

**DON MUANG TOLLWAY PUBLIC COMPANY LIMITED**

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ISO 9001, ISO 14001, ISO 45001 & ISO/IEC27001 CERTIFIED

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Plc Registration No. 0107537001129

(Translation)

DMT/P/CS/131/69

**Minutes of the Annual General Meeting of Shareholders for 2026**

**Monday, April 27, 2026**

**through Electronic Meeting (E-AGM)**

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Don Muang Tollway Public Company Limited (“the Company”) hosted the Annual General Meeting of Shareholders for 2026 (“the Meeting”) on Monday, April 27, 2026, at 10:00 a.m. in the form of an Electronic Meeting (E-AGM) pursuant to the Emergency Decree on Electronic Meetings B.E. 2563 (2020). The Meeting was broadcast from the Company’s Conference Room No. 40/40 on Vibhavadi Rangsit Road., Sanam Bin Sub-district, Don Muang District, Bangkok 10210.

**Directors attending in person**

- |                                 |   |
|---------------------------------|---|
| 1. Mr. Sombath Phanichewa       | Chairman of the Board of Directors  |
| 2. Mr. Rawat Chamchalerm        | Vice Chairman of the Board of Directors and Chairman of the Executive Committee   |
| 3. Mr. Somnuk Chaidejsuriya     | Director, Independent Director, Chairman of the Audit Committee and Member of the Nomination & Compensation Committee                   |
| 4. General Suebsan Dardarananda | Director, Independent Director and Chairman of the Nomination and Compensation Committee  |
| 5. Mr. Chumpol Rimsakorn        | Director, Independent Director, Member of the Audit Committee and Chairman of the Risk Management Committee                             |
| 6. Dr. Vichya Kreangam          | Director, Independent Director, Member of the Audit Committee and Member of the Nomination and Compensation Committee                   |
| 7. Mr. Chanvit Amatamatucharti  | Director  |
| 8. Mr. Tarnin Phanichewa        | Director, Vice Chairman of the Executive Committee, Chief Executive Officer, and Secretary of the Nomination and Compensation Committee |
| 9. Dr. Sakda Panwai             | Director, Member of the Risk Management Committee, Member of the Executive Committee and Managing Director                              |

**Directors attending the Meeting via Electronic Meeting**

- |                             |                                  |
|-----------------------------|----------------------------------|
| 1. Mr. Pornchai Thiraveja   | Director                         |
| 2. M.L. Dhanavisuth Visuthi | Director and Executive Committee |

(A total of 11 company directors attended the meeting, or 100% of all directors)

#### Top Executives attending the Meeting in person

- |                              |   |
|------------------------------|---|
| 1. Mrs. Anoma Urit           | Executive Vice President – Operations (COO)         |
| 2. Ms. Bongkodrat Tangchukul | Executive Vice President - Business & Finance (CFO) |
| 3. Ms. Atchara Chareonporn   | Chief of Sustainable Development Officer            |
| 4. Mr. Tawan Boonyawat       | Chief of New Business Venture Officer               |
| 5. Mrs. Uraiwan Mekakakorn   | Company Secretary                                   |

#### Certified Public Accountants from KPMG Phoomchai Audit Limited (attending in person)

1. Ms. Sukanya Rodkroh
2. Ms. Natthacha Apinyarat

#### Legal Advisor from Rajah & Tann (Thailand) Limited (attending in person)

Mr. Surasak Vajakit performed the duty of overseeing and checking vote counts at the meeting for transparent voting in compliance with laws and company regulations.

#### Registration Examiner and Vote Counter on Each Agenda Item

Quidlab Company Limited

#### **The Meeting convened at 10:00 a.m.**

Miss Nattamon Poonpipatnan was assigned by the Company to function as the Master of Ceremony in conducting of the Meeting (**the MC**) welcomed shareholders to the Annual General Meeting of Shareholders for 2026 of Don Muang Tollway Public Company Limited, which was held in compliance with Section 98 of the Public Limited Companies Act B.E. 2535 (1992) and the Company's Article of Association Clause 31, which requires the Annual General Meeting of Shareholders to be held within four months of the last day of the accounting year of the Company.

The Company's Board of Directors Meeting No. 1/2026 on 19 February 2026 resolved to call the Annual General Meeting of Shareholders for 2026 on 27 April 2026 at 10:00 a.m. by meeting via electronic media in compliance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020). The Company used systems of Quidlab Company Limited, which are consistent with the Notification of the Ministry of Communication and Information Technology re: Security Policy and Standards of the Meeting via Electronic Media B.E. 2563 (2020). In addition, Quidlab became one of two companies certified for Meeting control systems by the Electronic Transactions Development Agency (ETDA).

The MC then reported the number of shareholders in attendance when the Meeting convened with 5 shareholders who attended the Meeting in person and 38 shareholders who were granted proxy rights to attend the Meeting on behalf of others, a total of 43 shareholders with 814,559,810 shares or 68.9584 percent of all of the Company's total paid-up ordinary shares 1,181,232,800 shares, thereby constituting the quorum in accordance with the laws and the Company's Articles of Association. In addition, the MC introduced the Company Directors, Top Executives, Certified Public Accountants and the Company's Legal Advisor.

Prior to the beginning of the Meeting agendas, to enable the Meeting to proceed in an orderly manner and to comply with corporate governance principles, the MC informed the Meeting that the Company invited and informed shareholders of today's Meeting via the following three channels:

1. The Company has notified the Stock Exchange of Thailand of the scheduled date for the meeting and the dissemination of the notice of the meeting.
2. The Company sent meeting notices to every shareholder by post.
3. The Company has published the announcement and details of the meeting on the Company's website.

And the Company provided the opportunity for shareholders to propose the meeting's agendas, nominate individuals to be elected as the Company Directors and send questions concerning the Meeting in advance for the Annual General Meeting of Shareholders for 2026 between 13 November 2025 to 31 December 2025. No shareholder proposed additional agendas or nominated individuals with suitable qualifications for appointment as a director and no questions concerning the Meeting were sent in advance.

The MC then explained about the Meeting's procedures, voting and vote counting methods. Shareholders and proxies must vote and pass resolutions on each agenda item as follows:

1. The Chairman of the Meeting will conduct the meeting to consider according to the agendas specified in Meeting Invitations continually without switching Meeting agendas.
2. **When voting at the Meeting**, every shareholder has votes equal to the amount of shares held. One share equals one vote. If any shareholder has special stakes in any topic, that shareholder will have no right to vote on that topic except in the case of voting to elect a

director. When voting, shareholders may not divide votes. In cases where votes are tied, the Chairman of the Meeting will cast another vote as the deciding vote.

3. Shareholders may vote by pressing the button with the “check” mark in the first menu tab shown on the left side. After pressing, the agendas that can be opted on will be shown. Cast your votes on each agenda by pressing the “Approve”, “Disapprove” or the “Abstain” buttons and press the “Send” button to confirm votes.

Shareholders may vote/change votes or revise votes on each agenda until the Meeting announced the end of voting on that agenda. The Company will give a time of 1 minute to vote.

