



No. IDR 01/2023

Date: February 23, 2023

Re: Notification of the Resolutions of the Board of Directors' Meeting No.2/2023,
Schedule for AGM 2023 and Cash Dividend Payment

CP All Public Company Limited

To: The President

The Stock Exchange of Thailand

CP All Public Company Limited (CPALL or the Company) would like to inform you that The Board of Directors Meeting No. 2/2023 held on February 23, 2023 had important resolutions as follows:

1. Approved financial statement for the year 2022, ended December 31, 2022 and further proposed such statement to the shareholders' meeting for approval.
2. Approved the dividend payment for the fiscal year of 2022 at Baht 0.75 per share to shareholders of 8,983,101,348 shares. Total dividend payment will be Baht 6,737,326,011 or dividend payout of 59 percent of the net profit generated from operations after income tax deduction of the separate financial statement.

The record date to determine name of shareholders who have the right to receive dividend payment will be on May 3, 2023. The dividend payment date will be on May 19, 2023. 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. The directors who will retire by rotation at the 2023 Annual General Meeting of Shareholders, namely:



1) Mr. Umroong Sanphasitvong 2) Mr. Narong Chearavanont 3) Mr. Prasert Jarupanich 4) Mr. Pittaya Jearavisitkul and 5) Mr. Piyawat Titasattavorakul

The appointment for each position shall be further proposed to the shareholders' meeting for approval.

4. Approved the remuneration for directors at the same rate, unchanged from the resolution of the Annual General Meeting of Shareholders for the year 2022, dated April 22, 2022 and remained the same rate since the Annual General Meeting of Shareholders for the year 2016 approved on April 21, 2016. This shall be further proposed to the shareholders' meeting for approval as follows:

- 1) Monthly remuneration which detailed as below:

	<u>Baht/Person/Month</u>
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 several sub-committees will receive the compensation at the highest rate for only one committee.

- 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 3.2 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 2023 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 2022, and the appointment with its audit fees shall be further proposed to the shareholders' meeting for approval.
6. Approved to amend the Company's Articles of Association relating to the meeting of directors and advertising in accordance with the rules and procedures prescribed by law as follows: Chapter 3 Board of directors, amended article 19, Chapter 4 Meetings of shareholders, amended article 27 and Chapter 5 Accounting, Finance and Auditing, amended article 37 as well as authorize the authorized director of the company or the person assigned by the authorized director of the company to have the authority to amend any statement according to the recommendation, opinion or order of the registrar or any other relevant government agency. The proposed articles for amendment were as follows:

Article 19

(Old) In summoning a meeting of the Board of Directors, the Chairman of the Board of Directors or his assignee shall send the notice of the summoning of the meeting to the Directors at not less than seven days in advance of the date appointed for the meeting, except that, in case of emergency in order to protect the rights or interests of the Company, he may make appointment for such meeting by other method and appoint the date therefore at sooner than that.

The Board of Directors of the Company may arrange for meetings to be held at the principal office of the Company or in the province in which the principal office is located or in any other province throughout the kingdom or at any other place as the Chairman of the Board of Directors or his assignee deems fit.



(New)

In summoning a meeting of the Board of Directors, the Chairman of the Board of Directors or his assignee shall send the notice of the summoning of the meeting to the Directors **in accordance with the rules and procedures prescribed by law**, which including in case of emergency in order to protect the rights or interests of the Company, he may make appointment for such meeting **by electronic or other method**.

The Board of Directors of the Company may arrange for meetings to be held at the principal office of the Company or in the province in which the principal office is located or in any other province throughout the kingdom or at any other place as the Chairman of the Board of Directors or his assignee deems fit.

Article 27

(Old)

In summoning a meeting of shareholders, the Board of Directors shall make a notice of summoning of the meeting, wherein specifying the place, date, time and agenda for the meeting, as well as the matters to be proposed to the meeting together with particulars as is reasonable, by specifying clearly if such is a matter proposed for information, for approval or for consideration, as the case may be, including the opinion of the Board of Directors on the said matters, and send same to the shareholders and the Registrar for their information at not less than seven days prior to the date appointed for the meeting and advertise such notice of the summoning of meeting in newspaper for three consecutive days at not less than three days before the date appointed for the meeting.

During the period of twenty-one days immediately preceding the date appointed for each meeting of shareholders, the Company may refuse to register transfer of shares by giving an advance notice to the shareholders at the principal office and every branch office of the Company at not less than fourteen days prior to the date beginning to refuse registration of transfer of shares.



