



(Translation)

CBG. 020/2021

April 22, 2021

Subject: The Resolutions of the 2021 Annual General Meeting of shareholders.

To: The Managing Director
The Stock Exchange of Thailand

The 2021 Annual General Meeting of shareholders of Carabao Group Public Company Limited ("CBG") held on April 22, 2021 passed the following important resolutions:

1. The Meeting adopted the minute of the Annual General Meeting of shareholders 2020 held on June 22, 2020.

| Shareholder Voting | No. of Vote | Percentage |
|--------------------|-------------|------------|
| Agree | 800,718,273 | 100.0000 |
| Disagree | - | - |
| Abstain | - | - |
| Total | 800,718,273 | 100.0000 |
| Voided Ballot | - | - |

2. The Meeting acknowledged the Company's operating results in 2020.

3. The Meeting approved report and consolidated financial statements which was certified by the auditor for the year ended December 31, 2020.

| Shareholder Voting | No. of Vote | Percentage |
|--------------------|-------------|------------|
| Agree | 800,718,578 | 100.0000 |
| Disagree | - | - |
| Abstain | - | - |
| Total | 800,718,578 | 100.0000 |
| Voided Ballot | - | - |

4. The Meeting approved to pay dividends from the Company's 2020 operating results at the rate of THB 1.50 per share, for the total amount of THB 1,500 million. The record date to determine the rights to receive dividends for



shareholders registered in the shareholder registration book shall be on March 8, 2021. The dividend payment shall be made on May 10, 2021.

| Shareholder Voting | No. of Vote | Percentage |
|--------------------|-------------|------------|
| Agree | 800,718,578 | 100.0000 |
| Disagree | - | - |
| Abstain | - | - |
| Total | 800,718,578 | 100.0000 |
| Voided Ballot | - | - |

5. The Meeting approved to re-elect 4 Directors who retired from the office by rotation as follows:

1. Mrs. Saowanee Kamolbutr (Independent Director, Chairman of the audit committee)

| Shareholder Voting | No. of Vote | Percentage |
|--------------------|-------------|------------|
| Agree | 795,187,140 | 99.3092 |
| Disagree | 5,531,340 | 0.6908 |
| Abstain | 100 | 0.0000 |
| Total | 800,718,580 | 100.0000 |
| Voided Ballot | - | - |

2. Miss Nutchamai Thanombooncharoen (Vice Chairman of the Board of Director)

| Shareholder Voting | No. of Vote | Percentage |
|--------------------|-------------|------------|
| Agree | 765,728,605 | 95.6302 |
| Disagree | 34,989,875 | 4.3698 |
| Abstain | 100 | 0.0000 |
| Total | 800,718,580 | 100.0000 |
| Voided Ballot | - | - |

3. Mr. Kamoldist Smuthkochorn (Director of the Company)

| Shareholder Voting | No. of Vote | Percentage |
|--------------------|-------------|------------|
| Agree | 798,409,868 | 99.7117 |
| Disagree | 2,308,714 | 0.2883 |
| Abstain | - | - |
| Total | 800,718,582 | 100.0000 |
| Voided Ballot | - | - |



4. Mr. Romtham Setthasit (Director of the Company)

| Shareholder Voting | No. of Vote | Percentage |
|--------------------|-------------|------------|
| Agree | 798,392,868 | 99.7095 |
| Disagree | 2,308,614 | 0.2883 |
| Abstain | 17,100 | 0.0021 |
| Total | 800,718,582 | 100.0000 |
| Voided Ballot | - | - |

6. The Meeting approved the Directors' remuneration for 2021 not more than THB7.0 million (increase from year 2014 – 2020 in amount of THB2.0 million) and assign the Chairman of the Board of Directors to allocate. And approved the meeting's attendance fee is THB30,000 (increase from year 2014 – 2020 in amount of THB10,000)

| Shareholder Voting | No. of Vote | Percentage |
|--------------------|-------------|------------|
| Agree | 791,341,783 | 98.8290 |
| Disagree | 9,376,800 | 1.1710 |
| Abstain | - | - |
| Total | 800,718,583 | 100.0000 |
| Voided Ballot | - | - |

7. The Meeting approved the appointment of the following auditors of EY Office Limited as the Company's auditor for 2020:

1. Miss Kamontip Lertwitworatep C.P.A. Registration No. 4377 or
2. Miss Siriwan Suratepin C.P.A. Registration No. 4604 or
3. Mr. Samran Taengcham C.P.A. Registration No. 8021.

