

(-Translation-)

Ref. SorNor.054/2022

May 12, 2022

To President  
The Stock Exchange of Thailand

**Re: Notification of the Board Directors' Meeting No. 4/2022's Resolutions  
Related Party transactions of the Company and its subsidiaries**

Whereas, the Board Directors' Meeting of Oishi Group Public Company Limited (the "Company") No. 4/2022, which was held on May 12, 2022 at Board Room CW Tower, 42<sup>nd</sup> Floor, No. 90 Ratchadaphisek Road, Kwaeng Huaykwang, Khet Huaykwang, Bangkok, 10310 and via electronic devices, has passed the important resolution which can be summarized as follow:

1 Approval on the related party transactions regarding the entering into lease and service agreements and/or other agreements related to the lease agreements on CW Tower office space between the Company and its subsidiaries and ASM Management Co., Ltd. ("ASM Management")

1) Date/Month/Year: May 23, 2022

2) General Details

2.1) Leasing and Services Details

The Company and its subsidiaries are leasing fully-constructed and furnished office space and services from the ASM Management and the existing agreements will expire on May 22, 2022.

Therefore, the Company and its subsidiaries shall enter into the lease and service agreements on CW Tower office space for total space of 3,427.07 Sq.m. to operate as a headquarter of the Company and business operation for its subsidiaries, with ASM Management as the for another term of 36 months.

2.2) 36-Month Period of Leasing: May 23, 2022 - May 22, 2025

3) Related Parties

Lessor: ASM Management Co., Ltd.

Lessee: Oishi Group Public Company Limited  
Oishi Trading Co., Ltd. ("Oishi Trading")  
Oishi Ramen Co., Ltd. ("Oishi Ramen")

Oishi Trading and Oishi Ramen are subsidiaries of the Company holding shares ratio at 99.99%. The agreement shall be made separately for each company.

4) Related Characteristics  
Thai Beverage Public Company Limited is a major shareholder of the Company and ASM Management with shareholding ratio at 79.66% and 99.99% respectively.

5) Type and Size of Transaction  
It is considered related party transactions in relation to rental estate for not longer than 3-year period and services, with the value at Baht 99,193,114 at 1.338 of net tangible assets of the Company (Net tangible assets according to the Company's auditor-reviewed financial statements ended March 31, 2022 value at Baht 7,410,666,000). Therefore, it is considered a medium-size with transaction size exceeding 0.03% but less than 3% of the net tangible assets of the Company and meets the requirement to disclose information to the Stock Exchange of Thailand ("SET").

6) Facts and Reasons  
CW Tower is an office building with location potential including rental fees and services fees reasonably and lower than the other office buildings in areas nearby. Therefore, it is appropriate for the Company and its subsidiaries to enter into the agreement for another period of 36 months with total rental and service charges increase 1.9%.

7) Directors, who are representatives from ThaiBev are refrained from casting vote on the agenda

- |                                 |                              |
|---------------------------------|------------------------------|
| 1. Mr. Ueychai Tantha-obhas     | Vice Chairman                |
| 2. Mr. Sithichai Chaikriangkrai | Director                     |
| 3. Mr. Pisanu Vichiensanth      | Director                     |
| 4. Mrs. Nongnuch Buranasetkul   | Director and President & CEO |

Ms. Potjanee Thanavaranit, Independent Director and Audit Committee Member expressed her wish to abstain from voting on this agenda.

8) Opinion of the Board of Directors  
The Board of Directors considers it appropriate to enter into the agreements for the best benefits of the Company, including rental fees and services fee are considered reasonably and lower than the other office buildings in areas nearby. Therefore, it is appropriate to approve the entering into the agreements for the Company and its subsidiaries. (Oishi Trading and Oishi Ramen)

9) Opinion of the Audit Committee and directors

- None-

However, after considering previous connected transactions of the Company in the past 6 months with the value at 80,390,184 Baht will come to the total value at 179,583,298 Baht at 2.423% of net tangible assets of the Company (Net tangible assets according to the Company's auditor-reviewed financial statements ended March 31, 2022 value at Baht 7,410,666,000), considered as at medium-size transaction of exceeding 0.03% but less than 3% and meets the requirement to disclose information to the Stock Exchange of Thailand.

Please be informed accordingly.

Yours sincerely,

(Mrs. Chalita Isarankura)  
Company Secretary