



No: IDR 07/2026

Date: 20 April 2026

Re: Disclosure of information relating to the consideration in principle of whether to allow Counter Service Co., Ltd., Thai Smart Card Company Limited and CP Aextra Public Company Limited to be included in the financial business group of the virtual bank of ACM Holding Co., Ltd. which is considered as a related-party transaction of CP ALL Public Company Limited

To: The President
The Stock Exchange of Thailand

Pursuant to the disclosure made by CP ALL Public Company Limited (“**CPALL**” or the “**Company**”) to the Stock Exchange of Thailand on 17 April 2026 that the Board of Directors’ Meeting No. 3/2026, held on 17 April 2026, by the resolution of the disinterested directors, resolved that it does not agree to allow Counter Service Co., Ltd. (“**Counter Service**”), Thai Smart Card Company Limited (“**Thai Smart Card**”), and CP Aextra Public Company Limited (“**CP Aextra**”) to be included in the Financial Business Group of the Virtual Bank (“**Financial Business Group**”) of ACM Holding Co., Ltd. (“**ACMH**”), which is a company in the group of Charoen Pokphand Group Co., Ltd. (“**CPG**”), and resolved to fix the date of the Extraordinary General Meeting of Shareholders No. 1/2026 on Friday, 29 May 2026 at 14:00 hrs. since the group of companies of Charoen Pokphand Group (“**CPG Group**”), by its letter dated 16 April 2026 addressed to the Chairman of the Board of Directors of CPALL, with respect to the Exercise of Rights under Section 100 of the Public Limited Companies Act B.E. 2535 (1992) (as amended), has requested the Board of Directors of CPALL to convene an extraordinary general meeting of shareholders to consider in principle whether Counter Service, Thai Smart Card, and CP Aextra should be included in the Financial Business Group of the Virtual Bank of ACMH, which is a company in CPG Group (which is considered as a related-party transaction of the Company), in accordance with the criteria of the Bank of Thailand (“**BOT**”) and the Notification of the Ministry of Finance Re: Criteria, Procedures, and Conditions for Applying for and Granting a License to Operate a Virtual Bank Business (the “**Ministry of Finance Notification**”).

The consideration in principle of whether to allow Counter Service, Thai Smart Card, and CP Aextra to be included in the Financial Business Group of ACMH is considered as a related-party transaction pursuant



to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Related-Party Transactions, and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Practices of Listed Companies Concerning Related-Party Transactions B.E. 2546 (2003), with details as follows:

1. Date of Approval of the Transaction

-None-

2. Relationship Between the Parties

The CPG Group is a major shareholder of CPALL (holding approximately 36.20 percent of the total issued shares of CPALL) and of ACMH (holding approximately 25.03 percent of the total issued shares of ACMH), and accordingly will be considered as a related-party transaction of CPALL pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Related-Party Transactions, dated 31 August 2008 (as amended).

3. General Nature of the Transaction

This involves a proposal for the Extraordinary General Meeting of Shareholders No. 1/2026 on 29 May 2026 to consider and approve in principle the entry of Counter Service, Thai Smart Card, and CP Aextra into the Financial Business Group of ACMH, which is a company in CPG Group.

If the Extraordinary General Meeting of Shareholders of the Company were to approve in principle the entry of Counter Service, Thai Smart Card, and CP Aextra into the Financial Business Group, such transaction would be considered as a related-party transaction of CPALL pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Related-Party Transactions, dated 31 August 2008 (as amended).

Furthermore, if there is an agreement between the relevant parties to transfer or sell the shares or businesses of Counter Service, Thai Smart Card and CP Aextra to the Financial Business Group, such transaction will be considered as a disposal of assets transaction pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Material Transactions Deemed to be Acquisitions or Disposals of Assets, dated 31 August 2008 (as



amended). The Company will proceed with the consideration and submit to the meeting of shareholders for their further consideration in accordance with the relevant criteria.

4. Transaction Size

-None-

5. Attendance and Voting at the Board Meeting by Directors Who Are Related Parties

The following directors of CPALL are considered as interested persons and accordingly had no right to vote at the Board of Directors' Meeting No. 3/2026 held on 17 April 2026 in respect of this matter:

- (1) Mr. Soopakij Chearavanont (Director of CPG)
- (2) Mr. Suphachai Chearavanont (Director of CPG)
- (3) Mr. Umroong Sanphasitvong (Director of Ascend Bank Public Company Limited)

6. Opinion of the Board of Directors and the Audit Committee

All 13 disinterested members of the Board of Directors (out of a total of 16 directors) have considered the matter thoroughly and carefully, taking into account the interests of the Company and its subsidiaries, the potential impact arising from the entry into the Financial Business Group, compliance with good corporate governance measures, including measures for entering into transactions with persons who may have a conflict of interest with the Company, in order to comply with the laws and requirements of the Securities and Exchange Commission (SEC) and to ensure that the entering into such transaction is reasonable and is in the best interests of the Company and all stakeholders.