The place for holding the meeting need not be in the locality in which the principal office of the Company is situated. The meeting may be held at any other place as the Board of Directors may deem appropriate.

(New) In summoning a meeting of shareholders, the Board of Directors shall make a notice of summoning of the meeting, wherein specifying the place, date, time and agenda for the meeting, as well as the matters to be proposed to the meeting together with particulars as is reasonable, by specifying clearly if such is a matter proposed for information, for approval or for consideration, as the case may be, including the opinion of the Board of Directors on the said matters, and send same to the shareholders and the Registrar for their information at not less than seven days prior to the date appointed for the meeting and advertise such notice of the summoning of meeting in newspaper for three consecutive days at not less than three days before the date appointed for the meeting. **The delivery of the meeting notice and the advertisement of such meeting notice have to comply with the rules and procedures prescribed by law.**

During the period of twenty-one days immediately preceding the date appointed for each meeting of shareholders, the Company may refuse to register transfer of shares by giving an advance notice to the shareholders at the principal office and every branch office of the Company at not less than fourteen days prior to the date beginning to refuse registration of transfer of shares.

The place for holding the meeting need not be in the locality in which the principal office of the Company is situated. The meeting may be held at any other place as the Board of Directors may deem appropriate.



Article 37

(Old) No dividend shall be paid otherwise than out of profits. In case the Company still has accumulated losses, no dividend may be paid.

Dividend shall be distributed by the number of shares and in the same amount for each share. Payment of dividend requires the approval of the shareholders in meeting.

The Board of Directors may pay interim dividends to the shareholders from time to time when they consider that such is justified by the profits of the Company and report it to the following meeting of shareholders. Payment of dividends shall be made within one month from the date resolved by the meeting of shareholders or the Board of Directors, as the case may be, and shall be notified to the shareholders in writing, and the notice of the payment of dividends shall also be advertised in a newspaper.

(New) No dividend shall be paid otherwise than out of profits. In case the Company still has accumulated losses, no dividend may be paid.

Dividend shall be distributed by the number of shares and in the same amount for each share. Payment of dividend requires the approval of the shareholders in meeting.

The Board of Directors may pay interim dividends to the shareholders from time to time when they consider that such is justified by the profits of the Company and report it to the following meeting of shareholders. Payment of dividends shall be made within one month from the date resolved by the meeting of shareholders or the Board of Directors, as the case may be, and shall be notified to the shareholders in writing, and the notice of the payment of dividends shall also be advertised **in accordance with the rules and procedures prescribed by law.**

Amendment to the Company's Articles of Association shall be further proposed to the shareholders' meeting for approval.



7. Approved to amend the objectives of the company, Article 66 to support the business, together with authorizing the authorized director of the company or the person assigned by the authorized director of the company to have the authority to amend any statement according to the recommendation, opinion or order of the registrar or any other relevant government agency. The proposed objective for amendment was as follows:

Article 66

- (Old) To operate the business concerning security and occupational health training and consultancy.
- (New) To operate the business **relating to providing services in occupational safety and health, working environment, measurement, inspection, testing, certification, risk assessment** and provide training or consulting to **promote safety, occupational health and working environment.**

Amendment to the Company's objectives shall be further proposed to the shareholders' meeting for approval.

8. Approved the schedule of the Annual General Meeting of Shareholders for the year 2023 to be held on Friday, April 21, 2023 at 14:00 hrs. via electronic media with the IR Plus AGM application system. Determine the list of shareholders who are entitled to attend the Annual General Meeting of Shareholders (Record Date) will be on March 10, 2023. The meeting agendas 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, 2022
 - Agenda 3 To consider and approve the allocation of profit 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 amendment to the Articles of Association of the Company
- Agenda 8 To consider and approve the amendment of the Company's objectives

In order to protect the rights and interests of all shareholders who are unable to attend the meeting and wish to appoint a proxy vote on behalf of he/she. The Board of Directors has appointed Mr. Padoong Techasarintr, Adjunct Professor Prasobsook Boondech and Mrs. Nampung Wongsmith who are independent director as the company's proxy.

In addition, the Board of Directors' Meeting has authorized Mr. Korsak Chairasmisak and Mr. Umroong Sanphasitvong to have the authority under the law to take any action related to the convening and holding of the Annual General Meeting of Shareholders for the year 2023, including to amend and/or add to the agenda of the shareholders' meeting, and/or change the date and timing of such meeting, as well as to change the meeting format.

Please be informed accordingly.

Sincerely yours,

Mr. Supot Shitgasornpongse

Company Secretary

Authorized to sign on behalf of the Company