4. Shareholders who do not vote by using the voting program or pressing buttons to enter scores in the system are considered to have voted in approval according to the Chairman’s proposals to the Meeting.
5. In cases where shareholders prepared proxy by using Form B to allow others to attend the meeting or assign directors or independent directors to vote on shareholders’ behalf and directed proxies to vote according to shareholders’ intentions, proxies are required to vote according to shareholders’ intentions.
6. In the case of foreign shareholders who prepared proxy by using Form C and appointed a custodian in Thailand to accept deposits of shares and oversee shares, shareholders may vote in approval, disapproval or abstention simultaneously on each agenda by dividing votes which will be used in the number equal to the amount of shares held.
7. Base votes and shareholders on each agenda may not be equal due to gradual entry into the system by shareholders and proxies. Therefore, the number of meeting attendees on each agenda may not be equal.
8. **Votes counting** for agendas at the Annual General Meeting of Shareholders for 2026 are divided into the following three types:

- 8.1 Agendas requiring approval by **a majority vote** of shareholders who attended to the Meeting and casted their votes consist of Agenda 1, Agenda 3, Agenda 4, Agenda 5 and Agenda 7.

Agenda 5 is an agenda to consider and approve the nomination for the appointment of Directors to replace those who retire by rotation for the year 2026.

The Company arranges for shareholders to consider approval for elections of

individual nominees. The Company will read names of nominated directors and ask every shareholder to vote in approval, disapproval or abstention by pressing the button with the “check” symbol in the first menu on the menu tab shown on the left side.

8.2 Agendas requiring approval with no less than two-thirds of all the votes cast by shareholders attending the Meeting consist of Agenda 6.

8.3 Agendas requiring approval with no less than three-four of all the votes of shareholders who attended to the Meeting and casted their votes consist of Agenda 8.

In the cases of 8.1 and 8.3, all votes from shareholders in attendance in “Approve”, “Disapprove” and “Abstain” are counted as a base in vote counting. Votes in disapprove and abstain/no voting rights are deducted from all votes and the remaining votes are considered as votes in approve of that agenda.

For Agenda 2 is a report on the Company’s performance in 2025 and a matter for acknowledgement. No votes are to be casted on this agenda.

9. Votes on proxy sent by shareholders to the Company with the following characteristics are considered as invalid Ballots not included by the Company as votes on that agenda:

9.1) Votes with marks in more than one box except in the case of custodians.

9.2) Revisions or marks struck through votes without the shareholder’s signature.

9.3) Votes exceeding existing votes.

10. In tallying votes, only votes of shareholders at the meeting in disapprove and/or abstain on each agenda are counted before deduction from the total votes of shareholders at the Meeting. The remaining votes are counted as votes in approve. Votes cast by proxy grantors in proxy are counted and recorded in advance during registration to attend the Meeting. Shareholders may view voting results by pressing the button in the second menu item. Details on results from vote counting will show only agendas that have been considered.

11. The Company will announce voting results on each agenda to shareholders at the Meeting.

12. Inquiries and expressions of opinion by shareholders and proxies provide shareholders or proxies with opportunities to ask questions and express opinions on each agenda without disturbing shareholders’ time.

12.1 Before voting on each agenda, the Chairman will allow shareholders or proxies to ask questions concerning that agenda based on appropriateness, shareholders or proxies can ask questions by turning on the camera/microphone or express opinions to type questions in the chat window by pressing the fourth button on the menu on the left side and typing questions before pressing "Send" to confirm and send the aforementioned message to the Company.

Shareholders are able to type questions from the beginning of the Meeting. Shareholders or proxies who want to ask questions or express opinions are asked to specify the shareholder or proxy's first name-last name and status such as a shareholder attending in person or by proxy. In the case of proxies, proxies are required to specify the name of the shareholder who granted proxy rights for the Company to record in the minutes to the Meeting accurately and completely.

12.2 In cases where shareholders have questions or opinions other than the agenda being considered, shareholders are asked to make inquiries or express opinions on Agenda 8: Other Businesses at the end of the Meeting.

In cases where shareholders encountered problems when accessing the Meeting system or the voting system, please follow meeting instructions and specifications notified by the Company or contact the Company's staffers at Tel. 02-013-4322, Mobile Phone No. 080-008-7616 or Email: info@quidlab.com.

For the Annual General Meeting of Shareholders for 2026 today, this Meeting has 9 agendas according to the information shown in Meeting Invitation Letter sent to shareholders to study in advance of the Meeting. In this regard, the Company has recorded the meeting in the form of video media for lawful purposes and for the benefit of shareholders, and publishes the videos for shareholders to view through the company's website.

Mr. Sombath Phanichewa, the Chairman of the Board of Directors, presided as the Chairman of the Meeting (the Chairman) then opened the Meeting and assigned the MC and Mrs. Uraiwan Mekakakorn, the Company Secretary, to conduct the Meeting according to the following agendas:

**Agenda 1** To adopt the Minutes of the Annual General Meeting of Shareholders for 2025

The Company Secretary proposed for the Annual General Meeting to adopt the minutes of the Annual General Meeting of Shareholders for 2025.

The MC then proposed for the shareholder meeting to consider and adopt the minutes of the Annual General Meeting of Shareholders for 2025 prepared on Friday, 25 April 2025. The Company had completed the minutes to the Meeting.

The Board's opinion The Board of Directors considered and concluded that the Minutes of the Annual General Meeting of Shareholders for 2025 were accurate, complete and clear. Therefore, the Annual General Meeting of Shareholders for 2026 should consider and certify the Minutes of Annual General Meeting of Shareholders for 2025 held on Friday, April 25, 2025. The details are as appeared on the copy of the Minutes sent to shareholders with this Notification (Attachment 1)

Shareholders were then allowed to express opinions or make inquiries.

When no shareholder express opinions or made inquiries, a resolution was asked from the Meeting.

This agenda requires approval by a majority of the votes of the shareholders who attend the Meeting and exercise their voting rights.

The Meeting's Resolution The Meeting adopted the Minutes of the Annual General Meeting of Shareholders for 2025 held on Friday 25 April 2025, as proposed by the Board of Directors, a majority of the votes of the shareholders who attended the Meeting and exercised their voting rights, as follows:

Approved	817,561,010	votes	or	99.9951 percent
Disapproved	-	votes	or	- percent
Abstained	40,000	votes	or	0.0049 percent
Voided Ballots	-	votes	or	- percent

For this agenda, there were additional 3 shareholders holding together 3,041,200 shares present from the commencement of the Meeting. Therefore, the total number of shareholders proxies attending the Meeting was 46 persons, representing 817,601,010 shares or 69.2159 percent.

Agenda 2 To Acknowledge the report of the Company's operating results for the year 2025

The Company Secretary proposed to the Annual General Meeting of Shareholders to acknowledge the report of the Company's operating results for the year 2025.

The MC explained to the meeting that, in order to comply with the Public Company Limited Act B.E. 2535 (1992) and Company's Articles of Association, the Board of Directors is required to report the Company's performance in the past year to shareholders for acknowledgement at the Annual General Meeting.

The Company has summarized its past performance and significant changes occurred in 2025, with details as shown in the Annual Registration Statement/Annual Report 2025 (Form 56-1 One Report) which is sent to shareholders with this Meeting's Invitations (Attachment 2).

The Board's opinion The Board of Directors considered it appropriate for the Annual General Meeting of Shareholders for 2026 to acknowledge the Company's 2025 operating results, which the Company summarized past performance and significant changes during the year in the Annual Registration Statement/Annual report 2025 (Form 56-1 One Report) in the QR Code (Attachment 2).

The Company Secretary then invited Mr. Tarnin Phanichewa, Chief Executive Officer, to summarize the Company's performance highlights in 2025 to the shareholders for acknowledgement. Then, Dr. Sakda Panwai, Managing Director, summarized the Company's operating results for the year 2025 and clarified operating plans of the current year to the shareholders for acknowledgement.

