

The Minutes of 2022 Annual General Meeting of Shareholders
MC GROUP Public Company Limited
Via electronic media (E-meeting) with a place to control the meeting system for live broadcasting
at the Studio Room of MC GROUP Public Company Limited
2, Sukhaphiban 2 Road, Soi 5, Prawet, Bangkok on October 27, 2022 at 14.00 hours.

Mrs. Kaisri Nuengsigkapan, Chairman of the meeting (“the Chairman”)

Mr. Pongsak Tanthanapipat, the Secretary to the Board and Corporate Secretary (“the Secretary”) welcomed the Chairman of the Board of Directors and the shareholders who attended the 2022 Annual General Meeting of Shareholders, which was held in the form of E-Meeting. The Board of Directors' meeting on August 25, 2022, approved to schedule the 2022 Annual General Meeting of Shareholders only via electronic media.

Then the Secretary informed the meeting that there were 11 shareholders who attended the meeting via E-Meeting in person, holding a total of 406,985,223 shares and 22 proxies holding a total of 155,423,400 shares, representing a total of 33 shareholders attending the meeting, totaling the number of shares is 562,408,623 shares or 71.01% of the total 792,000,000 issue shares which constituted a quorum pursuant to the related law and the Company's Articles of Association. The Chairman then welcomed and opened the meeting officially.

The Chairman welcomed the shareholders who attended the 2022 Annual General Meeting of Shareholders in the form of E-Meeting. The meeting was held in accordance with the rules stipulated in the law relating to meeting via electronic media. The meeting was constituted as a quorum in accordance with the Company's Articles of Association. The Chairman then opened the meeting to consider the matters according to the agenda by requesting the Secretary informed the directors and related persons attending the meeting today.

Then the Secretary informed the meeting that in this meeting there were directors, executives and the auditor from Deloitte Touche Tohmatsu Jaiyos Company Limited attended the meeting to answer questions, including the auditor's representative who acted as a witness in the vote counting in each agenda as follows:

The Company's directors consisted of 8 people, 8 attending the meeting (accounted for 100% of the total number of directors) as follows:

- | | |
|--------------------------------|--|
| 1. Mrs. Kaisri Nuengsigkapan | Chairman of the Board of Director |
| 2. Ms. Sunee Seripanu | Vice Chairman / Chairman of the Nomination and Remuneration Committee / Chairman of the Executive Director / Member of Risk Management and Sustainable Development Committee |
| 3. Mr. Lucksananoi Punkrasamee | Independent Director / Chairman of the Audit Committee / Member of the Nomination and Remuneration Committee |
| 4. Mr. Virach Seripanu | Director / Executive Director / Chief Operating Officer |
| 5. Mr. Kris Chantanotoke | Independent Director |

6. Ms. Usara Yongpiyakul Independent Director / Member of the Audit Committee / Member of the Risk Management and Sustainable Development Committee
7. Mr. Siwat Chawareewong Independent Director / Member of the Audit Committee / Chairman of the Risk Management and Sustainable Development Committee
8. Mr. Niran Pravithana Independent Director / Member of the Nomination and Remuneration Committee

Executive Present at the Meeting

1. Ms. James Richard Amatavivadhana Chief Executive Officer
2. Mr. Piya Oranriksuphak Chief Financial and Accounting Officer
3. Mr. Nopadol Tangdenchai Chief Information and Technology Officer
4. Mr. Sakesan Serksiri Chief Supply Chain Officer
5. Ms. Suwannee Chansrigaysorn Head of Sales & Operations

Auditor from Deloitte Touche Tohmatsu Jaiyos Company Limited

1. Mr. Wonlop Vilaivarravit
2. Mr. Bardin Laprangsirat
3. Ms. Tanyapon Sinvisoot Act as a witness to count the votes

The Supervisors at the Meeting

Mrs. Somporn U-In Internal Audit Manager

The Legal Advisor

Mr. Yuttapong Pooprakum Legal Manager

The Corporate Secretary

Mr. Pongsak Tanthanapipat Corporate Secretary

The Right Protection Volunteers

Ms. Chanathip Wittayakul Thai Investors Association

Before the meeting commenced, the Chairman assigned the Secretary control the shareholders' meeting system via electronic media in order to comply with the law, and asked to inform the details of the meeting quorum, voting procedures, vote counting process, notification of voting results, and questioning in the meeting as follows:

