

Translation

Date: April 22, 2021
Subject: Resolutions of the 2021 Annual General Meeting of Shareholders
To: President of the Stock Exchange of Thailand

The 2021 Annual General Meeting of Shareholders (“the Meeting”) of Siam Makro Public Company Limited (“the Company”) which was held on April 21, 2021 from 3.00 to 4.30 p.m. at Convention Room, 4th floor, Siam Makro Public Company Limited, Tara Phatthanakan Building, No. 1468 Phatthanakan Road, Phatthanakan Sub-district, Suan Luang District, Bangkok, had the following resolutions:

Agenda 1 To consider and affirm the management report on the Company’s business operations for the year 2020

Resolution

The Meeting affirmed the management report on the Company’s business operations for the year 2020 by unanimous resolution as follows:

Approved	4,691,924,287	votes, equivalent to	100.00000 %
Disapproved	0	votes, equivalent to	0.00000 %
Abstained	0	votes, equivalent to	0.00000 %
Voided Ballots	0	votes, equivalent to	0.00000 %

Agenda 2 To consider and approve the financial statements for the year ended December 31, 2020

Resolution

The Meeting approved the financial statements for the year ended December 31, 2020 by unanimous resolution follows:

Approved	4,691,924,287	votes, equivalent to	100.00000 %
Disapproved	0	votes, equivalent to	0.00000 %
Abstained	0	votes, equivalent to	0.00000 %
Voided Ballots	0	votes, equivalent to	0.00000 %

Agenda 3 To consider and approve the dividend payment and the appropriation of legal reserve
Resolution

1. The Meeting acknowledged the interim dividend payment declared by the resolution of the Board of Directors' Meeting held on August 10, 2020 at the rate of Baht 0.40 per share, totaling Baht 1,920 million which is paid on September 8, 2020.
2. The Meeting approved dividend payment for the Company's operating results from January 1 to December 31, 2020 at Baht 1.00 per share, for the total 4,800,000,000 shares, totaling approximately Baht 4,800 million. After deduction of the interim dividend payment at the rate of Baht 0.40 per share as mentioned above, the remaining for the final dividend payment is at the rate of Baht 0.60 per share, totaling Baht 2,880 million which will be paid on May 20, 2021 to the shareholders who are entitled to receive dividend as per Record Date on March 15, 2021. The resolution was approved by unanimous resolution as follows:

Approved	4,691,926,307	votes, equivalent to	100.00000 %
Disapproved	0	votes, equivalent to	0.00000 %
Abstained	0	votes, equivalent to	0.00000 %
Voided Ballots	0	votes, equivalent to	0.00000 %

Moreover, the legal reserve as at December 31, 2020 was equal to Baht 240 million or 10% of registered capital. The Company, therefore, needs not to appropriate the annual net profit for additional legal reserve.

Agenda 4 To consider and approve the election of the Company's directors to replace the directors retiring by rotation for the year 2021

Resolution

The Meeting approved the re-election of 5 directors who retired by rotation for the year 2021 to resume their previous position(s) for another term by majority votes of the shareholders who were present at the meeting and entitled to vote. The directors were appointed individually as follows:

- 1) Mr. Joti Bhokavanij Independent Director, Chairman of the Audit Committee, and Chairman of the Nomination and Remuneration Committee

Approved	4,689,807,207	votes, equivalent to	99.95484 %
Disapproved	2,118,100	votes, equivalent to	0.04514 %

	Abstained	1,000	votes, equivalent to	0.00002 %
	Voided Ballots	0	votes, equivalent to	0.00000 %
2)	Prof. Rawat Chamchalerm	Independent Director and Chairman of the Corporate Governance Committee		
	Approved	4,690,596,516	votes, equivalent to	99.97166 %
	Disapproved	1,328,791	votes, equivalent to	0.02832 %
	Abstained	1,000	votes, equivalent to	0.00002 %
	Voided Ballots	0	votes, equivalent to	0.00000 %
3)	Mrs. Kannika Ngamsopee	Independent Director and Member of the Audit Committee		
	Approved	4,691,826,407	votes, equivalent to	99.99787 %
	Disapproved	99,900	votes, equivalent to	0.00213 %
	Abstained	0	votes, equivalent to	0.00000 %
	Voided Ballots	0	votes, equivalent to	0.00000 %
4)	Mr. Jukr Boon-Long	Independent Director, Member of the Audit Committee, and Member of the Corporate Governance Committee		
	Approved	4,691,925,307	votes, equivalent to	99.99998 %
	Disapproved	0	votes, equivalent to	0.00000 %
	Abstained	1,000	votes, equivalent to	0.00002 %
	Voided Ballots	0	votes, equivalent to	0.00000 %
5)	Mr. Piyawat Titasattavorakul	Director		
	Approved	4,690,927,695	votes, equivalent to	99.97872 %
	Disapproved	997,612	votes, equivalent to	0.02126 %
	Abstained	1,000	votes, equivalent to	0.00002 %
	Voided Ballots	0	votes, equivalent to	0.00000 %

