>	<b>Year 2020</b>	<b>Increase / Decrease by (%)</b>
<b>Statement of Financial Position</b>			
Total assets	329,183	326,157	0.9%
Total liabilities	207,977	206,621	0.7%
Shareholders' equity	115,875	114,677	1.0%
Book Value (THB per share)	28.91	28.61	1.0%
<b>Statements of Profit or Loss</b>			
Revenue from sale of goods and rendering of services	138,465	144,732	-4.3%
Net profit	3,585	4,001	-10.4%
Basic earnings per share (THB per share)	0.89	1.00	-11.0%
<b>Key Financial Ratio</b>			
Gross Profit Margin	18.79%	18.99%	-1.1%
Net Profit Margin	2.59%	2.76%	-6.2%

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

Mr. Pongsak Suthisripok, a shareholder, inquired at the meeting about the article 40, litigation, of the Annual Registration Statements (Form 56-1 One Report), which states that Big C Supercenter Public Company Limited Group has been sued by other entities as a co-defendant for breach of contracts and other cases. Therefore, I would like to inquire about the litigation value as well as the provision of liability.

Miss Anchalee Rimviriyasab, Chief Financial Officer – BJC, respond to the shareholder according to the Notes to the Financial Statements, article 40, which states that Big C Supercenter Public Company Limited Group has been sued by other entities as a co-defendant for breach of contracts and other cases in which the cases are currently being considered by the Civil Court. Furthermore, the group of subsidiaries has been sued by certain individuals. The Group has set up a



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provision total amount of THB 20 million. In this regard, The Group believes that such proceedings, when resolved, will not materially affect the Group's financial position and the result of operations.

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 1,376 shareholders attending the Meeting, representing 3,609,226,066 votes.

Approved	3,608,224,866	vote(s),	equivalent to	99.9722	percent
Disapproved	0	vote(s),	equivalent to	0.0000	percent
Abstained	1,001,200	vote(s),	equivalent to	0.0277	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 2021 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 2021**

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 2021.

The Chief Executive Officer and President informed the Meeting of the allocation of profits for the accounting period of 2021 as follows:

As the operational results for the year 2021 showed in profit, the Board of Directors Meeting No. 5/2021, convened on Tuesday, 10 August 2021, resolved to approve the interim dividend payment to be made on Wednesday, 8 September 2021, 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.





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In addition, the Company proposed that the Meeting approve the dividend payment at the end of the year at the rate of THB 0.51 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 2021 is THB 0.66 per share.

The Company shall make the proposed dividend payment on Thursday, 19 May 2022 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, 29 April 2022. 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 2021 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.

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 1,376 shareholders attending the Meeting, representing 3,609,226,066 votes.

Approved	3,609,188,466	vote(s),	equivalent to	99.9989	percent
Disapproved	37,600	vote(s),	equivalent to	0.0010	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 2021 at the rate of THB 0.66 per share, whereby the Company made the interim dividend payment to the shareholders on 8 September 2021 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 0.51 per share, having 19 May 2022 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 29 April 2022, be approved, as proposed.





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### **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:

- |  |                      |
|--|----------------------|
| 1. Mr. Thirasakdi Nathikanchanalab           | Director             |
| 2. Mr. Aswin Techajareonvikul                | Director             |
| 3. Mr. Prasert Maekwatana                    | Director             |
| 4. Mr. Weerawong Chittmittrapap              | Independent Director |
| 5. Associate Prof. Kamjorn Tatiyakavee, M.D. | Independent Director |
| 6. Miss Potjanee Thanavarani                 | 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. Thirasakdi Nathikanchanalab, a director, to hold office for another term**

For this agenda item, there were 1,376 shareholders attending the Meeting, representing 3,609,226,066 votes.



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Approved	3,600,011,277	vote(s),	equivalent to	99.7446	percent
Disapproved	9,214,789	vote(s),	equivalent to	0.2553	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 5.2: To appoint Mr. Aswin Techajareonvikul, a director, to hold office for another term**

For this agenda item, there were 1,376 shareholders attending the Meeting, representing 3,609,226,066 votes.

Approved	3,604,235,325	vote(s),	equivalent to	99.8617	percent
Disapproved	4,990,741	vote(s),	equivalent to	0.1382	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. Aswin Techajareonvikul be appointed to hold office as a director for another term.

