

25<sup>th</sup> February 2022

**Subject: Dates of the 2022 Annual General Meeting of Shareholders to be held by teleconferences through an electronic device (E-AGM), the Proposed Payment of Dividends and changing of the company's director**

**To: The President  
The Stock Exchange of Thailand**

The Board of Directors of Univanich Palm Oil Public Company Limited at their meeting No. 1/2022 held on 25<sup>th</sup> February 2022, passed the following resolutions:

To call the 53<sup>rd</sup> Annual General Meeting of Shareholders to be convened on 22 April 2022 at the Conference room of the Univanich Oil Palm Research Center, Univanich Palm Oil PCL - Praipraya Branch no. 592 Aoluk-Prasaeng Road Praipraya Subdistrict Praipraya District Krabi at 09.00 hrs.

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 53<sup>rd</sup> 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 30<sup>th</sup> April 2021.**

Opinion of the Board of Directors : The Minutes of Annual General Meeting of Shareholder No. 52 of 30<sup>th</sup> 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 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.**

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 11<sup>th</sup> 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 20<sup>th</sup> 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 2021 profit 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**

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 wish to retire from the Board of Directors with effect from the Annual General Meeting of Shareholders on 22<sup>nd</sup> April 2022, after 22 years as a member of the Company's Board and Audit Committee.

5.2 To elect Directors to fill vacancies in the Board

The directors recommend Mr. Harry Thomas Brock be considered for election to the Board as an Executive Director.

**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 25<sup>th</sup> February 2022 resolved to fix the Record Date as 11<sup>th</sup> 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,

John Clendon  
Group CEO