Any of the above auditors can conduct the audit and express an opinion on the financial statements of the Company. The audit fee for the year 2021 amounting to THB1,000,000 (decrease from year 2020 in amount of THB165,000) was approved.

| Shareholder Voting | No. of Vote | Percentage |
|--------------------|-------------|------------|
| Agree | 800,718,583 | 100.0000 |
| Disagree | - | - |
| Abstain | - | - |
| Total | 800,718,583 | 100.0000 |
| Voided Ballot | - | - |



8. The Meeting approved appoint 2 new Directors as follows:

1. Mr. Predee Daochai (Independent Director)

| Shareholder Voting | No. of Vote | Percentage |
|--------------------|-------------|------------|
| Agree | 798,829,782 | 99.7637 |
| Disagree | 1,891,701 | 0.2363 |
| Abstain | 100 | 0.0000 |
| Total | 800,718,583 | 100.0000 |
| Voided Ballot | - | - |

2. Mrs. Wongdao Thanombooncharoen (Director of the company)

| Shareholder Voting | No. of Vote | Percentage |
|--------------------|-------------|------------|
| Agree | 798,900,469 | 99.7729 |
| Disagree | 1,801,014 | 0.2249 |
| Abstain | 17,100 | 0.0021 |
| Total | 800,718,583 | 100.0000 |
| Voided Ballot | - | - |

Sincerely yours,

Mr. Waranchai Jensiriwanich

Legal Director / Company Secretary

Form to Report on Names of Members and Scope of Work of the Audit Committee

The resolution of the Annual General Shareholder Meeting Year 2021 of Carabao Group Public Company Limited held on April 22, 2021, resolved the meeting's resolutions in the following manners:

Renewal

Chairman of the audit committee

Member of the audit committee

As follows:

(1) Mrs. Saowanee Kamolbutr

The Appointment of which shall take and effect as of April 22, 2021.

1. The audit committee is consisted of:

(1) Chairman of the audit committee Mrs. Saowanee Kamolbutr remaining term in office 3 years

(2) Member of the audit committee Mr. Kanit Patsman remaining term in office 2 years

(3) Member of the audit committee Miss Urawee Ngowroongrueng remaining term in office 2 years

Secretary of the audit committee Mr. Suparak Inthajak

Enclosed hereto is 1 copy of the certificate and biography of the audit committee. The audit committee number 1 have adequate expertise and experience to review creditability of the financial reports

2. The Audit Committee of the company has the scope of duties and responsibilities to the Board of Director on the following matters:

1. to ensure that the Company's financial statements are accurate and adequately disclosed;

2. to ensure that the Company implements internal controls and internal audit systems that are appropriate and effective and to consider the independence of the internal audit unit and give consent regarding appointment, transfer, and termination of employment of the head of internal audit or any other unit responsible for internal audit;

3. to ensure that the Company complies with the law governing securities and exchange, regulations of the SET, and the laws applicable to the Company's business, and ensure that the Company's subsidiaries comply with the rules specified in the control policy and mechanism for governing the business in which the Company invests;

4. to consider selecting, nominating, and appointing an independent person to act as an auditor of the Company and propose the remuneration of such auditor, and attend meetings with the auditor without the management's presence at least once a year;

5. to consider related party transactions or transactions with likely conflict of interest and transactions on acquisition or disposal and ensure that they are in accordance with the law and regulations of the SET, and control policy and mechanism for governing the business in which the Company invests to ensure that such transactions are reasonable and in the best interest of the Company;

6. to prepare a biography of the audit committee members disclosed in the Company's annual report. Such report must be signed by the chairman of the audit committee and shall contain at least the information required by the SET;

7. to take any other actions assigned by the board of directors, subject to the consent of the audit committee;

8. to prepare any other reports that the shareholders and general investors should have access to in accordance with the scope of duty and responsibility assigned by the board of directors;

9. to report to the board of directors regularly so that the board of directors is aware of the activities of the audit committee;

10. When performing their duty, if the audit committee finds or suspects that any transaction or action may significantly affect the financial status and operating results of the Company, to notify the board of directors in order to solve the issues within the period deemed appropriate by the audit committee. The types of transactions and actions that must be reported are as follows:

10.1 transactions with a conflict of interest;

10.2 fraud, abnormality, or significant defect in the internal control system;

10.3 violation of the law governing securities and exchange, regulations of the SET, or laws applicable to the Company's business.

11. Appointment, removal, and transfer of the head of the internal audit unit require approval of the audit committee.

The company hereby certifies that

1. The qualifications of the aforementioned members meet all the requirements of the Stock Exchange of Thailand: and
2. The scope of duties and responsibilities of the audit committee as stated above meet all the requirements of the Stock Exchange of Thailand

Signed

(Mr.Sathien Setthasit)

Director

Signed

(Miss Nutchamai Thanombooncharoen)

Director