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No. IDR21/2021

Date: 27 October 2021

Subject: Report on the Progress of the Offering of Ordinary Shares of Siam Makro Public Company Limited to the Public and the Date to Determine the Names of Shareholders of the Company (Record Date) who will Receive the Allocation of Ordinary Shares of Siam Makro Public Company Limited in such Public Offering in Proportion to their Shareholding

Attention: President  
The Stock Exchange of Thailand

We, CP All Public Company Limited (the “**Company**”), will jointly offer a portion of the ordinary shares in Siam Makro Public Company Limited (“**Makro**”) which are held by us at the same time as the offering of the ordinary shares of Makro to the public by Makro, Charoen Pokphand Holding Company Limited (“**CPH**”) and C.P. Merchandising Company Limited (“**CPM**”) as approved by the Extraordinary General Meeting of Shareholders of the Company No. 1/2564 held on 12 October 2021 (the “**Public Offering of the Ordinary Shares of Makro**”). We hereby notify that Makro has submitted the application for approval for offering of newly issued ordinary shares, the registration statement for securities offering (Form 69-1) and the draft prospectus with the Office of the Securities and Exchange Commission (the “**SEC Office**”) on 27 October 2021. In this respect, the Company, CPH and CPM, in their capacity as shareholders of Makro who will jointly offer a portion of the shares being held in Makro at the same time as the Public Offering of the Ordinary Shares of Makro, have also submitted the registration statements for securities offering (Form 69-1) and the draft prospectuses with the SEC Office at the same time. Investors may refer to the registration statement for securities offering (Form 69-1) and the full draft prospectus of Makro which have been submitted to the SEC Office at [www.sec.or.th](http://www.sec.or.th) for detailed information on the Public Offering of the Ordinary Shares of Makro.

Material details in relation to the Public Offering of the Ordinary Shares of Makro are as follows:

The total number of ordinary shares of Makro that will be offered on this occasion (the “ <b>Total Number of the Ordinary Shares of Makro that will be Offered in the Public Offering</b> ”)	Not more than 2,270,000,000 shares
consisting of:	Number of shares that will be offered
1) The number of newly issued ordinary shares of Makro that will be offered by Makro	Not more than 1,362,000,000 shares
2) The number of existing ordinary shares of Makro that will be offered by the Company	Not more than 363,200,000 shares
3) The number of existing ordinary shares of Makro that will be offered by CPH	Not more than 363,200,000 shares
4) The number of existing ordinary shares of Makro that will be offered by CPM	Not more than 181,600,000 shares
In case an over-allotment of shares is required, the number of existing ordinary shares of Makro that the over-allotment agent may request to borrow from the Company will not be more than 340,500,000 shares, representing not more than 15 percent of the Total Number of the Ordinary Shares of Makro that will be Offered in the Public Offering.	Not more than 340,500,000 shares

The offering price to the public will be further determined following the receipt of the approval for the offering of shares to the public from the SEC Office.

With respect to the allocation of the Total Number of the Ordinary Shares of Makro that will be Offered in the Public Offering, the Board of Directors’ Meeting of the Company No. 7/2021 held on 25 October 2021 resolved to approve the allocation of certain portions of the Total Number of the Ordinary Shares of Makro that will be Offered in the Public Offering and the authorisation of powers in relation to such allocation in order to allocate to (1) existing shareholders of the Company (other than the group of Charoen Pokphand Group Company Limited (“CPG”) as specified in Form 56-1 for the year 2020 of the Company); (2) existing shareholders of Makro (other than the Company and subsidiaries of the Company, CPM and CPH); and (3) existing shareholders of Charoen Pokphand Foods Public Company

Limited (“CPF”) (other than the CPG group as specified in Form 56-1 for the year 2020 of CPF) (the **“Allocation of Certain Portions of the Total Number of the Ordinary Shares of Makro that will be Offered in the Public Offering to Existing Shareholders”**), at the offering price same as the offering price of the public offering, and in accordance with the ratio for the exercise of such rights as follows:

- (1) In respect of the allocation of ordinary shares of Makro for offering to existing shareholders of the Company (other than the CPG group as specified in Form 56-1 for the year 2020 of the Company), at the ratio of 15 ordinary shares of the Company to 1 ordinary share of Makro being offered on this occasion.
- (2) In respect of the allocation of ordinary shares of Makro for offering to existing shareholders of Makro (other than the Company and subsidiaries of the Company, CPM and CPH), at the ratio of 10 ordinary shares of Makro to 1 ordinary share of Makro being offered on this occasion.
- (3) In respect of the allocation of ordinary shares of Makro for offering to existing shareholders of CPF (other than the CPG group as specified in Form 56-1 for the year 2020 of CPF), at the ratio of 70 ordinary shares of CPF to 1 ordinary share of Makro being offered on this occasion.

