

Notice of Annual General Meeting of Shareholders No. 53
Friday 22nd April 2022

5th April 2022

To : Shareholders of Univanich Palm Oil Public Company Limited

Notice is hereby given that the 2022 Annual General Meeting of Shareholders of Univanich Palm Oil Public Company Limited will be held on **Friday 22nd April 2022 at 09.00 hrs. at the Conference room of the Univanich Oil Palm Research Centre, Univanich Palm Oil PCL - Praipraya Branch no. 592 Aoluk-Prasaeng Road, Praipraya Subdistrict, Praipraya District, Krabi.**

Due to the ongoing outbreak of COVID-19 virus, the company is concerned for the safety and wellbeing of meeting attendees and staff. Therefore, the 53rd Annual General Meeting of Shareholders will be held by **teleconferences through an electronic device (E-AGM)**, under the law and regulations on the pandemic situation of the COVID-19 virus. Should any shareholder be unable to personally attend the meeting through an electronic device (E-AGM), the company recommends such shareholder appoints an Independent Director of the company as their proxy to attend the meeting in person.

The meeting agenda to be as follows:-

Agenda 1: To ratify the Minutes of Annual General Meeting of Shareholder No. 52 held on 30th April 2021.

Opinion of the Board of Directors : The Minutes of Annual General Meeting of Shareholder No. 52 of 30th April 2021 should be proposed for shareholder approval.

Agenda 2: To consider the Directors' annual report on the Company's operating outcome from January to December 2021.

Opinion of the Board of Directors : The Directors' Annual Report should be presented to the shareholders for their acknowledgement.

Agenda 3: To consider and approve the audit financial statements for the year ended 31 December 2021.

Opinion of the Board of Directors and the Audit Committee : The audit financial statements for the year ended 31 December 2021, as audited by Ms. Varaporn Vorathitikul, Certified Public Accountant (Thailand) No. 4474 of PricewaterhouseCoopers ABAS Limited, should be approved.

Agenda 4: To consider and approve the profit allocation and payment of dividends.

Opinion of the Board of Directors : It is proposed to pay a final dividend of Baht 0.40 per share to 940,000,000 ordinary shares held at the record date of 11th March 2022. Included in this payment per share the amount of Baht 0.40 per share is derived from non-tax exempted activity which was subject to corporate income tax of 20%. Payment is proposed to be made by 20th May 2022. However, the entitlement to receive the dividends is uncertain because it has yet to be approved by the shareholders.

Combined with the interim dividend of Baht 0.30 per share paid in September 2021, the total dividend payments from net profit from 1 January 2021 – 31 December 2021 and retained earnings will be Baht 0.70 per share, totaling Baht 658,000,000.

Agenda 5. To consider and approve the appointment of directors to replace those who retire by rotation and appointment a new director to fill vacancy on the Board.

The director to retire by rotation is Mr. Suchad Chiranussati.

Opinion of the Board of Directors : The directors recommend as follows:

5.1 That Mr. Anek Pana-apichon be considered for election as an Independent Director and member of the Audit Committee, to replace Mr. Suchad Chiranussati who wishes to retire as an Independent Director with effect from the Annual General Meeting of Shareholders on 22nd April 2022, after 22 years as a member of the Company's Board and Audit Committee.

5.2 To elect a Director to fill a vacancy on the Board

The directors recommend Mr. Harry Thomas Brock be considered for election to the Board as a Director of the Company.

Agenda 6: To consider and approve the remuneration of Directors.

Opinion of the Board of Directors : The Chairman's and the Directors' fees and expenses should remain unchanged from the previous year.

Agenda 7: To consider and approve the appointment of auditor and fix the auditor's remuneration for the fiscal year 2022.

Opinion of the Board of Directors : The Directors recommend that Ms. Varaporn Vorathitikul Certified Public Accountant (Thailand) No. 4474 or Miss Sukhumaporn Wong-ariyaporn, Certified Public Accountant (Thailand) No. 4843 and Mr. Vichien Khingmontri, Certified Public Accountant (Thailand) No. 3977 of PricewaterhouseCoopers ABAS Limited be appointed as the Company's Auditors for 2022 financial year, anyone of the above named being authorized to conduct the audit and express an opinion on the annual financial statements of the Company. In the absence of the above-named auditors, PricewaterhouseCoopers ABAS Limited is required to identify one other Certified Public Accountant with PricewaterhouseCoopers ABAS Limited to carry out the work.

The remuneration will be as follows :-


▪ Fee for quarterly review of the interim financial statements for 3 quarters (Baht 300,180 per quarter)	Baht 900,540.00
▪ Fee for audit of the financial statements for the year ending 31 December 2022	Baht <u>969,600.00</u>
	Total Baht <u>1,870,140.00</u>
▪ Audit of Profit per BOI Certificate	Baht 65,000.00

Agenda 8: Other matters (if any).

Opinion of the Board of Directors : The shareholders are free to ask any question and the Board will answer their queries.

Please be advised that the Board of Directors at their meeting No. 1/2022 on 25th February 2022 resolved to fix the Record Date as 11th March 2022 for determining the shareholders who have the right to attend the Annual General Meeting No. 53 and the right to receive the dividend payment.

Yours faithfully,
By order of the Board



(Mr. John Clendon)
Group CEO

Enclosures :

- Agenda 1 : Minutes of Annual General Meeting of Shareholder No. 52 held on 30 April 2021.
- Agenda 2 & 3 : QR Code for the 2021 Annual Report of the Company (One Report) and the Audit Financial Statements for the year ended 31st December 2021
- Agenda 4 : Profit allocation and record of dividends paid.
- Agenda 5 : Biodata and experience of Director to replace those who retire by rotation and Biodata and experience of proposed new Company's Director
- Agenda 6 : Remuneration of Directors.
- Agenda 7 : Record of Auditor appointments and fees.
- Enclosure 8 : Company's Articles of Association relating to the Annual General Meeting of Shareholders
- Enclosure 9 : Documents required prior to attending the meeting for Proxy, Registration and Voting
- Enclosure 10 : Profiles of the Independent Directors as possible choices for shareholders to appoint as their Proxy Voter.
- Enclosure 11 : Registration Form
- Enclosure 12 : Three Proxy Forms as specified by the Department of Business Development, Ministry of Commerce