The disinterested Board of Directors has therefore resolved that it does not agree to allow Counter Service, Thai Smart Card, and CP Aextra, which are subsidiaries of the Company, to be included in the aforementioned Financial Business Group, which is consistent with the opinions of the Executive Committee and the Audit Committee of the Company, for the following reasons:



1.) Loss of flexibility in joint policymaking between CPALL and its three subsidiaries, which may affect the interests, revenues, and growth of CPALL's businesses

If the three subsidiaries of CPALL were to fall under the Financial Business Group, this would result in the financial transactions losing their close connection with the Company's core business. For example, at present, CPALL acts as a collection agent for e-commerce payments on behalf of Counter Service and provision of e-money services and merchant services on behalf of Thai Smart Card, which play a significant role in supporting the management and efficient operation of 7-Eleven stores through close coordination between store operations and CPALL's technology systems, resulting in efficient operations which serve as a key mechanism for enhancing competitiveness, generating revenues, and supporting the growth of the businesses of both parties, in tandem with the expansion of 7-Eleven stores.

However, if such subsidiaries or their financial transactions were to fall under the Financial Business Group, transactions arising between CPALL and such subsidiaries would be considered as related-party transactions pursuant to the Notification of the Capital Market Supervisory Board, which, in addition to severing the close connection with such financial transactions, would also be required to undergo connected transaction approval procedures and be subject to SEC oversight. Furthermore, such transactions would be required to comply with the policies of the Financial Business Group and be subject to the Ministry of Finance Notification and the measures for Consolidated Supervision of the Financial Business Group in accordance with the BOT's criteria.

2.) Loss of neutrality in conducting business with other financial institutions

Currently, all three subsidiaries conduct business and maintain good relationships with several commercial banks, operating with neutrality and treating all business partners on an equal and fair basis. However, if such subsidiaries were to fall under the Financial Business Group, the confidence of commercial banks in the neutrality of the Company's business operations may diminish, as it may give rise to concerns regarding banking competition, the protection of trade secrets, and the fairness of the Company's business



operations, which may adversely affect the longstanding good relationships and cooperation with such commercial banks and may require the mutually beneficial commercial terms and conditions of both parties to be reviewed or amended in the future.

In this regard, the Extraordinary General Meeting of Shareholders No. 1/2026 on 29 May 2026, in considering in principle whether to approve the entry of Counter Service, Thai Smart Card and CP Aextra into the Financial Business Group of ACMH, which is a company within the CPG Group, shall require the approval of not less than three-fourths of the total votes of shareholders attending the meeting and entitled to vote, excluding the votes of interested shareholders. In this connection, the following shareholders are considered as interested shareholders who have no right to vote on this agenda item:

C.P. Merchandising Company Limited which holds 2,732,242,300 shares in the Company

Charoen Pokphand Foods Public Company Limited which holds 218,000,000 shares in the Company

C.P. Foods Holdings Limited which holds 143,497,656 shares in the Company

Orient Success International Limited which holds 60,470,000 shares in the Company

CPG Enterprise Limited which holds 31,844,277 shares in the Company

Orient Glory Group Limited which holds 25,000,000 shares in the Company

Worth Access Trading Limited which holds 17,874,000 shares in the Company

Creative Light Investments Limited which holds 13,860,000 shares in the Company

Bangkok Produce Merchandising Public Company Limited which holds 5,000,000 shares in the Company

Charoen Pokphand Group Company Limited which holds 4,000,000 shares in the Company, are interested shareholders who have no right to vote on this matter and whose combined shareholding is 36.20 percent.



Remark: Information on the shareholding as set out above is based on the share register book as of 12 March 2026. In this regard, information on the shareholding of each shareholder may be changed in accordance with the date to determine the names of shareholders who are entitled to attend the meeting (Record Date) on 5 May 2026.

Please be informed accordingly.

Sincerely yours,

Mr. Supot Shitgasornpongse
Company Secretary
Authorized person to disclose information