Voting procedure, Vote counting process, and Notification of voting results

1. The Company's Articles of Association stipulates that voting in each agenda shall be equal to the number of shares held and the shares granted by proxy, with one share equal to one vote. Any shareholder who has a conflict of interest in any agenda will not have the right to vote in that agenda.
2. Voting shall be done openly, the Chairman will propose to the shareholders to consider and vote in each agenda by asking the shareholders or proxies to go to the E-Voting tab to vote according to the wishes of the shareholders or proxies via the OJ International system for 1.30 minutes per agenda, when pressing to select

a vote, the system will have a pop-up asking again whether to confirm the vote or not, press OK to confirm the vote. If the agenda has been closed, the shareholders will not be able to vote or vote change. When the vote is completed, please return to the E-meeting window (zoom program) to continue watching the video and audio of the meeting.

In voting, the shareholders had to choose the agenda they wish to vote for. Then, the system will show three options for voting, which are 1. Approve 2. Disapprove 3. Abstain by allowing shareholders or proxies to vote according to only one opinion (unless it is a Custodian's vote that in the proxy allows splitting of votes).

* If you do not press any option, which means that you do not wish to take any action, the system will transfer the vote to the "Agree" vote result. Voting can be changed until that agenda is closed for voting results.

3. In the case of being a proxy from multiple shareholders, you must click the link according to the list received in the e-mail, then log in to the system to cast votes and complete all the proxy holders. For shareholders who appoint a director or independent director, the Company will vote for **approve**, **disapprove** or **abstain** according to the wishes of the shareholders.
4. In counting votes process, the system will use the method of deducting the **disapprove**, **abstain** votes from the total number of votes attending the meeting in that agenda, the remainder shall be deemed to approve votes. In considering such votes, the votes received by the shareholders appointing proxies will also be taken into account in the proxy form.
5. The total number of shareholders or proxy holders and the casting votes on each agenda might vary from item to item since shareholders or proxy holders might leave the meeting or later enter the meeting.
6. The system will process the votes of the shareholders in accordance with the voting procedure for each agenda, then inform the vote counting results for every agenda before the meeting close.

Questioning at the Meeting

1. Before voting on each agenda item, the Company will give shareholders or proxies an opportunity to ask questions or express opinions on issues related to that agenda as appropriate.
2. Shareholders or proxies who wish to ask questions or express opinions on any agenda are required to type their questions in the Q&A with their first and last names in the system through the Chat menu in the Zoom program and press the Enter button to send messages to the system, or inquire via the Video Conference system by pressing the Participant menu below and pressing the Raise hand button and turn on your devices when prompted to ask a question. Shareholders or proxies are requested to state their first and last names before asking questions every time and in the event that shareholders cannot speak through the mic. (Within 1 minute), please type your questions via Chat instead in order to the Secretary shall be read the questions to the meeting on your behalf.
3. In the event that a large number of questions related to that agenda are sent into the system, the Company will consider and select the appropriate questions, the other questions or suggestions were not answered at the meeting shall be summarized as an attachment to the Minutes of the shareholders' meeting which will be

disclosed through the SET's information dissemination system and the Company's website within 14 days from the date of the meeting closed.

The shareholders acknowledged and have no other opinion on the voting method, vote counting, notification of the results of the vote counting, and the procedures for asking questions at the meeting as detailed above. Then the Chairman asked the Secretary to propose to the meeting to consider and vote in each agenda as well as inform how many votes required for each agenda, and then proceeded to the meeting according to the following agenda.

Agenda 1 **To Acknowledge the Company's Performance for the year 2022**

The Chairman assigned Mr. James Richard Amatavivadhana, Chief Executive Officer informed the meeting.

