

CGD 009/2021

1 July 2021

Subject: Reports on Connected Transaction (Financial support provided to a subsidiary)

Dear: President
The Stock Exchange of Thailand

The Board of Directors' Meeting of Berli Jucker Public Company Limited ("the **Company**") No.4/2021 held on 23 June 2021, has passed the resolutions to approve Big C Supercenter Public Company Limited ("**Big C**"), which is a subsidiary of the Company to provide financial support to Big C Services Company Limited ("**BCS**"), the joint venture company between BigC and Capital Service Holding Company Limited ("**CSH**"). BCS will increase the registered capital in the number of Baht 57.02 million. This financial support is considered as a connected transaction according to the Notification of the Capital Market Supervisory Commission No. Tor Chor 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand (SET) Re: Disclosure of Information of Listed Company Concerning the Connected Transactions B.E. 2546 (2003), the details of which are as follows:

Date of Transaction:

1st day of July 2021

Transaction Parties:

Finance supporter: Big C Supercenter Public Company Limited ("**Big C**"), 99.96% owned subsidiary of the Company.

Finance receiver Big C Services Company Limited ("**BCS**"), is a joint venture company in which Big C holds 51.00 percent of the paid-up capital.

Description of the Transaction:

As Big C has invested in BCS and carried out the insurance business since 2017. It is forecasted from the BCS's consolidated balance sheet at the end of June 2021 has incurred the negative shareholder equity in the amount of Baht 111.80 million. BCS requested the shareholders to provide financial support either in the form of equity or shareholders loan in accordance with covenants specified in the Joint Venture Agreement. Big C desires to provide BCS the financial support in form of capital increase in the amount of 5,701,658 shares at a Baht 10 per share, total value of Baht 57,016,580, the details of which are as follows:

- 51% of the total capital increase shares of Big C Services Company Limited, amounting to 2,907,846 shares at Baht 10 per share, totaling to Baht 29,078,460 (which is a capital increase in proportion to the existing shareholding portion or equal to 51% of the estimated shareholders' equity as of 30 June 2021)
- 49% of the total capital increase shares of Big C Services Company Limited, amounting to 2,793,812 shares at Baht 10 Baht per share, totaling to Baht

27,938,120, which Capital Service Holding Company Limited has waived its right to subscribe in its proportion. Big C will subscribe all the remaining capital increase shares for instead.

Value of the Transaction:

Big C provides the financial assistance in the form of the purchase of 2,793,812 shares of capital increase at Baht 10 per share, totaling a value of Baht 27,938,120 in which Capital Service Holding Company Limited waives its right to subscribe for new shares. As a result, Big C will have a shareholding proportion of 68.8% of the paid-up capital.

Transaction Size:

The above-mentioned transaction is considered as a financial support transaction. The size of the transaction is approximately 0.04% of the Company's Net Tangible Assets (NTA) (as of 31 March 2021, the Company's NTA is Baht 71,152 million) which is exceeding 0.03%, but not exceeding to 3% of the Company's NTA. Accordingly, it is deemed as a connected transaction of which its information is required to be disclosed to the SET and to be approved the entering into a transaction by the Board of Directors pursuant to the Notification of the Capital Market Supervisory Commission No. Tor Chor 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the SET Re: Disclosure of Information of Listed Company Concerning the connected transactions B.E. 2546 (2003).

Related persons / Conflict of interests:

Some of the Company directors, namely Mr. Charoen Sirivadhanabhakdi, Khunying Wanna Sirivadhanabhakdi, Mr. Weerawong Chittmittrapap, and Mr. Aswin Techajareonvikul are connected persons as some of them are management, major shareholders, controlling persons and/or close relatives of management, major shareholders, controlling persons of the Company, and these directors are major shareholders and/or controlling persons.

Financial Source for the Financial Support:

Big C will provide BCS financial assistance from Big C's working capital. After such financial assistance, Big C still has enough working capital.

Opinion of the Board of Directors:

The Board of Directors has already considered the reason and necessity and resolved that this financial support is reasonable transaction and directly benefit for business operation of the Company. Therefore, the Board of Directors has approved to provide financial assistance to BCS in the number of Baht 27,938,120.

The aforementioned directors who are considered as related persons and/or having conflict of interests, had neither presented at the Meeting during this agenda nor voted for this agenda.



Opinion of the Audit Committee which is different from the Board of Directors' opinion:

-None-

Please be informed accordingly,

Yours Faithfully,
Berli Jucker Public Company Limited

Thirasakdi Nathikanchanalab
Director

Aswin Techajareonvikul
Director

In case of inquiry, please contact
Group Company Secretary Division Tel. 02 367 1111 ext. 1095