



No. IDR 02/2024

Date: February 23, 2024

Re: Notification of the Resolutions of the Board of Directors' Meeting No.2/2024
Schedule for AGM 2024 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. 2/2024 held on February 23, 2024 had important resolutions as follows:

1. Approved financial statement for the year 2023, ended December 31, 2023 and further proposed such statement to the shareholders' meeting for approval.
2. Approved the dividend payment for the fiscal year of 2023 at Baht 1.00 per share to shareholders of 8,983,101,348 shares. Total dividend payment will be Baht 8,983,101,348 or dividend payout of 58 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 8, 2024. The dividend payment date will be on May 24, 2024. 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 2024 Annual General Meeting of Shareholders, namely:



- 1) Professor Dr. Kittipong Kittayarak 2) Mr. Soopakij Chearavanont 3) Mr. Korsak Chairasmisak 4) Mr. Suphachai Chearavanont 5) Mr. Tanin Buranamanit and 6) Mr. Adirek Sripratak, 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 2023, dated April 21, 2023 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

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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 Singsookawat, C.P.A. (Thailand) Registration No. 6112 of KPMG Phoomchai Audit Ltd. as the Company's auditors for the year 2024 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 6,020,000, increased from 2023 at amount of Baht 50,000 or 0.84 percent, and the appointment with its audit fees shall be further proposed to the shareholders' meeting for approval.
6. Approved the schedule of the Annual General Meeting of Shareholders for the year 2024 to be held on Friday, April 26, 2024 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 12, 2024. 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, 2023
 - 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

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 2024, 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 and venue.

In case that the Company amend and/or add the agenda for the 2024 Annual General Shareholders' Meeting and/or change the date, time or method of the meeting and venue of the meeting. The Company will disclose an updated information through the system of the Stock Exchange of Thailand and/or through the Company's website, including other channels for the purpose to inform shareholders in advance.

Please be informed accordingly.

Sincerely yours,

Mr. Supot Shitgasornpongse

Company Secretary

Authorized to sign on behalf of the Company