Letter No.:	IDR 03/2026
Subject:	Notification of the Resolutions of the Board of Directors' Meeting No. 2/2026, Schedule for Annual General Meeting of Shareholders 2026, and Cash Dividend Payment
To:	The President The Stock Exchange of Thailand
Headline:	Notification of the Resolutions of the Board of Directors' Meeting No. 2/2026, Schedule for Annual General Meeting of Shareholders 2026, and Cash Dividend Payment
Security Symbol:	CPALL

Announcement Details

Schedule of Shareholders' meeting	
Subject	Schedule of Annual General Meeting of Shareholders
Date of Board resolution	25-Feb-2026
Shareholder's meeting date	24-Apr-2026
Beginning time of meeting (hh:mm)	14 : 00
Record date for the right to attend the meeting	12-Mar-2026
Ex-meeting date	11-Mar-2026
Significant agenda item	- Cash dividend payment - Changing / renewal of the term of the director(s)
Type of meeting	Electronic meeting
Venue of the meeting	Via electronic media with the IR Plus AGM application system

Agenda Item 1	
Agenda Detail	To acknowledge the report of the Board of Directors which propose the meeting for reporting the Company's operations for the last year
Type	To acknowledge
Board's Resolution	
The Meeting of Shareholders should acknowledge the operating results of the Company for the year 2025.	

Agenda Item 2	
Agenda Detail	To consider and approve the Statement of Financial Position and Statement of Income for the year ended 31 December 2025
Type	To Consider and approve
Board's Resolution	
After considering the matter, the Board of Directors is of the opinion that the Meeting of Shareholders should approve the Statement of Financial Position and Statement of Income for the year ended 31 December 2025 which were audited by certified public accountant and reviewed and agreed by the Audit Committee.	

Agenda Item 3	
Agenda Detail	To consider and approve an appropriation of profit and the cash dividend payment
Type	To Consider and approve
Board's Resolution	

After considering the matter, the Board of Directors is of the opinion that the Meeting of Shareholders should consider and approve not to appropriate the net profit for legal reserve as it is fully appropriated according to the Articles of Association of the Company.
In addition, the Meeting of Shareholders should consider and approve the dividend payment distributed from the Company's net profit for the year 2025 of Baht 1.65 per share (One Baht and Sixty-five Satang) for shareholders holding 8,911,503,348 shares after deducting repurchased shares, without distribution of such repurchased shares, total dividend payment in the amount of Baht 14,703,980,524.20 or equal to 59% of net profit after income tax from separate financial statements. The above dividend payment complies with stipulated dividend payment policy of the Company.
The Company has scheduled the record date on 5 May 2026 to determine the shareholders entitled to receive the dividend. The dividend payment will be made on 22 May 2026. However, the rights concerning the Company's dividend payment will be reserved upon shareholders' approval.

Dividend payment / Omitted dividend payment	
Subject	Cash dividend payment
Date of Board resolution	25-Feb-2026
Type of dividend payment	Cash dividend payment
Record date for the right to receive dividends	05-May-2026
Ex-dividend date	30-Apr-2026
Payment for	Common shareholders
Cash dividend payment (baht per share)	1.65
Par value (baht)	1.00
Payment date	22-May-2026
Paid from	Operating period from 01-Jan-2025 to 31-Dec-2025

Agenda Item 4	
Agenda Detail	To consider and elect directors to replace the directors who retire by rotation
Type	To consider and approve the appointment of directors
Board's Resolution	