Mr. James Richard Amatavivadhana informed to the meeting that the Company's performance in details is disclosed in the topic "Management Discussion and Analysis: MD&A" in the 2022 Annual Report in QR code format, which has been delivered to the shareholders together with the Notice. In this agenda, the presentation of the operating information and financial information for the year 2022 is done via video clip to the meeting for acknowledgment as follows:

Since the first day in the year 1975, the Company constantly creating good quality jeans and apparel for 48 years, proving that MC GROUP is ready to move forward with perfection in every dimension. The interior designer team is full of creativity with experience combined with modern technology. MC GROUP has a vision to create memorable experiences for customers as well as a mission that values both customers, employees and investors with "M C W A Y" as the corporate values namely Motivation, Commitment, Willingness, Appreciation, and Yes-minded. We have comprehensive internal production process that can produce jeans and other products more than 2 million pieces to the market. Integration of warehouse systems with an area of over 15,000 square meters and transportation. A nationwide offline sales channels covering all shopping lifestyles with strong online channels including in the popular market place, seamless offline and online shopping, online purchasing and delivered to the branch / home, change or return products purchased online at branches, connect with customers seamlessly with Social Commerce Mc Club, and CRM system that facilitates more than 1.9 million customers to access privileges easily. The Company has grown steadily for 48 years and currently has more than 630 shops across the country with a sales area of over 35,000 square meters, both Free Standing Shop and Point of Sale in Modern Trade channel.

"My Mc My Way", Mc Jeans raised the concept of body positivity to make everyone confident in their own body with the "Life Unlimited" brand concept, breaking the limitations of body shape, age, gender and taking into account a variety of lifestyles. ready to gain meaningful experiences and live a life of yourself without limits. Continue with "Find my Fit, the right jeans, the life I like" and "My Mc My Journey. Any trip is perfect", Mc Jeans reinforces its leadership in fashion and lifestyle with a

variety of products. Fully meet the needs of all groups of customers, Mc Jeans creates a variety of products to meet the different lifestyles of everyone.

MC GROUP attaches great importance to sustainable growth. Mc Jeans is the first brand in Thailand that uses the innovation of Dry Dye to dye fabrics without using water. For social responsibility, MC GROUP has continued to carry out projects and activities that are beneficial to the environment, society and all stakeholders. MC GROUP has shown a strong commitment to anti-corruption.

Overall Performance of the Company for 2022

In fiscal year 2022, the Company had a total sales revenues of 2,923 million Baht, a decrease of 297 million Baht or 9.2% as a result of the spread of COVID-19 which continues throughout the year especially in the first quarter with a lockdown to limit the epidemic. However, the company was able to generate a net profit of 486 million Baht, an increase of 40 million Baht or 9.0%, with a net profit margin of 16.5 percent, higher than 13.7% in the previous year. Also, the Company still maintains good liquidity with cash and short-term investments of 1,995 million Baht and no liabilities to any financial institutions.

The gross profit was at 1,892 million Baht, a decrease of only 27 million Baht or 1.4% from last year, with the gross profit margin rising to 64.7%, an increase of 5.1% compared to 59.6% in the same period of last year as a result of marketing strategy adjustments proportion of goods and distribution channel management. In addition, there is a risk hedging from rising raw material prices, resulting in a decrease in gross profit margin that is less than the impact of sales contraction.

Selling and administrative expenses totaled 1,306 million Baht, a decrease of 95 million Baht or 6.8% from the previous fiscal year. This is a result of reduced resource utilization due to reduced sales and cost control in all dimensions. However, if comparing the selling and administrative expenses to sales ratio was at 44.7 percent, a slight increase compared to 43.5 percent in the same period of last year as a result of lower sales.

Profit before interest expense and tax was at 613 million Baht, an increase of 61 million Baht or 11%, with the profit before interest expense and tax rate rising at 20.8%, an increase of 3.8% from the previous year. Major reasons came from higher gross margins and lower resource utilization from lower sales and cost control in all dimensions. As a result, the company had a net profit of 486 million Baht, an increase of 40 million Baht or 9.0% with a net profit margin of 16.5 percent, an increase of 13.7 percent compared to the previous year.

As for the balance sheet of the company, It shows total assets of 5,062 million Baht, total liabilities of 1,387 million Baht and total equity of 3,675 million Baht. The majority items are cash, short-term investments and inventories. The company has cash and short-term investments at 1,995 million

Baht, an increase of 131 million Baht from the previous year and still has no debt burden with financial institutions.