**Agenda Item 5.3: To appoint Mr. Prasert Maekwatana, a director, to hold office for another term**

For this agenda item, there were 1,376 shareholders attending the Meeting, representing 3,609,226,066 votes.

Approved	3,600,264,977	vote(s),	equivalent to	99.7517	percent
Disapproved	8,961,089	vote(s),	equivalent to	0.2482	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. Prasert Maekwatana be appointed to hold office as a director for another term.





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**Agenda Item 5.4: To appoint Mr. Weerawong Chittmittrapap, a director, to hold office for another term**

For this agenda item, there were 1,376 shareholders attending the Meeting, representing 3,609,226,066 votes.

Approved	3,464,796,708	vote(s),	equivalent to	95.9983	percent
Disapproved	144,429,358	vote(s),	equivalent to	4.0016	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. Weerawong Chittmittrapap be appointed to hold office as a director for another term.

**Agenda Item 5.5: To appoint Associate Prof. Kamjorn Tatiyakavee, M.D., a director, to hold office for another term**

For this agenda item, there were 1,376 shareholders attending the Meeting, representing 3,609,226,066 votes.

Approved	3,606,286,266	vote(s),	equivalent to	99.9185	percent
Disapproved	2,939,800	vote(s),	equivalent to	0.0814	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 Associate Prof. Kamjorn Tatiyakavee, M.D. be appointed to hold office as a director for another term.

**Agenda Item 5.6: To appoint Miss Potjanee Thanavaranit, a director, to hold office for another term**

For this agenda item, there were 1,376 shareholders attending the Meeting, representing 3,609,226,066 votes.





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Approved	3,477,486,369	vote(s),	equivalent to	96.3499	percent
Disapproved	131,739,697	vote(s),	equivalent to	3.6500	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 Miss Potjaneer Thanavaranit 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 2022**

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 2022 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 2021 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.

Mr. Phongthep Thungkittiwat, a shareholder, inquired at the meeting about whether the remuneration of the Board of Directors for 2022 is higher or lower than the previous year.

Mr. Tevin Vongvanich, Vice Chairman of the Board of Directors and Chairman of the Nomination and Remuneration Committee, responded to the shareholder that Directors' remuneration proposed this year amount not exceeding THB 50,000,000 ( same as last year, which has been approved by the Nomination and Remuneration Committee as a reasonable amount based on a comparative evaluation of remuneration among companies with equivalent revenue and securities value to the Company. Furthermore, Mr. Charoen Sirivadhanabhakdi, Khunying Wanna Sirivadhanabhakdi, Mr. Aswin Techajareonvikul and Mrs. Thapanee Techajareonvikul voluntarily waive their remuneration.

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 1,376 shareholders attending the Meeting, representing 3,609,226,066 votes.



**Berli Jucker Public Company Limited**

(Translation)

Approved	3,609,226,066	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 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 2022 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 2022**

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. Nantawat Sumraunhant Certified Public Accountant No. 7731; or (4) Dr. Suwatchai Meakhaamnouychai Certified Public Accountant No. 6638 of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the Company's auditor for the year 2022, 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, 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 2022 be fixed at THB 1,210,000 and the annual audit fee for quarterly audits at THB 1,740,000 totaling 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 2022 at THB 2,950,000. In this regard, the audit fee for 2022 was equivalent to that of the previous year.

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



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(Translation)

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 1,376 shareholders attending the Meeting, representing 3,609,226,066 votes.

Approved	3,609,226,066	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 appointment of auditors and the determination of the audit fee for the year 2022 be approved, as proposed.

**Agenda Item 8****To consider and approve the sale of shares in Ruangsap 168 Company Limited to Big C Retail Holding Company Limited**

The Secretary informed the Meeting that it was In order to restructure the shareholding in Berli Jucker Public Company Limited which will be a business grouping for easier management. Therefore, the Board of Directors proposed to the shareholders' meeting to consider and approve the sale of shares of the subsidiaries as follows;

(Unit : Baht)

Company	Seller	Buyer	Number of Shares	% Of Shares	Price per Share	Total
Ruangsap 168 Company Limited	BJC	Big C Retail Holding Company Limited	10,009,997	100%	2.49	24,924,892.53

The Board has duly considered and agreed that the sale of shares of Ruangsap 168 Company Limited will benefit to the company in terms of organizational management. Therefore, it is appropriate to propose to the shareholders to consider and approve the sale of shares of the subsidiaries to restructure the shareholding in the group of companies.