In this regard, the above Board of Directors’ Meeting of the Company resolved that the date to determine the names of shareholders of the Company (Record Date) who will receive the Allocation of Certain Portions of the Total Number of the Ordinary Shares of Makro that will be Offered in the Public Offering to Existing Shareholders shall be 23 November 2021. The Company, together with Makro, CPM and CPH reserve the right not to offer or allocate ordinary shares to any persons or any subscribers or any types of subscribers if such offering or allocation of ordinary shares will or may result in the Company, Makro, CPM and CPH being in violation of foreign law or rules and regulations or having obligations to carry out any actions in addition to those required under relevant Thai laws or regulations in connection with the issuance and offering of securities, or will result in the shares offering being in non-compliance with the rules, methods or conditions prescribed for the offering or allocation of shares.

The initial approaches for the offering or the Allocation of Certain Portions of the Total Number of the Ordinary Shares of Makro that will be Offered in the Public Offering to Existing Shareholders are as follows:

- (a) The Company, Makro, CPM and CPH reserve the right to offer or allocate ordinary shares of Makro to any existing shareholder whose place of residence is outside of Thailand only if such existing shareholder can give a representation that it may lawfully be offered, subscribe for, obtain and/or receive shares of Makro in the jurisdiction in which it resides or is currently located, and reserve the right not to offer or allocate shares of Makro to any persons or any subscribers whose place of residence is in the United States of America, Japan, Malaysia, the People's Republic of China, India, Philippines, South Korea, Netherlands, Myanmar, Estonia, Pakistan, Laos, Taiwan, Australia, Indonesia and Canada, and any other jurisdictions as the Company, Makro, CPM and CPH deem appropriate.
- (b) Only those ordinary shareholders of the Company, Makro and CPF who have the rights to receive the shares allocation may indicate their intention to subscribe for ordinary shares of Makro in accordance with their allocated ratio for the exercise of such rights, or in excess of the allocated rights (oversubscription) without cap of entitled right, or below the allocated rights, or waive the subscription rights for the ordinary shares of Makro on this occasion. The ordinary shareholders of the Company, Makro and CPF who have the rights to receive the shares allocation and who have indicated their intention to oversubscribe for ordinary shares of Makro will be allocated the oversubscribed ordinary shares of Makro only if there are ordinary shares of Makro remaining after the allocation to ordinary shareholders of the Company, Makro and CPF who have the rights to receive the shares allocation and who have subscribed for the shares in accordance with their rights has been completed.
- (c) In the case where the calculation of the allocation of ordinary shares of Makro to the ordinary shareholders of the Company, Makro and CPF who have the rights to receive the shares allocation results in fractions of shares, the fraction shall be rounded off in whole. In the case where there are ordinary shares of Makro remaining after the allocation in this respect, the Company, Makro, CPM and CPH will include such remaining shares and fractions of shares from the rounding in the allocation in respect of the Public Offering of the Ordinary Shares of Makro at the same offering price.

For the Public Offering of the Ordinary Shares of Makro to achieve the most success, the Company, Makro, CPM and CPH, together with the lead underwriter and initial purchaser abroad, reserve the right to amend or supplement or determine the details and conditions relating to the Allocation of

Certain Portions of the Total Number of the Ordinary Shares of Makro that will be Offered in the Public Offering to Existing Shareholders, including to determine the maximum number of shares that will be allocated to existing shareholders (claw back/claw forward), and have the full discretion to determine the details and conditions relating to the Allocation of Certain Portions of the Total Number of the Ordinary Shares of Makro that will be Offered in the Public Offering to Existing Shareholders, the details and conditions of which shall be as set out in Part 3 of the registration statement for securities offering (Form 69-1) and the effective prospectus. In addition, the above allocation of ordinary shares of Makro will only occur after Makro has received the approval for the offering of newly issued ordinary shares to the public from the SEC Office and the registration statement for securities offering (Form 69-1) and the prospectus have become effective.

In this regard, the Company hereby discloses the Information Memorandum on the Board of Directors' resolution regarding the date to determine the names of shareholders of the Company (Record Date), which is on 23 November 2021 as mentioned above, via the Stock Exchange of Thailand's information system on 27 October 2021 to be in line with the submission of the application for approval for offering of newly issued ordinary shares, the registration statement for securities offering (Form 69-1) and the draft prospectus with the SEC Office on 27 October 2021 as set out above.

Please kindly be informed accordingly.

Yours faithfully,

Mr. Supot Shitgasornpongse

Company Secretary

Authorised to sign on behalf of the Company

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