Mr. Tarnin Phanichewa, Chief Executive Officer, reported that in 2025, the Company has significant developments and changes, consisting of:

The Company has prepared the 2025 Annual Report in a single integrated format (One Report) in accordance with the regulations of the Securities and Exchange Commission (SEC), in order to inform shareholders of the Company's operating results, financial information, and management discussion and analysis, which also cover the Company's performance in environmental, social, and governance (ESG) aspects, as detailed in the report that has been delivered to shareholders in advance. In summary, the overall performance for the past year is as follows:

- In 2025, the Company reported a net profit (based on the consolidated financial statements) of THB 1,073.86 million, representing an increase of THB 176.79 million. The Company maintained a very low debt-to-equity (D/E) ratio of 0.09 times and

generated stable cash flows from operations. As a result, the Company was able to pay dividends to shareholders at a payout ratio exceeding 90%. Interim dividends were paid for the 3-month period or Quarter 1, 6-month period or Quarter 2, and 9-month period or Quarter 3, totaling Baht 0.66 per share.

- At this meeting, the Company will propose an additional dividend payment from the 2025 operating results of Baht 0.22 per share, bringing the total dividend to Baht 0.88 per share.

Furthermore, with the Company's commitment throughout 2025 to driving its business operations in order to ensure financial stability and deliver consistent returns to shareholders, while adhering to principles of environmental, social, and governance (ESG) responsibility to achieve long-term sustainability, the Company has received various awards reflecting its achievements in standards and good corporate governance in 2025, such as:

- The Company has been selected for inclusion in the Thailand Sustainability Investment (THSI) list for 2025 for the fourth consecutive year.
- The Company received a full score (100 points) in the 2025 Annual General Meeting (AGM) quality assessment, rated as "Excellent – Exemplary," for the fourth consecutive year.
- The Company received a 5-star "Excellent" rating in the Corporate Governance Report for the third year.
- The Company received a Certificate of Recognition for "Sustainability Disclosure."
- The Company obtained organizational carbon footprint certification in accordance with ISO 14064-1, covering Scope 1, 2, and 3 emissions.
- The Company was rated at the "Excellent" level in the Green Office assessment.
- The Company received the Outstanding Human Rights Model Organization Award in the large business category.
- The Company received the national Outstanding Establishment Award for Labor Relations and Welfare.
- The Company was certified as a member of the CAC (Collective Action Coalition Against Corruption) in 2024 and was recognized as a member of the CAC Change Agent network in 2025.

In addition, the Company has implemented International Organization for Standardization or ISO System management systems to enhance international credibility, including:

- Quality Management System (ISO 9001)
- Environmental Management System (ISO 14001)
- Occupational Health and Safety Management System (ISO 45001)
- Information Security Management System (ISO/IEC 27001)

**Regarding future growth,** The Company can leverage its 30 years of experience in expressway management to expand its business into new expressway routes, thereby generating increased profits and enhancing its operational capabilities through the adoption of advanced technologies. These include Multilane Free Flow (MLFF) and Single Lane Free Flow (SLFF) toll collection systems, which are barrier-free automatic tolling systems (Free Flow) utilizing AI technology and high-speed license plate recognition cameras. The Department of Highways refers to this type of toll collection system as “M-Flow” and has a policy requiring all future expressways to implement 100% M-Flow toll collection across all lanes.

In 2025, the Department of Highways launched a bidding process for Intercity Motorway No. 82 (Bang Khun Thian – Ban Phaeo), which will fully adopt the 100% M-Flow toll collection system. The Company participated in this bidding process, and the selection results are expected to be announced within this quarter, or at the latest by the next quarter.

**In addition to its expressway management business,** the Company recognizes growth opportunities in other industries, including maintenance services, civil engineering, and the digital sector.

- In 2023, the Company jointly invested with Hanshin Expressway Co., Ltd. of Japan to establish A Siam Infra Co., Ltd., with a registered capital of THB 40 million, in which the Company holds a 68.50% stake, to engage in civil maintenance services.
- In 2025, the Company established Alpha DM Tech Co., Ltd., with a registered capital of THB 100 million, wholly owned by the Company, to operate in the digital business sector.

Thereafter, Dr. Sakda Panwai, Managing Director, reported the summary of the Company's operating results for the year 2025 and presented the business plan for the current year as follows:

Regarding the overall average annual daily traffic (AADT) for 2025, the original concession recorded an average traffic volume of 68,117 vehicles per day, while the northern extension concession recorded an average 38,675 vehicles per day. The combined average for both sections was 106,792 vehicles per day, representing a decrease of 4.6% compared to 2024. Overall traffic performance remained within management's expectations.

In terms of the Company's operating results for 2025 based on the Separate Financial Statements, performance continued to improve steadily. The total toll revenue for the year amounted to Baht 2,635 million, representing an increase of 7% compared to 2024. EBITDA was Baht 2,063 million, and net profit was Baht 1,071 million, an increase of Baht 171.85 million or 19.11% from 2024. Earnings per share (EPS) were Baht 0.91 per share.

For the business plan in 2026, in order to ensure efficient and sustainable business operations, the Company has revised both its short-term and long-term business strategies, which have been approved by the Board of Directors. These are formulated into the Sustainability Business Plan for 2026–2030 and the annual budget plan for 2026. The Company has established eight key strategies pillars as follows:

1. **Maximization of Shareholder Wealth:** focusing on optimizing the Concession Agreement, which is the core of the business, as well as enhancing cost efficiency and overall cash flow management.
2. **Smart Resource Optimization:** maintaining high operational standards for the tollway business to ensure safety, convenience, speed, and maximum user satisfaction through efficient resource utilization.
3. **Process Automation / Workflow Automation:** applying digital technology and innovation to internal work processes and transforming the Tollway into "Smart Infrastructure" to enhance competitiveness and support future changes in workforce and technology.
4. **Agile & Change Management:** enhancing organizational flexibility by restructuring processes, reducing redundancies, and strengthening the Company's ability to manage change effectively.

5. **ESG Ready to the Future:** serving as a core strategy integrating environmental, social, and governance/economy (ESG) considerations across all business strategies to prepare the Company for future transitions.
6. **Innovation for Business Expansion:** promoting service innovation and expanding revenue opportunities by creating new growth drivers (New S-Curve) and exploring non-core business opportunities systematically.
7. **Subsidiary Empowerment:** strengthening subsidiaries to achieve their full potential and generate added value for the parent company.
8. **Supply Chain Management for Market Expansion:** building strategic partnerships with both public and private sectors to enhance capabilities, access technology and expand into new markets and business areas.

However, in recent months, the management has implemented the Business Continuity Plan (BCP) to address current circumstances. The ongoing oil price crisis, driven by multiple factors including geopolitical conflicts, wars, and production constraints, has resulted in volatile and elevated oil prices. Consequently, operating costs have increased, including transportation, electricity, and overall expenses, leading to higher product prices and reduced consumer purchasing power.

Under these conditions, the Company has emphasized strict cost control measures, focusing on reducing unnecessary expenses, including renegotiating contracts with service providers, postponing non-urgent investments, improving operational efficiency, and promoting automation to reduce long-term costs. Additionally, the Company closely manages energy and operational costs to maintain liquidity and profitability amid ongoing volatility.