The company had managed the inventory to decrease from 1,250 million Baht to 1,200 million Baht. However, for the inventory turnover increased to 14.3 months from 12.3 months last year due to the reduced sales

The company has maintained its ROA (Return on Assets) of 12%, but generated a 13% ROE (Return on Equity) from 12% in the same period last year.

The Company has a dividend payment policy of not less than 50% of net profit. The Company's dividend payout ratio since listing on the SET has consistently paid higher than the policy rate, averaging over 80%, with a dividend yield of between 5 - 9%. For the past fiscal year, dividend yield was 6.35%.

In addition to focusing on the management of the aforementioned performance, the Company emphasizes to the management in accordance with the principles of good corporate governance for sustainable growth, including the anti-corruption. In 2022, the Company was awarded a second consecutive membership renewal certificate from the CAC committee, demonstrating its intent and commitment to combat all forms of corruption as well as improving the Company's internal control process to be more efficient, which is a commitment to transparent management in accordance with good corporate governance and sustainable development, along with social and environmental stewardship according to business strategies in accordance with ESG principles to build confidence for all stakeholders.

In addition, the Company has announced a policy to receive complaints or complaints center through the Whistleblowing system as detailed in the Annual Report on page 67 as well, since this agenda is for acknowledgment, no voting is required.

The Secretary then gave the shareholders an opportunity to inquiry any questions via Video Conference and there is no shareholder raised any questions.

The meeting acknowledged the Company's operating results for the year 2022.

Agenda 2 To Consider and Approve the Financial Statement for the year ended June 30, 2022 and Auditor's Report

The Chairman assigned Mr. Piya Oranriksuphak, Chief Financial and Accounting Officer informed the meeting.

Mr. Piya Oranriksuphak informed the meeting that in order to comply with the Public Limited Companies Act B.E. 2535, Section 112 and the Company's Articles of Association Section 46 and Section 47 require shareholders to approve the Company's financial statements. Therefore, the

Company has prepared the financial statements for the year ended June 30, 2022 which have been audited by the certified public accountant and have expressed an unqualified opinion on the financial statements. The Board of Directors has approved the financial statements according to the recommendation of the Audit Committee, which is of the opinion that the financial statements presented are accurate, complete, and reliable with details are disclosed in the section "Financial Statement" in the 2022 Annual Report in QR-Code format, which has been sent to the shareholders together with this Notice. Therefore, it is proposed to the meeting to consider and approve the financial statements for the year ended June 30, 2022 and the auditor's report.

The Secretary then gave the shareholders an opportunity to inquiry any questions via Video Conference and Q&A channels. There is no shareholders raised any questions, it was proposed to the meeting to consider and approve the Company's financial statements for the year ended June 30, 2022. This agenda required the majority votes of the shareholders who attended the meeting and voted.

Resolution: The meeting, by a majority vote of the shareholders who attended the meeting and voted, resolved to approve the financial statements for the year ended June 30, 2022 and the auditor's report as follows:

| | | | | |
|-------------|-------------|--------|---------------|---------|
| Approved | 562,408,623 | votes, | equivalent to | 100.00% |
| Disapproved | 0 | votes, | equivalent to | 0 |
| Abstained | 0 | votes, | | |
| Voided | 0 | votes, | | |

Agenda 3 **To Consider and Approve the Appropriation of Net Profits and the Dividend Payment for the year 2022 at the Rate of 0.60 Baht per Share**

The Chairman in formed the meeting that the Company has a policy to consider the dividend payment of not less than 50% of the remaining net profit after deducting all kinds of reserves as required by law and the Company by considering the net profit according to the Company's consolidated financial statements. However, the dividend payment will depend on the cash flow, investment plan, terms and conditions of the various contracts to which the Company is bound, including any future necessity and suitability. According to the Public Limited Companies Act, Section 115, and the Company's Articles of Association, Section 52, stipulates that the Company pays dividends from profits only, including requiring the Board of Directors to have the authority to approve the payment of interim dividends to shareholders from time to time when the Company has sufficient profits and once the interim dividend has been approved, the Board of Directors shall report to the next shareholders' meeting for acknowledgement.