The Board of Directors, except the directors retiring by rotation at the Annual General Meeting of Shareholders for year 2026, had considered all nominees with due care and diligence, taking into account various qualifications including knowledge, professional credentials, skills, age, gender, race, religion, place of birth, experience, and diverse professional expertise, as well as the independence required of independent directors and other necessary specific skills. Previous performance as a director had also been taken into consideration. The Board of Directors resolved to endorse the proposal of the Remuneration and Nomination Committee, in accordance with the criteria and procedures for nominating qualified persons to be directors of the Company in order to be in line with the strategies and business operations of the Company. The Board Skill Matrix was also used as part of the assessment. The Board of Directors is of the opinion that the Meeting of Shareholders should re-elect the following five directors who retire by rotation to be directors of the Company for another term. All five aforementioned directors are qualified with expertise, knowledge, and experience to engage in buildup benefit for the Company's business.
1. Mr. Umroong Sanphasitvong
is an expert possessing the relevant knowledge and experience in Agricultural Business, Commerce, Accounting, Finance, and Governance/Corporate Governance.
2. Mr. Narong Chearavanont
is an expert possessing the relevant knowledge and experience in Sustainability, Digital Marketing, Brand Management, Leadership, and Business Administration.
3. Mr. Prasert Jarupanich
is an expert possessing the relevant knowledge and experience in Economics, Information and Communication Technology, Engineering, Leadership, and Business Administration.
4. Mr. Pittaya Jearavisitkul
is an expert possessing the relevant knowledge and experience in Commerce, Transportation and Logistics, Procurement, Strategic Management, and Business Administration.
5. Mr. Piyawat Titasattavorakul
is an expert possessing the relevant knowledge and experience in Food and Beverage, Commerce, Marketing, Sustainability, and Change Management.

Change of director/Executive	
Re-election	
Director Name	Mr. UMROONG SANPHASITVONG
Position in company (1)	DIRECTOR
Effective Date (1)	11-Mar-1999
Position in company (2)	Member of Sustainability and Corporate Governance Committee / Member of Executive Committee

Change of director/Executive	
Re-election	
Director Name	Mr. NARONG CHEARAVANONT
Position in company (1)	DIRECTOR
Effective Date (1)	11-Mar-1999

Change of director/Executive	
Re-election	
Director Name	Mr. PRASERT JARUPANICH
Position in company (1)	DIRECTOR
Effective Date (1)	11-Mar-1999

Change of director/Executive	
Re-election	
Director Name	Mr. PITTAYA JEARAVISITKUL
Position in company (1)	DIRECTOR
Effective Date (1)	11-Mar-1999
Position in company (2)	Vice Chairman of Executive Committee

Change of director/Executive	
Re-election	
Director Name	Mr. PIYAWAT TITASATTAVORAKUL
Position in company (1)	DIRECTOR
Effective Date (1)	11-Mar-1999
Position in company (2)	Vice Chairman of Executive Committee

Agenda Item 5	
Agenda Detail	To consider and approve the remuneration for directors
Type	To Consider and approve
Board's Resolution	

The Board of Directors is of the opinion that the shareholders' meeting should approve the remuneration for directors on an annual basis, despite it being unchanged from the prior resolution of the Annual General Meeting of Shareholders. The Board of Directors approved the proposal of the Remuneration and Nomination Committee which was considered impartially following the comparison guideline provided by the Stock Exchange of Thailand. The Board of Directors was of the opinion that the shareholders' meeting should approve the remuneration of directors at the same rate as approved by the Annual General Meeting of Shareholders for year 2025 on 25 April 2025, and the same rate as approved by the Annual General Meeting of Shareholders for year 2016 on 21 April 2016. Upon approval by the shareholders, it shall come into effect from 1 May 2026 onwards as follows:

1. Monthly remuneration

Position: Independent Director who is the Chairman of a sub-committee
Amount: Baht 120,000/person

Position: Independent Director who is a member of a sub-committee
Amount: Baht 100,000/person

Position: Independent Director who is not a member of a sub-committee
Amount: Baht 80,000/person

Position: Chairman
Amount: Baht 120,000/person

Position: Vice Chairman
Amount: Baht 100,000/person

Position: Director
Amount: Baht 60,000/person

Remark: 1. Independent Director who is a member of a sub-committee means Audit Committee, and/or Sustainability and Corporate Governance Committee and/or Remuneration and Nomination Committee.
2. Independent Director who is a member of several sub-committees shall receive only the highest rate.