#### **Continuous Development Initiatives for 2026**

The Company continues to enhance its toll collection systems to provide convenience, speed, and efficiency without service disruption. The Company has developed an intelligent toll collection system under the "Multi-Smart Payment" project, featuring automated multi-payment machines. This system was implemented at the Lardprao Toll Plaza in the Q4/2025 and supports various payment methods, including cash, QR Code, credit/debit cards, and e-wallets, ensuring a seamless experience for road users.

For Research and Development (R&D) Initiatives in 2025, the Company has undertaken key projects, including

- **Solar Wall Project:** studying and piloting the installation of solar panels at the Don Mueang Toll Plaza to generate electricity for operation use and reduce energy costs.
- **Smart Power Box Project:** or a prototype system for storing electrical energy from solar cells using recycled electric vehicle batteries. The aim is to study the efficiency of a Lithium Iron Phosphate (LFP) battery storage system in conjunction with a solar cell system for the purpose of providing electrical energy for rest stops for traffic staffs.

#### **Environmental Performances in 2025**

In 2025, the Company marked the full-scale implementation of various efficiency systems across the Company. This included the installation of solar power systems at the head office and all nine toll plazas, the transition to electric vehicles (EVs), and the installation of EV charging stations. As a result, the Company successfully achieved its goal of reducing Scope 1, 2, and 3 greenhouse gas emissions by more than 11% compared to the 2023 baseline year. Furthermore, fuel consumption and office electricity usage were reduced by more than 19%.

In addition, the Company also received certification from the Thai Green Building Institute (TGBI), achieving the Gold level under the Thai's Rating of Energy and Environmental Sustainability for Existing Buildings (TREES-EB) standard. This achievement makes the Company's office the first building in Thailand to be certified under this specific category.

#### **Studying and Monitoring investment in Expressway and Motorway businesses**

Regarding the progress in monitoring key projects that the Company is interested in, which are government-opened for private sector investment, there are two projects:

##### **1. Intercity Motorway Project, Bang Khun Thian – Ban Phaeo Route (M82)**

Project Status: The Company purchased the bidding documents on December 1, 2025, and subsequently submitted the bid proposal on March 30, 2026. The

project is currently in the proposal evaluation stage by the Department of Highways.

**2. Intercity Motorway Extension Project, Don Muang Tollway, Rangsit – Bang Pa-in Section (M5)**

Project Status: On November 6, 2025, the Department of Highways (DOH) conducted a Market Sounding session to gather feedback from the private sector participants. And the Company is currently in the stage of monitoring further administrative and operational actions from the government.

Then, **the MC** gave the shareholders an opportunity to express their opinions or ask additional questions.

**Mr. Pornthep Luasubsuk, a representative of the Shareholders' Rights Protection Volunteer and as the proxy holder from the Thai Investors Association (TIA), asked as follows:**

- 1) **New Project Progress:** What is the progress of the Company's participation in the bidding for the M82 motorway project, and what contingency plans does the Company have in place should it not win the bid, particularly in light of the remaining concession period being less than 10 years?

**Dr. Sakda Panwai, Managing Director,** clarified that regarding the progress of the Company's participation in the M82 project bidding, the Company is currently awaiting the bidding results in accordance with government procedures. The Company has fully prepared in terms of technical capabilities, financial readiness, and strategic partnerships. In this regard, the Company does not rely solely on the M82 project. There are other intercity motorway projects in the pipeline, such as the M5 project, which the Company is monitoring and preparing to participate in future bidding rounds. Additionally, the Company continues to enhance the efficiency of managing its existing concessions in order to maintain revenue levels, sustain stable cash flows, and ensure consistent operating performance.

- 2) **Regarding new business (Non-Toll):** When are the subsidiaries, ASIAM and Alpha DMTech, expected to start generating profits and contribute a significant portion of revenue to the parent company?

**Dr. Sakda Panwai, Managing Director**, clarified that for the subsidiary, ASIAM Infra Co., Ltd., in 2025, the Company recorded total revenue of Baht 28 million and a net profit of Baht 1.48 million, with a continuous growth trend.

For Alpha DM Tech Co., Ltd., in 2025, which was its first year of operation, the Company recorded total revenue of Baht 18.86 million and a net profit of approximately Baht 0.2 million.

- 3) Regarding the dispute with the government: What is the current status of the dispute concerning compensation for the impacts of COVID-19, and how does the Company assess the likelihood of receiving such compensation?

**Mrs. Uraiwan Mekakakorn, Company Secretary**, clarified that the current status of the dispute is in the process of appointing the arbitral tribunal.

When no shareholder expressed opinions or made inquiries, the meeting was informed that **Agenda 2 is an agenda for acknowledgement. Therefore, no voting took place on this agenda.**

**The Meeting's Resolution** The Shareholder's Meeting acknowledged the report of the Company's operating results for the year 2025.

**Agenda 3** To consider and approve the Financial Statements and the Independent Auditor's Report for the year ended December 31, 2025.

The **Company Secretary** proposed to the shareholder meeting to consider and approve the financial statements and the independent auditor's report for the year ended on 31 December 2025 and invited **Ms. Bongkodrat Tangchukul, Executive Vice President – Business & Finance (CFO)**, to explain the Company's financial overview to shareholders according to the following information:

To comply with the Public Company Limited Act of B.E. 2535 (1992) (including revisions) and the Company's Articles of Association on preparation of the annual Financial Statements as at the end of the accounting period, the Company therefore proposes a summary report of the Financial Statements and the Independent Auditor's Report (by KPMG Phoomchai Audit Ltd.) for the year ended December 31, 2025, which have been considered and approved by the Audit Committee and the Board of Directors. The details appear in the Company's Financial Statements for the year ended December 31, 2025, displayed in the Annual Registration Statement/Annual Report 2025 (Form 56-1 One Report) delivered to the shareholders with this Notification (Attachment 2).

Financial Status and operating results for 2025 compared to 2024

Financial positions of the Consolidated Financial Statements	31 DEC 2024	31 DEC 2025	Increase (Decrease)	% Change
Total Assets (million baht)	9,420.56	9,321.24	(99.32)	-1.05%
Total Liabilities (million baht)	942.93	804.87	(138.06)	-14.64%
Shareholders' Equity (million baht)	8,477.63	8,516.38	38.75	0.46%
Revenue (million baht)	2,469.12	2,647.68	178.56	7.23%
EBITDA (million baht)	1,885.70	2,067.52	181.82	9.64%
Profit for the Cycle (million baht)	897.07	1,073.86	176.79	19.71%
Debt on Equity (D/E) Ratio (times)	0.11	0.09		
Return on Assets (ROA) Ratio (percent)	9.22	11.46		
Return on Equity (ROE) Ratio (percent)	10.57	12.64		
EBITDA Margin	76.71%	78.46%		
Earnings Per Share (EPS)	0.76	0.91		

Financial positions of the Separated Financial Statements	31 DEC 2024	31 DEC 2025	Increase (Decrease)	% Change
Total Assets (million baht)	9,406.08	9,297.92	(108.16)	-1.15%
Total Liabilities (million baht)	935.81	791.57	(144.25)	-15.41%
Shareholders' Equity (million baht)	8,470.26	8,506.35	36.09	0.43%
Toll Income (million baht)	2,458.19	2,635.07	176.88	7.20%
EBITDA (million baht)	1,886.74	2,062.90	176.16	9.34%
Profit for the Cycle (million baht)	899.33	1,071.18	171.85	19.11%
Debt on Equity (D/E) Ratio (times)	0.11	0.09		
Return on Assets (ROA) Ratio (percent)	9.26	11.53		
Return on Equity (ROE) Ratio (percent)	10.60	12.62		
EBITDA Margin	76.75%	78.29%		
Earnings Per Share (EPS)	0.76	0.91		

### Unconditional Summary of Audit Results

The auditor is of the opinion that the consolidated financial statements and the separate financial statements present fairly, in all material respects, the consolidated and separate financial positions of the Group and the Company, respectively, as of December 31, 2025, as well as their consolidated and separate financial performance and cash flows for the year then ended, in accordance with financial reporting standards.