In the year 2022, the Company and its subsidiaries have a net profit according to the consolidated financial statements of 485,755,776 Baht, including retained earnings for allocating dividends to shareholders.

The Board of Directors therefore proposes to the Annual General Meeting of Shareholders to consider and approve the allocation of the profit for the year 2022 to pay dividends for the year 2022 at the rate of 0.60 Baht per share, totaling approximately 475,200,000 Baht, representing 97.83% of the net profit, which is comply with the Company's dividend payment policy, the Company has already paid an interim dividend at the rate of 0.32 Baht per share on March 10, 2022 and will pay the final dividend at the rate of 0.28 Baht per share, amounting to 792,000,000 shares, totaling 221,760,000 Baht.

However, such dividends shall be paid only to shareholders who are entitled to receive dividends according to the Company's Articles of Association as listed on the date of determining the list of persons entitled to receive dividends on Friday, November 4, 2022. The SET will post a XD sign, or the date on which the purchaser of securities is not entitled to receive dividends on Thursday, November 3, 2022, and the dividend is due on Thursday, November 25, 2022. Individual shareholders will receive a dividend tax credit in accordance with the rules prescribed by the Revenue Code Section 47 bis, equal to the dividends multiplied by twenty parts eighty.

The Secretary then gave the shareholders an opportunity to inquiry any questions via Video Conference and Q&A channels. There is no shareholders raised any questions, it was proposed to the meeting to consider and approve the appropriation of net profits and the dividend payment for the year 2022 at the rate of 0.60 Baht per share. This agenda required the majority votes of the shareholders who attended the meeting and voted.

Resolution: The meeting resolved to approve the appropriation of net profits and the dividend payment for the year 2022 at the rate of 0.60 Baht per share, as proposed by the Board of Directors with a majority vote of the shareholders who attended the meeting and voted as follows:

| | | | | |
|-------------|-------------|--------|---------------|---------|
| Approved | 562,408,623 | votes, | equivalent to | 100.00% |
| Disapproved | 0 | votes, | equivalent to | 0 |
| Abstained | 0 | | | |
| Voided | 0 | | | |

Agenda 4 **To Consider and Approve the Appointment of the Auditors and Determination of the Audit Fee for year 2023**

The Chairman assigned Mr. Lucksananoi Punksamee, Chairman of the Audit Committee reported to the meeting

Mr. Lucksananoi Punksamee reported to the meeting that The Board of Directors approved the proposal of the Audit Committee to appoint Deloitte Touche Tohmatsu Jaiyos Company Limited

(DELOITTE) to be the audit firm of the Company and resolved to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the appointment of a person to be an auditor and approve the audit fee of the Company for the year 2023 (accounting period from July 1, 2022 to June 30, 2023) as follows:

1) Request to approve the appointment of the Company's auditors for the year 2023 as follows:

- Mr. Wonlop Vilaivaravit or
- Ms. Wilasinee Krishnamra or
- Ms. Lasita Magut or
- Mr. Bardin Laprangsirat

However, DELOITTE and the four auditors listed above are those who have no relationship or interest with the Company, subsidiaries, joint ventures, executives, major shareholders, or those related to such persons and will be nominated as the auditor for the year 2023 of the Company's subsidiaries and associates. The auditor's profile and information on the independence of the nominated auditors are disclosed in Attachment No. 3 of the Notice.

2) Approve the authorization of the Board of Directors to consider and give approval if DELOITTE has to supply another certified public accountant in the event that the above auditor is unable to perform the work.

3) Approved the audit fee of the Company's financial statements for the year 2023 in the amount of 2,105,000 Baht (increased from the year 2022 by 100,000 Baht) and the audit fee for the consolidated financial statements of the Company and its subsidiaries in the amount of 1,175,000 Baht (equal to the year 2022), total audit fees of 3,280,000 Baht (increased from the year 2022 by 100,000 Baht).

However, the above are audit fee only, no other services are offered as in the year 2022.

The Secretary then gave the shareholders an opportunity to inquiry any questions via Video Conference and Q&A channels. There is no shareholder raised any questions, it was proposed to the meeting to consider and approve the appointment of the auditors and determination of the audit fee for year 2023. This agenda required the majority votes of the shareholders who attended the meeting and voted.