The Company would like to summarize the list of the Board of Directors and the sub-committees as of April 21, 2021 as follows:

1. Mr. Suphachai Chearavanont Chairman of the Board of Directors

2. Mr. Joti Bhokavanij Independent Director, Chairman of the Audit Committee, and Chairman of the Nomination and Remuneration Committee
3. Prof. Rawat Chamchalerm Independent Director and Chairman of the Corporate Governance Committee
4. Mrs. Kannika Ngamsopee Independent Director and Member of the Audit Committee
5. Mr. Jukr Boon-Long Independent Director, Member of the Audit Committee, and Member of the Corporate Governance Committee
6. Prof. Prasobsook Boondech Independent Director and Member of the Nomination and Remuneration Committee
7. Mr. Korsak Chairasmisak Director, First Vice Chairman, and Member of the Nomination and Remuneration Committee
8. Mr. Umroong Sanphasitvong Director and Member of the Corporate Governance Committee
9. Mr. Piyawat Titasattavorakul Director
10. Mr. Pittaya Jearavisitkul Director
11. Mr. Adirek Sripratak Director
12. Dr. Prasert Jarupanich Director
13. Mr. Narong Chearavanont Director
14. Mrs. Suchada Ithjarukul Director, Second Vice Chairman, and Group Chief Executive Officer - Siam Makro
15. Mrs. Saowaluck Thithapant Director and Group Chief Shared Service Officer - Siam Makro

Agenda 5 To consider and approve the Directors' remuneration for the year 2021

Resolution

The Meeting approved the directors' remuneration for the year 2021 as follows:

Types of Remuneration	(Baht/Person/Month)	(Baht/Person/Year)
1. Regular Remuneration		
1.1 Chairman	155,000	1,860,000
1.2 Independent Director and Chairman of the Audit Committee	140,000	1,680,000
1.3 Independent Director and Member of the Audit Committee	115,000	1,380,000
1.4 Director/ Independent Director	100,000	1,200,000

Types of Remuneration	(Baht/Person/Month)	(Baht/Person/Year)
1.5 Chairman of other sub-committees ¹⁾	15,000	180,000
1.6 Member of other sub-committees ¹⁾	5,000	60,000
2. Annual Bonus	Baht 24.00 million ²⁾	
3. Other Benefit	None	

Remarks:

- 1) Other sub-committees apart from the Audit Committee.
- 2) Equivalent to the rate of 0.50% of dividend paid to the Shareholders for the 2020 operating results. The Chairman of the Board will consider an appropriate allocation of annual bonus to each director.

The said directors' remuneration was approved by the affirmative votes of not less than two-thirds (2/3) of the total number of votes of shareholders who were present at the meeting as follows:

Approved	4,690,983,107	votes, equivalent to	99.97990 %
Disapproved	943,200	votes, equivalent to	0.02010 %
Abstained	0	votes, equivalent to	0.00000 %
Voided Ballots	0	votes, equivalent to	0.00000 %

Agenda 6 To consider and approve the appointment of the Company's auditors and determine the auditors' remuneration for the fiscal year ended December 31, 2021

Resolution

The Meeting approved the appointment of the auditors from KPMG Phoomchai Audit Ltd. for the Company, any one being authorized to conduct the audit and express an opinion on the annual financial statements of the Company, for the fiscal year ended December 31, 2021, namely, Mr. Charoen Phosamritlert, Certified Public Accountant (Thailand) No. 4068, Mrs. Munchupa Singsuksawat, Certified Public Accountant (Thailand) No. 6112, and Mrs. Piyatida Tangdenchai Certified Public Accountant (Thailand) No.11766. In the absence of the abovementioned auditors, KPMG Phoomchai Audit Ltd. is authorized to appoint other Certified Public Accountant from KPMG Phoomchai Audit Ltd. to carry out the work. The Meeting also approved the determination of audit fee for the fiscal year ended December 31, 2021 at the total amount of Baht 7,170,000, which is the same rate as the audit fee for the year 2020. However, it excludes the attendance fee for goods destroying and actual expensed occurred during the audit but not exceeding 10% of the audit fee.

The appointment of the auditors and the determination of audit fee were approved by majority votes of the total votes of the shareholders who were present at the meeting and entitled to vote as follows:

Approved	4,691,459,116	votes, equivalent to	99.99004 %
Disapproved	466,191	votes, equivalent to	0.00994 %
Abstained	1,000	votes, equivalent to	0.00002 %
Voided Ballots	0	votes, equivalent to	0.00000 %

Agenda 7 **To consider other business**

- None –

Please be informed accordingly.

Yours faithfully,

Siam Makro Public Company Limited

(Mrs. Saowaluck Thithapant)

Group Chief Shared Service Officer - Siam Makro

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