The Board's opinion The Board of Directors has considered it appropriate for the Annual General Meeting of Shareholders for 2026 to approve the Financial Statements and the Auditor's Report for the year ended 31 December 2025, which have already been approved and endorsed by the Audit Committee.

The MC then allowed shareholders to express opinions or ask questions.

When no shareholder expressed opinions or asked questions, the MC asked the meeting for a resolution.

This agenda requires a resolution in approval with a majority vote of the shareholders who attended the Meeting and exercised their voting rights.

The Meeting's Resolution The Meeting approved the Financial Statements and the Independent Auditor's Report for the year ended 31 December 2025, which had been approved and endorsed by the Audit Committee, with the unanimous votes of the shareholders who attended the Meeting and exercised their voting rights, as follows:

Approved	817,601,010	votes	or	100.0000	percent
Disapproved	-	votes	or	-	percent
Abstained	-	votes	or	-	percent
Voided Ballots	-	votes	or	-	percent

Agenda 4 To consider and approve dividend payment for the operating results of 2025, and acknowledge the interim dividend payment.

The Company Secretary proposed for the shareholder meeting to consider and approve dividend payment for the operating results of the year 2025, and acknowledge the interim dividend payment.

The MC then explained to the meeting that Article 116 of the Public Company Limited Act of B.E. 2535 (1992) (including revisions) and Clause 47 of the Company's Articles of Association requires allocation of part of annual profits as legal reserve at no less than five percent of annual net profit deducted by accrued losses brought forward (if any) until this legal reserve is no less than 10 percent of registered capital.

The Company has a policy to pay out dividends to shareholder at the rate of no less than 90 percent of profit for the year after allocation of legal reserve while considering cash flow from operations, financial status, performance, future investment plans, conditions and limitations specified in loan agreements or relevant contracts (if any) and other factors involved.

In this regard, the Board of Directors may pay interim dividends to shareholders when it deems that the Company has profits and sufficient cash flows for dividend payment. Once the interim payment has been made, it shall be reported to the next shareholders' meeting.

The Board of Directors may review and amend the dividend policy from time to time in order to comply with the Company's future business growth plans, investment and working capital requirements, and other factors as deemed appropriate.

#### The Board's opinion

The Board of Directors has considered it as appropriate for the Annual General Meeting of Shareholders for 2026 to consider and approve dividend payment for the operating results of the year 2025 for the accounting period ending 31 December 2025, and retained earnings at the rate of Baht 0.88 per share of the total number of registered and paid-up shares of 1,181,232,800 shares or the total dividend payment of Baht 1,039,484,864 (One billion and thirty-nine million four hundred and eighty-four thousand eight hundred and sixty-four Baht only) from the net profit for the year 2025 at the rate of Baht 0.8744 per share, representing 96.42% of the net profit for the year 2025, and from retained earnings at the rate of Baht 0.0056 per share, with details as follows:

- 1) To acknowledge the interim dividend payment from the operating results for the first 3 months, the first 6 months and the 9 months of 2025 for a total of 3 times in 2025 at total rate of Baht 0.66 per share, or a total dividend amount of Baht 779,613,648 (Seven hundred and seventy-nine million six hundred and thirteen thousand six

hundred and forty-eight Baht only) from the net profit for the year 2025 at the rate of Baht 0.6544 per share for the operating results for the year 2025, totaling Baht 772,998,744 (Seven hundred and seventy-two million nine hundred and ninety-eight thousand seven hundred and forty-four Baht only) and paid from retained earnings at the rate of Baht 0.0056 per share, amounting to Baht 6,614,904 (Six million six hundred and fourteen thousand nine hundred and four Baht only) which was paid to shareholders on June 9, 2025, on September 8, 2025, and on December 12, 2025, respectively, according to the resolution of the Board of Directors' Meeting No. 3/2025 on May 9, 2025, No. 4/2025 on August 8, 2025 and No. 5/2025 on November 13, 2025, respectively.

- 2) To approve the dividend payment for the operating results for the accounting period ending 31 December 2025 at the rate of Baht 0.22 per share of the total number of registered and paid-up shares of 1,181,232,800 shares or the total amount of dividends in the amount of Baht 259,871,216 (Two hundred and fifty-nine million eight hundred and seventy-one thousand two hundred and sixteen Baht only) from the net profit for the operating results for the year 2025.

In this regard, dividend payment for the operating results of 2025 came from profits subjected to corporate income tax at the rate of 20%. Therefore, individual shareholders can claim a tax credit equal to the dividends multiplied by twenty-eightieth (20/80) in accordance with the rules prescribed in Section 47 bis of the Revenue Code.

The dividend payment will be made within 1 month after the approval by the Annual General Meeting of Shareholders for 2026, in which will due on May 27, 2026.

However, the dividend payment for the operating results of 2025 will be only distributed to shareholders who are entitled to receive dividends in accordance with the Company's Articles of Association with their names listed as of the record date on March 6, 2026.

**The MC** then allowed shareholders to express opinions or ask questions.

When no shareholder expressed opinions or asked questions, **the MC** asked the meeting for a resolution.

This agenda requires a resolution in approval with a majority vote of the shareholders who attended the Meeting and exercised their voting rights.

**The Meeting's Resolution** The shareholder meeting approved dividend payment for the operating results of 2025, and acknowledge the allocation of profits as legal reserves and interim dividend payment as proposed, as follows:

- 1) To acknowledge the interim dividend payment from the operating results for the first 3 months, the first 6 months and the 9 months of 2025 for a total of 3 times in 2025 at total rate of Baht 0.66 per share, or a total dividend amount of Baht 779,613,648 (Seven hundred and seventy-nine million six hundred and thirteen thousand six hundred and forty-eight Baht only) from the net profit for the year 2025 at the rate of Baht 0.6544 per share for the operating results for the year 2025, totaling Baht 772,998,744 (Seven hundred and seventy-two million nine hundred and ninety-eight thousand seven hundred and forty-four Baht only) and paid from retained earnings at the rate of Baht 0.0056 per share, amounting to Baht 6,614,904 (Six million six hundred and fourteen thousand nine hundred and four Baht only) which was paid to shareholders on June 9, 2025, on September 8, 2025, and on December 12, 2025, respectively.
- 2) Approve dividend payment for the operating results for the accounting period ending 31 December 2025 at the rate of Baht 0.22 per share of the total number of registered and paid-up shares of 1,181,232,800 shares or the total amount of dividends in the amount of Baht 259,871,216 (Two hundred and fifty-nine million eight hundred and seventy-one thousand two hundred and sixteen Baht only) from the net profit for the operating results for the year 2025.

And dividend payment for operating results of 2025 came from profits subjected to corporate income tax at the rate of 20%. Therefore, individual shareholders can claim a tax credit equal to the dividends multiplied by twenty-eighth (20/80) in accordance with the rules prescribed in Section 47 bis of the Revenue Code.

In this regard, the dividend payment shall be paid on May 27, 2026, according to the list of shareholders appearing on the record date for the right to receive dividend payment on March 6, 2026.