Resolution: The meeting resolved with a unanimous vote of the shareholders who attended the meeting and voted to approve the appointment of the Company's auditors for the year 2023 as follows:

- 1) Mr. Wonlop Vilaivaravit CPA Registration No. 6797 and / or
- 2) Ms. Wilasinee Krishnamra CPA Registration No. 7098 and / or
- 3) Ms. Lasita Magut CPA Registration No. 9039 and / or
- 4) Mr. Bardin Laprangsirat CPA Registration No. 10985

One of the above auditors shall audit and provide professional opinions on the Company's financial statements and determination of the audit fee for the year 2023 (accounting period from July 1, 2022 to June 30, 2023) in the amount of 2,105,000 Baht and approve the authorization of the Board of Directors to consider and give approval if DELOITTE has to supply another certified public accountant in the event that the above auditor is unable to perform the work as proposed as follows:

| | | | | |
|-------------|-------------|--------|---------------|---------|
| Approved | 562,408,623 | votes, | equivalent to | 100.00% |
| Disapproved | 0 | votes, | equivalent to | 0 |
| Abstained | 0 | | | |
| Voided | 0 | | | |

Before to the Agenda 5, the Secretary informed the meeting that in order to comply with the good corporate governance principles in this agenda, the directors who retired by rotation were invited to leave the meeting room, consisting of Mrs. Kaisri Nuengsigkapien, Mr. Siwat Chawareewong, and Mr. Virach Seripanu.

(All three directors leave the meeting room and the E-meeting)

Agenda 5 To Consider and Approve the Appointment of Directors who retired by rotation

Ms. Sunee Seripanu, Chairman of the Nomination and Remuneration Committee, reported to the meeting that the Public Company Limited Act, Section 71 and the Company's Articles of Association Section 20 and Section 21 require that at every Annual General Meeting, one-third of the directors shall retire from office. If the number of directors cannot be divided exactly into three, then the number of closest to one third and directors who retire from office may be re-elected to take up the position. In this Annual General Meeting of Shareholders, there are three directors who retire by rotation as follows:

- 1) Mrs. Kaisri Nuengsigkapien Chairman of the Board of Director
- 2) Mr. Siwat Chawareewong Independent Director / Member of the Audit Committee /
Chairman of the Risk Management and Sustainable
Development Committee
- 3) Mr. Virach Seripanu Director / Executive Director / Chief Operating Officer

The Company provided shareholders an opportunity to propose an agenda and nominate a list of persons to be considered for election as a director during May 13 - August 15, 2022. However, there is no shareholder to propose an agenda and list of persons to be considered for election as a director.

The Board of Directors, excluding directors who retire by rotation at the 2022 Annual General Meeting of Shareholders, has considered the qualifications of all nominated persons individually according to the Nomination and Remuneration Committee proposed and unanimously resolved to

nominate three former directors to be considered as the Company's directors for another term as follows:

- 1) Mrs. Kaisri Nuengsigkapien
- 2) Mr. Siwat Chawareewong
- 3) Mr. Virach Seripanu

As for No. (1) Mrs. Kaisri Nuengsigkapien, No. (2) Mr. Siwat Chawareewong, and No. (3) Mr. Virach Seripanu are the same director who works in the position of provided opinions and recommendations to the Board of Directors all along as well as fully qualified according to the relevant laws and regulations of the Company, having knowledge and understanding of business administration or related work in the company's business chain, integrity and transparent work history. Details and related information of the nominated candidates are shown in Attachment No. 2, pages 11-16 of the Notice.

The Secretary then gave the shareholders an opportunity to inquiry any questions via Video Conference and Q&A channels. There is no shareholders raised any questions. The Chairman then assigned the Secretary to explain the details of voting procedures and election of directors to shareholders for acknowledgment.