2. Bonus at the rate of 0.5% of dividend paid to shareholders in which the Chairman will consider and appropriately allocate to each director accordingly.
In the case the Meeting of Shareholders considers and approves the dividend payment, according to agenda 3, at Baht 1.65 per share, total dividend payment to shareholders should be Baht 14,703.980 million. The bonus payment to directors within year 2026 should be approximately Baht 73.520 million.
In addition to cash remuneration, directors also receive additional remuneration including Directors' and Officers' Liabilities Insurance with coverage amount of USD 50 million and insurance premium of approximately Baht 2.7 million per year.

Agenda Item 6	
Agenda Detail	To consider and appoint the Company's auditors and fix their remuneration
Type	To Consider and approve
Board's Resolution	

After considering the matter according to the opinion of the Audit Committee, the Board of Directors is of the opinion that the Meeting of Shareholders should appoint
1. Mr. Charoen Phosamritlert, C.P.A. (Thailand) Registration No. 4068
2. Mrs. Munchupa Singsuksawat, C.P.A. (Thailand) Registration No. 6112
3. Mrs. Piyatida Tangdenchai, C.P.A. (Thailand) Registration No. 11766
of KPMG Phoomchai Audit Ltd. as the Company's auditors for the year 2026 by stipulating any of the auditors has the authority to audit and express opinion on the Company's financial statements.

Besides, it was agreed to propose the Meeting of Shareholders to consider and approve the remuneration in services for auditing in year 2026 at totaling Baht 6,300,000 per year for annually auditing the Company' separate financial statements and consolidated financial statements and for quarterly reviewing the abovementioned financial statements, increasing from year 2025 by Baht 100,000, amounting to 1.61%.

KPMG Phoomchai Audit Ltd. is also the Auditor of a total of 20 Subsidiary Companies (excluded Companies under Makro Group) located in Thailand and 2 Subsidiary Companies located in overseas, Lotus Distribution Investment Limited and Albuera International Limited, the audit fees totaling Baht 6,011,000 per year. As for the other 3 overseas Subsidiary Companies, which are Successor Investments Limited, Successor (China) Investments Limited and CPALL LAOS Co., Ltd., the audit fees are paid to KPMG overseas. Even though KPMG Phoomchai Audit Ltd. is not the auditors for other mentioned overseas and remaining Subsidiary companies, the Board of directors will supervise the preparation of financial statements of the Company and its subsidiaries to be finished and issued in time.

There is no relationship or conflicts of interest among the proposed auditors and the Company and its Subsidiaries, the executives, the major shareholders, or others related to those parties. Therefore, they are independent to review and express an opinion on the Company's financial statements.

Auditors Appointment	
No 1	
Auditor Name	Mr. CHAROEN PHOSAMRITLERT
CPA License No.	4068
Accounting and Audit firm	KPMG PHOOMCHAI AUDIT LIMITED
Audit End Date	31-Dec-2026
No 2	
Auditor Name	Mrs. MUNCHUPA SINGSUKSAWAT
CPA License No.	6112
Accounting and Audit firm	KPMG PHOOMCHAI AUDIT LIMITED
Audit End Date	31-Dec-2026
No 3	
Auditor Name	Mrs. PIYATIDA TANGDENCHAI
CPA License No.	11766
Accounting and Audit firm	KPMG PHOOMCHAI AUDIT LIMITED
Audit End Date	31-Dec-2026

More detail

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 him/her, the Board of Directors has appointed Mr. Padoong Techasarintr, Adjunct Professor Prasobsook Boondech and Mrs. Nampung Wongsmith who are independent directors 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 2026, 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 the case that the Company amends and/or adds an agenda for the 2026 Annual General Shareholders' Meeting and/or changes the date, time or method of the meeting and venue of the meeting, the Company will disclose updated information through the system of the Stock Exchange of Thailand and/or through the Company's website, including other channels for the purpose of informing shareholders in advance.

The company hereby certifies that the information above is correct and complete.

Signature _____
(Mr.Supot Shitgasornpongse)
Company Secretary
Authorized person to disclose information

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