The Meeting approved this agenda with the unanimous votes of the shareholders who attended the Meeting and exercised their voting rights, as follows:

Approved	817,601,010	votes	or	100.0000	percent
Disapproved	-	votes	or	-	percent
Abstained	-	votes	or	-	percent
Voided Ballots	-	votes	or	-	percent

**Agenda 5** To consider the nomination for the appointment of Directors to replace those who retire by rotation.

The Company Secretary proposed for the shareholder meeting to consider the nomination for the appointment of Directors to replace those who retire by rotation. Before beginning on this agenda, in order to make elections innocent, fair and compliant with corporate governance guidelines, the Company Secretary asked all 4 directors whose terms expired and nominees for director positions in the meeting room and those who attended electronically to leave the meeting room temporarily in order to allow shareholders to inquire for information with convenience.

The MC then explained to the meeting that the Public Limited Companies Act B.E. 2535 (1992) (including its revisions) and Company's Articles of Association, Clause 16, specify as follows:

*“Clause 16: at every Annual General Meeting of Shareholders, at least one-third (1/3) of the directors shall retire. If the number of directors is not a multiple of three, the number of directors closest to one-third (1/3) shall retire. The directors who must retire from office in the first and second years after the registration of the Company shall be determined by drawing lots. In subsequent years, the director who has held office the longest shall retire. The retired directors may be re-elected”*

At the Annual General Meeting of Shareholders for 2026, 4 directors shall retire by rotation, namely (1) Mr. Sombath Phanichewa (2) Mr. Vichya Kreangam (3) Mr. Tarnin Phanichewa and (4) Mr. Chanvit Amatamatucharti.

In order to comply with the Good Corporate Governance Promotion Policy, and to demonstrate the fair and equitable treatment of all shareholders, the Company offered an opportunity for shareholders to nominate persons deemed qualified, knowledgeable, competent and suitable to represent them as directors in advance, from November 13, 2025 until December 31, 2025, but apparently no shareholders nominated any person for election as director.

**The Nomination and Compensation Committee**, excluding stakeholder directors, has nominated and selected persons suitable to replace the directors retiring by rotation through a process of careful consideration and scrutiny in order to ensure compliance with the criteria for nomination and appointment of the Company's directors, which consist of possessing full qualifications and lacking prohibited characteristics according to relevant laws and regulations, including the Company's Articles of Association, good corporate governance, composition and structure of the Board of Directors. Therefore, it is deemed appropriate to the Board of Directors' Meeting for consideration and to propose to the Annual General Meeting of Shareholders for 2026 to approve which the names are as follows:

1. **To consider the appointment of 3 directors whose terms are due to expire, to continue to serve as directors of the Company for another term**, and to continue to hold their existing positions on the Board of Directors and various sub-committees, with the following list of names:
  - (1) Mr. Sombath Phanichewa      Chairman of the Board of Director
  - (2) Mr. Vichya Kreangam      Director/Independent Director / Audit Committee/  
Nomination and Compensation Committee
  - (3) Mr. Tarnin Phanichewa      Director/Vice Chairman of the Executive Committee
  
2. **To consider the appointment of 1 new director to serve as a director of the Company in replacement of a director whose term has expired**, namely Mrs. Jindarat Viriyataveekul, who is a qualified and competent professional with appropriate qualifications, experience, skills, and expertise, to replace Mr. Charvit Amatamatucharti, whose term has expired.

**The Board's opinion** The Board of Directors, excluding stakeholder directors, has considered the opinions of the Nomination and Compensation Committee and concurred that the 4 nominated

persons have qualifications according to the Public Company Limited Act B.E. 2535 (1992) (including its revisions) and the announcement of the Stock Exchange of Thailand, Securities and Exchange Commission, and Thai Capital Market Supervisory Board, and have no prohibited characteristics, as well as having qualifications, experience and expertise in specific fields suitable for and beneficial to the Company's business. Therefore, it is appropriate to propose to the Shareholders' Meeting to consider as follows:

1. **To consider the appointment of 3 directors whose terms are due to expire, to continue to serve as directors of the Company for another term**, and to continue to hold their existing positions on the Board of Directors and various sub-committees, with the following list of names:
  - (1) Mr. Sombath Phanichewa      Chairman of the Board of Director
  - (2) Mr. Vichya Kreangam      Director/ Independent Director / Audit Committee /  
Nomination and Compensation Committee
  - (3) Mr. Tarnin Phanichewa      Director/Vice Chairman of the Executive Committee
  
2. **To consider the appointment of 1 new director to serve as a director of the Company in replacement of a director whose term has expired**, namely Mrs.Jindarat Viriyataveekul, who is a qualified and competent professional with appropriate qualifications, experience, skills, and expertise, to replace Mr. Charvit Amatamatucharti, whose term has expired.

The biographies of the 4 nominees are detailed in Attachment 3. The 2<sup>nd</sup> nominee has been considered by the Board of Directors as possessing complete independent qualifications according to the Company's definition of independent directors (more details in Attachment 3) and are in line with the Public Limited Companies Act B.E. 2535 (1992) (including its revisions), Securities and Exchange Act B.E. 2535 (1992) (including its revisions), and relevant rules.

For such remuneration shall be in accordance with the resolution of the Shareholders' Meeting to consider and approve the remuneration for the year 2026.

**The MC** then allowed shareholders to express opinions or ask questions.

When no shareholder expressed opinions or asked questions, **the MC** asked the meeting for a resolution by having shareholders vote to approve appointments of individual directors in compliance with corporate governance guidelines.

This agenda requires a resolution in approval with a majority vote of the shareholders who attended the Meeting and exercised their voting rights.

**The Meeting's Resolution** The meeting approved the re-appointment of 3 directors who would be retired by rotation in this year to be directors of the Company for another term, including assuming their previous positions as directors of the Company and positions in various sub-committees, namely, (1) Mr. Sombath Phanichewa (2) Mr. Vichya Kreangam (3) Mr. Tarnin Phanichewa and appointment of 1 new director, namely Mrs. Jindarat Viriyataveekul.

All 4 directors who are appointed to be the director from the approval of the Annual General Meeting of Shareholders for 2026 have met with the qualification as specified in the Public Limited Companies Act B.E. 2535 and have knowledge, capability, experience in business relating to the Company's operation.

The Meeting approved this agenda with the unanimous votes of the shareholders who attended the Meeting and exercised their voting rights. The directors were appointed individually as follows:

1)	Mr. Sombath Phanichewa	Chairman of the Board of Directors			
	Approved	817,601,010	votes	or	100.0000 percent
	Disapproved	-	votes	or	- percent
	Abstained	-	votes	or	- percent
	Voided Ballots	-	votes	or	- percent
2)	Mr. Vichya Kreangam	Director /Independent Director /Audit Committee / Nomination and Compensation Committee			
	Approved	817,601,010	votes	or	100.0000 percent
	Disapproved	-	votes	or	- percent
	Abstained	-	votes	or	- percent
	Voided Ballots	-	votes	or	- percent

3)	Mr. Tarnin Phanichewa	Director/Vice Chairman of the Executive Committee				
	Approved	817,601,010	votes	or	100.0000	percent
	Disapproved	-	votes	or	-	percent
	Abstained	-	votes	or	-	percent
	Voided Ballots	-	votes	or	-	percent
4)	Mrs. Jindarat Viriyataveekul	Director				
	Approved	817,601,010	votes	or	100.0000	percent
	Disapproved	-	votes	or	-	percent
	Abstained	-	votes	or	-	percent
	Voided Ballots	-	votes	or	-	percent

When the approval of the appointment of directors to replace those due to retire by rotation has been completed, the **Company Secretary** invited the appointed directors back to the meeting room once again and to proceed with the next agenda of the meeting in.