The Secretary explained the details of the voting method in this agenda to the shareholders that the Company's Articles of Association Section 16 stipulates the method of voting for the election of directors as follows:

1. According to the Company's Articles of Association Section 20, the shareholders' meeting shall elect directors in accordance with the following rules and procedures:
 - (1) Each shareholder shall have one vote for every share held.
 - (2) Each shareholder shall use all his/her votes under (1) to elect one person or more persons to be directors, but cannot divide the votes to any person or any extent.
 - (3) Persons receiving the highest number of votes in descending order shall be elected as directors equal to the number of directors to have or to be elected at that time. In the case where the persons elected in descending order have equal votes exceeding the number that should be or shall be elected on that occasion, the Chairman shall have the casting vote.
2. Voting method for Agenda 5, the meeting is required to consider and cast votes of the persons who have been nominated for the election of directors individually according to the list of names shown in the Notice for Agenda 5.
3. In the election of each director, the shareholders or proxies are required to vote 1. Approve 2. Disapprove 3. Abstain based on only one opinion (unless it is a Custodian's vote that in the Proxy stipulates that vote can be divided).

4. *If do not wish to take any action or do not press any option, the system will transfer the vote to the “Approve” vote result. Voting can be changed until the agenda is closed for voting.
5. In this regard, the system will open the voting time for the two nominated candidates for 1.30 minutes each.” When no shareholders made any inquiries and no one was proposed to be elected as additional directors, the secretary asked the meeting considered and voted on the election of directors individually. This year, there were three persons nominated to be elected as directors of the Company in place of the directors who had retired by rotation, equal to the number of elections in this time.

Resolution: The meeting resolved to elect Mrs. Kaisri Nuengsigkapien, Mr. Siwat Chawareewong, and Mr. Virach Seripanu as the Company’s directors with the following votes:

1. Mrs. Kaisri Nuengsigkapien

| | | |
|-------------|-------------|-------|
| Approved | 562,408,623 | votes |
| Disapproved | 0 | votes |
| Abstained | 0 | votes |
| Voided | 0 | votes |

2. Mr. Siwat Chawareewong

| | | |
|-------------|-------------|-------|
| Approved | 562,408,623 | votes |
| Disapproved | 0 | votes |
| Abstained | 0 | votes |
| Voided | 0 | votes |

3. Mr. Virach Seripanu

| | | |
|-------------|-------------|-------|
| Approved | 562,408,623 | votes |
| Disapproved | 0 | votes |
| Abstained | 0 | votes |
| Voided | 0 | votes |

The Secretary invited the three directors who left the meeting room and the E-Meeting, namely Mrs. Kaisri Nuengsigkapien, Mr. Siwat Chawareewong, and Mr. Virach Seripanu return to the meeting room and the E-Meeting.

The Chairman spoke on behalf of the directors who had retired by rotation this year and was nominated to return to the new position of 3 people that all 3 directors are determined to drive the company to strengthen and drive the Company to be the leading fashion and lifestyle retailer in Thailand. It also adheres to the principles of good corporate governance, transparency, accountability, and is ready to support anti-corruption.

Agenda 6 To Consider and Approve the Directors' Remuneration for the Year 2023

The Chairman assigned Ms. Sunee Seripanu, Chairman of the Nomination and Remuneration Committee reported to the meeting.

Ms. Sunee Seripanu reported to the meeting that at the 2021 Annual General Meeting of Shareholders resolved to approve the remuneration of the Board of Directors and Sub-Committees for the year 2022 as detailed in the Notice on pages 7-9.

For the remunerations of year 2023 (July 1, 2022 - June 30, 2023) the Nomination and Remuneration Committee (NRC), proposed to the Board of Directors by using the criteria and guidelines for considering the remuneration of directors approved by the Board of Directors including other related factors. Therefore, the shareholders are requested to consider and approve the remuneration of the Board of Directors and Sub-Committees for this year by maintaining the criteria and the remunerations of the Board of Directors (monthly remuneration, meeting allowance and bonus for directors), and to maintain the meeting allowance of the Audit Committee, Risk Management and Sustainable Development Committee, and the Nomination and Remuneration Committee, as approved by the 2021 Annual General Meeting of Shareholders. However, remunerations to the Executive Committee has been changed from previously no payment to pay meeting allowance only to the Executive Directors who does not received any other remunerations from the Company.

As well, to acknowledge the amount of remuneration for the Board of Directors and Sub-Committees in the year 2022 (July 1, 2021 – June 30, 2022), totaling 7,545,000 Baht, which consistent with the criteria that shareholders' meeting has approved, as detailed in the Notice on pages 7 – 9. The summary of the amount of remuneration for each individual director are shown in the 2022 Annual Report on page 99.

