



IDR 01/2021

February 22, 2021

Re: Notification of the Resolutions of the Board of Directors' Meeting No. 1/2021,
Schedule for AGM 2021 and Cash Dividend Payment
CP All Public Company Limited

To: The President
The Stock Exchange of Thailand

The Board of Directors' Meeting of CP All Public Company Limited (CPALL or the Company) has resolved in the meeting No. 1/2021 held on February 22, 2021 at 14:00-17:00 hrs. at the Board Room, 34th Floor, True Tower, 18 Ratchadapisek Road, Huai Khwang, Bangkok. The significant resolutions are as follows:

1. Approved financial statement for the year 2020 ended December 31, 2020 and further proposed such statement to the shareholders' meeting for approval.
2. Approved the dividend payment for the fiscal year of 2020 at Baht 0.90 per share to shareholders of 8,983,101,348 shares. Total dividend payment will be Baht 8,084,791,213.20 or dividend payout of 57 percent of the net profit generated from operations after income tax deduction of the separate financial statement.

The record date to determine names of shareholders who have the right to receive dividend payment will be on May 6, 2021. The dividend payment date will be on May 21, 2021. Such dividend payment shall be further proposed to shareholders' meeting for approval.

In addition, shareholders who are ordinary persons shall be entitled to a tax credit according to the Revenue Code, Section 47 Bis. Since the dividend payment are appropriated from the taxable profits of the Company which were subject to corporate income tax rates at 20 percent; therefore, the income tax credit for this dividend is equal to the dividend amount multiplied by 20/80

3. Approved the appointment of directors whom retired by rotation to perform duty for another term, namely, 1) Mr. Soopakij Chearavanont, 2) Mr. Korsak Chairasmisak, 3) Mr. Suphachai Chearavanont, 4) Mr. Adirek Sripratak, and 5) Mr. Tanin Buranamanit. The appointment for each position shall be further proposed to the shareholders' meeting for approval.
4. Approved the remuneration for directors at unchanged rate with the previous approval of shareholders' meeting in 2020 dated July 16, 2020. This shall be further proposed to the shareholders' meeting for approval as follows:



- 1) Monthly remuneration which detailed as below:

	Baht/person/month
Independent Director who is the Chairman of the sub-committee	120,000
Independent Director who is a member of the sub-committee	100,000
Independent Director who is not a member of the sub-committee	80,000
Chairman of the Board	120,000
Vice Chairman of the Board	100,000
Directors	60,000

Remark 1. Independent director who designated as member of the sub-committee, including Audit Committee, and/or Sustainability and Corporate Governance Committee, and/or Remuneration and Nomination Committee

2. Independent director who designated as members of sub-committee will receive the compensation only the highest rate.

- 2) Bonus at the rate of 0.50 percent of dividend paid to shareholders in which Chairman will consider and appropriately allocate to each director accordingly.

In addition to cash remuneration, directors also receive additional remuneration including Directors' and Officers' Liabilities Insurance with coverage amount of USD 40 million and insurance premium of approximately Baht 1 million per year.

5. Approved the appointment of auditors: Mr. Charoen Phosamritlert, C.P.A. (Thailand) Registration No. 4068, Mr. Veerachai Rattanajaratkul, C.P.A. (Thailand) Registration No. 4323, and Mrs. Munchupa Singsuksawat, C.P.A. (Thailand) Registration No. 6112 of KPMG Phoomchai Audit Ltd. as the Company's auditors for the year 2021 by stipulating that any of the auditors has authority to audit and express opinion on the Company's financial statements. The annual remuneration for audit services is totaled Baht 5,970,000, at unchanged rate from 2020, and the appointment with its audit fees shall be further proposed to the shareholders' meeting for approval.
6. Approved the additional of issuance and offering of the bonds up to Baht 100,000 million for bond redemption and refinancing (by issuance of new bond to repay and/or to replace) loan repayment, bill of exchange redemption and/or using as working capital. The bonds to be issued together with the issuance and offering bonds of up to Baht 90,000 million with reference to the approval of the Extraordinary General Meeting of Shareholders No. 2/2013 and up to Baht 90,000 million with reference to the approval of the Annual General Meeting of Shareholder for the year 2014 including and up to Baht 15,000 million with reference to the approval of the Annual General Meeting of Shareholder for the year 2016, will be up to Baht 295,000 million.



In addition, the Board of Directors' Meeting has authorized the Company authorized directors as a group of persons comprising of Mr. Korsak Chairasmisak, or Mr. Pittaya Jearavisitkul, or Mr. Piyawat Titasattavorakul to jointly authorize with Mr. Umroong Sanphasitvong, or Mr. Taweesak Kaewrathtanapattama, two of them to be a group of persons ("authorized person") and/or a person assigned by authorized directors or authorized person to have the powers to do any acts and things necessary for and in relation to carrying out the issuance and offering of the bonds in compliance with the applicable law including, but not limited to, the determination of the terms and conditions in relation to the issuance and offering of the bonds, for example, the par value, offering price, coupon rate, placement details, the execution of relevant agreements, the submission of the application and other documents to relevant authorities, etc. which shall be further proposed to the shareholders' meeting for approval.

7. Approved the schedule of the Annual General Meeting of Shareholders for the year 2021 to be held on Friday, April 23, 2021 at 14:00 hrs. at the conference room, 3rd floor, Convention Hall, Panyapiwat Institute of Management, 85/1 Moo 2, Chaengwattana Road, Bang Tarad, Pakkred, Nonthaburi. The Record Date of share register book for the right to attend the shareholders' meeting will be on March 10, 2021. The meeting agenda will be as follows:

- | | |
|----------|---|
| Agenda 1 | To consider the Board of Directors' report regarding operations of the Company in the past year |
| Agenda 2 | To consider and approve statement of financial position and statement of income for the year ended December 31, 2020 |
| Agenda 3 | To consider and approve the allocation of profit for legal reserve and the cash dividend payment |
| Agenda 4 | To consider and approve the appointment of the Company's directors to replace the directors who are retired by rotation |
| Agenda 5 | To consider and approve the directors' remuneration |
| Agenda 6 | To consider and approve the appointment of the Company's auditors and fix the auditors' remuneration |
| Agenda 7 | To consider and approve the additional of issuance and offering of the bonds for CPALL Public Company Limited |
| Agenda 8 | To acknowledge the appointment of the Company directors to be directors of an associated company doing business with the same nature and may be in competition with the business of the Company |



In order to protect the rights and interests of all shareholders in the event that a shareholder cannot attend the meeting and wish to appoint a proxy to vote on behalf of he/she. The Board of Directors has appointed Mr. Padoong Techasarintr- independent director, and Mr. Umroong Sanphasitvong and Mr. Tanin Buranamanit – director as the company's proxy.

In addition, the Board of Directors' Meeting has authorized Mr. Korsak Chairasmisak and Mr. Umroong Sanphasitvong to do any acts and things in relation to the convening and holding of the Annual General Meeting of Shareholders for the year 2021, including to amend and/or add to the agenda of the shareholders' meeting, and/or change the timing or place of such meeting, as well as to change the record date in order to determine names of shareholders who have the rights to attend the shareholders' meeting and to receive the dividends.

Please be informed accordingly.

Sincerely yours,

Mr. Kriengchai Boonpoapichart

Chief Financial Officer

Authorized to sign on behalf of the Company