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

Mr. Theerat Tohsanguan, a shareholder, inquired at the meeting about the calculation of the purchase price of shares in Ruangsap 168 Company Limited.

Miss Anchalee Rimviriyasab, Chief Financial Officer – BJC, responded to the shareholder that the pricing is in compliance with the Revenue Department's ruling that if such shares are not offered





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for sale to the general public, Selling at book value is reasonable. The purchase of such shares is part of a group restructuring in which the buyer (Big C Retail Holding Company Limited) is 99.9999 percent held by the BJC Group.

Miss Pawena Chantim, a shareholder, inquired at the meeting about the effects on the financial statements after the sale of shares in Ruangsub 168 Company Limited.

Miss Anchalee Rimviriyasab, Chief Financial Officer – BJC, responded to the shareholder that the sale of shares in Ruangsub 168 Company Limited does not affect the consolidated financial statements as the buyer is 99.9999 percent held by the BJC Group. Therefore, the preparation of the consolidated financial statements will cut off the connected transactions as the investment was recorded using the Cost Method Equity Method. As a result, the sale of shares at the book price will affect the income statement equal to 0.10 million baht or 0.0012 percent of BJC's retained earnings at the end of the year 2021. However, the consolidated financial statements are unaffected by such effects.

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 1,376 shareholders attending the Meeting, representing 3,609,226,066 votes.

Approved	3,498,649,156	vote(s),	equivalent to	96.9362	percent
Disapproved	115,700	vote(s),	equivalent to	0.0032	percent
Abstained	110,461,210	vote(s),	equivalent to	3.0605	percent
Invalid Ballots	0	vote(s),	equivalent to	0.0000	percent

**Resolution:** The Meeting was 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 sale of shares in Ruangsap 168 Company Limited to Big C Retail Holding Company Limited, as proposed.

### Agenda Item 9

#### **To consider and approve the sale of shares in BJC Coffee Holdings Company Limited to Big C Retail Holding Company Limited**

The Secretary informed the Meeting that it was In order to restructure the shareholding in Berli Jucker Public Company Limited which will be a business grouping for easier management. Therefore, The Board of Directors proposed to the shareholders' meeting to consider and approve the sale of shares of the subsidiaries as follows;





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(Unit : Baht)

Company	Seller	Buyer	Number of Shares	% Of Shares	Price per Share	Total
BJC Coffee Holdings Company Limited	BJC	Big C Retail Holding Company Limited	7,309,997	100%	9.99	73,026,870.03

The Board has duly considered and agreed that the sale of shares of BJC Coffee Holdings Company Limited will benefit the company in terms of organizational management. Therefore, it is appropriate to propose to the shareholders to consider and approve the sale of shares of the subsidiaries to restructure the shareholding in the group of companies.

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 1,376 shareholders attending the Meeting, representing 3,609,226,066 votes.

Approved	3,498,649,156	votes,	equivalent to	96.9362	percent
Disapproved	0	votes,	equivalent to	0.0000	percent
Abstained	110,576,910	votes,	equivalent to	3.0637	percent
Invalid Ballots	0	votes,	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 sale of shares in BJC Coffee Holdings Company Limited to Big C Retail Holding Company Limited, as proposed.

### Agenda Item 10

#### **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. Phongthep Thungkittiwat, a shareholder, inquired at the meeting about the effect that Berli Jucker Public Company Limited will receive from higher interest rates.

Mr. Aswin Techajareonvikul, the Chief Executive Officer and President, responded to the shareholder that BJC's loan has been adjusted to a fixed rate in order to manage risks. The average interest rate for the end of the year 2021 is currently 2.85 percent, with a duration of 6.1 years.







**Berli Jucker Public Company Limited**

(Translation)

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 16.18 hrs.

In this regard, at the end of the meeting, there were 1,376 shareholders attending the Meeting in person and by proxy, representing 3,609,226,066 shares, equivalent to 90.0551 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