The Company does not pay the remuneration and other benefits to the Company's directors other than those stated above.

- Financial Compensation:

| Remuneration for the Board and Sub-Committee | 2023 (the proposed year) | | 2022 (the proposed year) | |
|---|--|--------------------------------------|--|--------------------------------------|
| | Monthly Remuneration (Baht/person/month) | Meeting Allowance (Baht/person/time) | Monthly Remuneration (Baht/person/month) | Meeting Allowance (Baht/person/time) |
| 1. Board of Directors | | | | |
| • Chairman | 20,000 | 80,000 | 20,000 | 80,000 |
| • Directors | 10,000 | 50,000 | 10,000 | 50,000 |
| • Bonus | Maximum at 5 million Baht per year (The Board will allocate bonus in accordance with the achievement of key performance indicators). | | Maximum at 5 million Baht per year (The Board will allocate bonus in accordance with the achievement of key performance indicators). | |
| 2. Audit Committee | | | | |
| • Chairman | - | 40,000 | - | 40,000 |
| • Directors | - | 30,000 | - | 30,000 |
| 3. Risk Management and Sustainable Development Committee (Previously the Risk Management Committee) | | | | |
| • Chairman | - | 30,000 | - | 30,000 |
| • Directors | - | 25,000 | - | 25,000 |
| 4. Nomination and Remuneration Committee | | | | |
| • Chairman | - | 30,000 | - | 30,000 |
| • Directors | - | 25,000 | - | 25,000 |
| 5. Executive Committee (Paid to only the ones who do not receive any remunerations from the Company) | | | | |
| • Chairman | - | 30,000 | - | - |
| • Directors | - | 25,000 | - | - |

- Non-Financial Remuneration: None

The Secretary then gave the shareholders an opportunity to inquire any questions via Video Conference and Q&A channels. There no shareholders raised any questions. Therefore, the meeting was requested to consider and approve the remuneration of the Board of Directors and Sub-Committees for the year 2023, as well as to acknowledge the amount of remuneration paid by the Company to the Board of Directors and Sub-Committee for the year 2022, which is consistent with the resolution of the shareholders' meeting, including the omission of remuneration for the Executive Committee. This agenda required the majority votes of the shareholders who attended the meeting and voted.

Resolution: The meeting resolved to approve the Directors' Remuneration for 2023 with a majority vote of at least two-thirds of the total votes from the attending shareholders who attend the meeting and acknowledged the amount of remuneration paid by the Company to the Board of Directors and Sub-Committees in 2022 as proposed by the Board of Directors as follows:

| | | | | |
|-------------|-------------|--------|---------------|---------|
| Approved | 562,408,623 | votes, | equivalent to | 100.00% |
| Disapproved | 0 | votes, | equivalent to | 0 |
| Abstained | 0 | | | |
| Voided | 0 | | | |

The Meeting considered and resolved with a majority vote of more than two-thirds of the total votes from shareholders attending the Meeting to approve directors' remuneration for 2023 as proposed.

Agenda 7 **To Consider other Matter**

The Chairman explained to the meeting that the Board of Directors did not have any additional proposals. The Board of Directors agreed that this agenda should be included in every Shareholder's meeting for shareholders to inquiry and/or provide suggestions to the Board of Directors.

The Chairman then asked the meeting if there were any additional comments or questions.

As there were no further questions from the shareholders, the Chairman asked the Secretary to inform the meeting that after the 2022 Annual General Meeting of Shareholders was completed, the Company would publish the minutes of the meeting on the Company's website and notify via the SET's information disclosure system within 14 days. If shareholders have any questions or opinions, they able to inform the Secretary within 1 month from the date of the meeting.

When the meeting had no other matters to consider and no further questions were raised by the shareholders, the Chairman thanked the shareholders on behalf of the Board of Directors, executives and employees for supporting the Company's operations all along. Both took the time to attend the meeting and gave useful suggestions to the Company today and closed the meeting.

The Meeting Closed at 15.30 hours.



Chairman at the Meeting
(Mrs. Kaisri Nuengsigkapien)