**Agenda 6** To consider the determination of remuneration for the Board of Directors and various Sub-committees for 2026 and gratuity of 2025.

The **Company Secretary** proposed for the shareholder meeting to consider setting remuneration for the Board of Directors and sub-committees in 2026 and gratuity of 2025.

The **MC** then explained to the meeting that the Public Company Limited Act of B.E. 2535 (1992) (including revisions) and the Company's Articles of Association, Clause 30, specified that "the directors' bonus and remuneration shall be as resolved by the Shareholders' Meeting; directors are entitled to receive remuneration from the Company in the form of reward, meeting allowance, gratuity, bonus or benefits in other forms as per the Articles of Association or as resolved by the Shareholders' Meeting, which can be determined as a fixed amount or as set under criteria and determined from time to time or in effect until further notice. Besides, directors are entitled to receive per diem and welfares in accordance with the Company's regulations.

The words in the prior paragraph have no effects on the rights of the Company's employees, who are elected as directors, to receive remuneration and benefits in the capacity of the Company's employees.

The payment of remuneration in Paragraphs 1 and 2 shall not be contradictory or opposed to the maintenance of independent director's qualifications as required by Securities and Exchange Commission law.”

The Nomination and Compensation Committee's Meeting No. 1/2026 on February 5, 2026 considered the remuneration of directors under the criteria and policy on the determination of remuneration for the Board of Directors and various Sub-committees by taking into account suitability and compliance with duties and responsibilities of each director, the Company's financial status and performance, and remuneration rate of companies in the same business group or industry, and concluded that as the Board of Directors had contributed to the Company's operation leading to good operating results, the Shareholders' Meeting should consider and approve the remuneration for the Board of Directors and various Sub-committees for 2026 and gratuity of 2025 as follows:

- 1) Monthly remuneration (remuneration paid regularly on a monthly basis), meeting allowance (for directors attending a meeting), and other forms of remuneration such as toll coupons for 2026 for directors and directors holding positions in various committees (except the Executive Director) (Equal to 2025), not exceeding Baht 14,000,000 (Fourteen million Baht), with details as follows:

Position	Monthly remuneration (Baht/month)	Meeting allowance (Baht/person/time)	Other remuneration (Baht/month)
<u>Board of Directors</u> (only non-executive directors)			
- Chairman	96,600	12,075	6,118
- Vice Chairman	72,450	8,452.50	6,118
- Director	36,225	8,452.50	6,118
<u>Audit Committee</u>			
- Chairman	48,300	12,075	-
- Member	36,225	8,452.50	-
<u>Nomination and Compensation Committee</u>			
- Chairman	-	48,300	-
- Member	-	24,150	-

Position	Monthly remuneration (Baht/month)	Meeting allowance (Baht/person/time)	Other remuneration (Baht/month)
<u>Executive Committee</u>			
- Chairman	-	72,450	-
- Vice Chairman	-	-	-
- Member	-	36,225	-
<u>Risk Management Committee</u>			
- Chairman	-	48,300	-
- Member	-	-	-

In which, executive directors will not receive the above-mentioned remuneration for directors while holding the executive positions.

The Nomination and Compensation Committee is to be assigned to allocate the aforementioned remuneration.

- 2) Gratuity of 2025 (paid once a year) that will be paid to the Company's Directors in 2026, not exceeding Baht 8,000,000 (Eight million Baht only). The calculation is under the same guidelines as the year 2025 as follows:

Position	Allocation
Chairman	2 parts
Vice Chairman	1.5 parts
Director	1 parts
For directors who have resigned or have been in office for less than 1 year, the remuneration shall be paid in proportion to their tenure in that year. Executive directors will not receive the above-mentioned gratuities.	

In this regard, the Nomination and Compensation Committee being assigned to allocate the aforementioned annual gratuity.

The Board's opinion The Board of Directors has considered and concurred with the opinion of the Nomination and Compensation Committee, and shall propose to the Shareholders' Meeting to

approve on the remuneration of the Board of Directors and directors holding positions in various Sub-committees (except the Executive Director) for 2026 as follows:

- 1) Monthly remuneration (remuneration paid regularly on a monthly basis), meeting allowance (for directors attending a meeting), and other forms of remuneration such as toll coupons for 2026 for directors and directors holding positions in various committees (except the Executive Director) (Equal to 2025), not exceeding Baht 14,000,000 (Fourteen million Baht), as per the details proposed above, with the Nomination and Compensation Committee being assigned to allocate the remuneration.
- 2) Gratuity of 2025 (paid once a year) that will be paid to the Board of Directors in 2026, not exceeding Baht 8,000,000 (Eight million Baht only), as per the details proposed above, with the Nomination and Compensation Committee being assigned to allocate the annual gratuity.

The MC then allowed shareholders to express opinions or ask questions.

When no shareholder expressed opinions or asked questions, the MC asked the meeting for a resolution.

This agenda requires approval with a vote of no less than two-thirds of the total number of votes of the shareholders who attended the meeting.

**The Meeting's Resolution** The shareholder meeting approved the determination of remuneration for the Board of Directors and various Sub-committees for 2026 and gratuity of 2025, as proposed by the Board of Directors, as follows:

- 1) Approved the monthly remuneration (remuneration paid regularly on a monthly basis), meeting allowance (for directors attending a meeting), and other forms of remuneration such as toll coupons for 2026 for directors and directors holding positions in various committees (except the Executive Director) (Equal to 2025), not exceeding Baht 14,000,000 (Fourteen million Baht), as per the details proposed above, with details as follows:

Position	Monthly remuneration (Baht/month)	Meeting allowance (Baht/person/time)	Other remuneration (Baht/month)
<u>Board of Directors</u> (only non-executive directors)			
- Chairman	96,600	12,075	6,118
- Vice Chairman	72,450	8,452.50	6,118
- Director	36,225	8,452.50	6,118
<u>Audit Committee</u>			
- Chairman	48,300	12,075	-
- Member	36,225	8,452.50	-
<u>Nomination and Compensation Committee</u>			
- Chairman	-	48,300	-
- Member	-	24,150	-
<u>Executive Committee</u>			
- Chairman	-	72,450	-
- Vice Chairman	-	-	-
- Member	-	36,225	-
<u>Risk Management Committee</u>			
- Chairman	-	48,300	-
- Member	-	-	-

In which, executive directors will not receive the above-mentioned remuneration for directors while holding the executive positions.

The Nomination and Compensation Committee is to be assigned to allocate the aforementioned remuneration.

- 2) Approved the annual gratuity of 2025 (paid once a year) that will be paid to the Company's Directors in 2026, not exceeding Baht 8,000,000 (Eight million Baht only). The calculation is under the same guidelines as in 2025 as follows:

Position	Allocation
Chairman	2 parts
Vice Chairman	1.5 parts
Director	1 parts

For directors who resigned or have been in office for less than 1 year, the remuneration shall be paid in proportion to their tenure in that year.  
Executive directors will not receive the above-mentioned gratuities.

In this regard, the Nomination and Compensation Committee being assigned to allocate the aforementioned annual gratuity.

The meeting resolved to approve with the unanimous votes of the total votes of the shareholders attending the meeting as follows:

Approved	817,601,010	votes	or	100.0000	percent
Disapproved	-	votes	or	-	percent
Abstained	-	votes	or	-	percent
Voided Ballots	-	votes	or	-	percent

**Agenda 7** To consider the appointment of the Company's auditor and the fixing of the auditing fee for 2026.

The Company Secretary proposed for the Annual General Meeting to consider the appointment of the company's auditor and the fixing of the auditing fee for 2026.

The MC then explained to the meeting that, in order to comply with Article 120 of the Public Company Limited Act of B.E. 2535 (1992) (including revisions) and the Company's Articles of Association, Clause 40 (6), the Annual General Meeting is required to consider appointments of auditors and specification of the Company's auditing fees.

And the Notification of the Capital Market Supervisory Board No. Tor. Jor. 44/2013 (as amended by the Capital Market Supervisory Board No. Tor. Jor. 76/2018) specifies that listed companies are required to have auditor turnover in the event that any auditor has performed the duty of reviewing or auditing and expressing opinions on the Company's financial statements for 7 fiscal years, whether consecutively or otherwise. The Company may appoint that auditor to be the Company's auditor after the period of at least 5 consecutive fiscal years has elapsed.

**The Audit Committee's opinion** The Audit Committee has considered the Company's current auditor, KPMG Phoomchai Audit Ltd., based on the Auditor's independence, skills, knowledge, abilities, and experiences in auditing that are beneficial to the business, as well as the auditing fees. Therefore, it is deemed appropriate to consider proposing to the Board of Directors' Meeting to propose to the Shareholders' Meeting for approval as the Company's auditor, from KPMG Phoomchai Audit Ltd., with any of the name list below being the Company's auditor in the fiscal year 2026 (Attachment 4).

List of Auditors	CPA Registration No.	Number of years as an auditor for the Company
1) Ms. Sukanya Roadkroh	12089	2 years (2024-2025)
2) Ms. Nadsasin Wattanapaisal	10767	-
3) Ms. Nawarat Nitikeatipong	7789	-
4) Ms. Marisa Tharathornbunpakul	5752	-

And KPMG Phoomchai Audit Ltd. has proposed the audit fee for quarterly financial review and accounting audit for 2026 for the consolidated and separated financial statements at the total amount not exceeding Baht 2,100,000 (Two million one hundred thousand Baht only), the quarterly audit fees and the annual audit fee for the year 2026 have been increased by Baht 100,000, or 5%, compared with 2025. The increase is attributable to the higher volume of audit procedures resulting from the expanded revenue collection system and the additional disclosures required in the notes to the consolidated financial statements, which the amount excludes out-of-pocket expenses arising while providing services such as travel, telephone, postal, photocopy expenses, etc. The Audit Committee has considered that the auditor's performance in the past was satisfactory to the management. Therefore, the audit fee should be proposed to the Shareholders' Meeting for approval.

#### The Board's opinion

The Board of Directors has considered and concurred with the opinion of the Audit Committee, and shall propose to the Shareholders' Meeting to approve on the followings:

1. The appointment of the auditors of KPMG Phoomchai Audit Ltd., as per the name list below, as the Company's auditor, with any of them being the auditor and giving opinions on the Company's Financial Statements for the fiscal year ending December 31, 2026:
  - 1) Ms. Sukanya Roadkroh            CPA Registration No. 12089
  - 2) Ms. Nadsasin Wattanapaisal    CPA Registration No. 10767
  - 3) Ms. Nawarat Nitikeatipong      CPA Registration No. 7789
  - 4) Ms. Marisa Tharathornbunpakul    CPA Registration No. 5752

In this regard, KPMG Phoomchai Audit Ltd., and the auditors proposed as auditor of the Company and its subsidiary companies have no relationship or any interest with the Company or its subsidiary companies, Managements, Major Shareholders or related persons, which may have an impact on performing task independently.

2. Determining the audit fee for quarterly financial review and accounting audit for 2026 for the consolidated and separated financial statements at the total amount not exceeding Baht 2,100,000 (Two million one hundred thousand Baht only). The audit fee for quarterly financial review and accounting audit for 2026 for the consolidated and separated financial statements, the amount excludes out-of-pocket expenses arising while providing services such as travel, telephone, postal, photocopy expenses, etc.

The MC then allowed shareholders to express opinions or ask questions.

When no shareholder expressed opinions or asked questions, the MC asked the meeting for a resolution.

This agenda requires a resolution in approval with a majority of the votes of the shareholders who attended the Meeting and exercised their voting rights.

**The Meeting's Resolution** The shareholder meeting approved the appointment of the auditors of KPMG Phoomchai Audit Ltd., namely, Ms. Sukanya Roadkroh, CPA Registration No. 12089 or Ms. Nadsasin Wattanapaisal, CPA Registration No. 10767 or Ms. Nawarat Nitikeatipong, CPA Registration No. 7789 or Ms. Marisa Tharathornbunpakul, CPA Registration No. 5752, as the Company's auditor, with any of them being the auditor and giving opinions on the Company's Financial Statements for the fiscal year ending 2026. The Meeting also approved the auditing fee for 2026, which will be for quarterly financial review and accounting audit for 2026 for the consolidated and separated financial statements at the total amount not exceeding Baht 2,100,000 (Two million one hundred thousand Baht only), the quarterly audit fees and the annual audit fee for the year 2026 have been increased by Baht 100,000, or 5%, compared with 2025. The increase is attributable to the higher volume of audit procedures resulting from the expanded revenue collection system and the additional disclosures required in the notes to the consolidated financial statements, which the amount excludes out-of-pocket expenses arising while providing services such as travel, telephone, postal, photocopy expenses, etc., as proposed by the Board of Directors, with the unanimous votes of the shareholders who attended the Meeting and exercised their voting rights, as follows:

Approved	817,601,010	votes	or	100.0000 percent
Disapproved	-	votes	or	- percent
Abstained	-	votes	or	- percent
Voided Ballots	-	votes	or	- percent

**Agenda 8** To consider and approve the amendment to the objectives of the Company and the amendment of the Memorandum of Association of the Company (objectives)

The Company Secretary proposed for the Annual General Meeting to consider and approve the amendment to the objectives of the Company and the amendment of the Memorandum of Association of the Company (objectives)

The MC then explained to the meeting that, in order to make the Company's objectives clear, to cover the business and be consistent with the Company's current operations, and to support business expansion of the Company in the future, it is deemed appropriate to propose to the Board of Directors' Meeting to consider amending the Company's objectives. The details are as follows:

Current objectives	Proposed objectives for amendments
<p><b>Clause 34:</b> To engage in any other business that is related to or supports the Company's objectives as mentioned above, in whole or in part.</p> <p>Move objective Clause 34 (Original) to objective Clause 35, the last one.</p>	<p><b>Clause 34:</b> To engage in research and development of technology and innovation in Thailand and internationally.</p>

and amend Clause 3 of the Company's Memorandum of Association to be consistent with the mentioned amendment of the Company's objectives as follows:

**From**

"No. 3 the Company has 34 objectives as detailed in the attached Bor Mor Jor. 002."

**To**

"No. 3 the Company has 35 objectives as detailed in the attached Bor Mor Jor. 002"

**The Board's opinion**

The Board of Directors has considered and agreed to propose to the shareholders' meeting to approve the amendment of the Company's objectives. The Company's

objectives will have 35 clauses and an amendment to clause 3 of the Company’s Memorandum of Association to be consistent with the amendment of the Company’s objectives as detailed above. The Board also agreed to propose the Shareholders’ Meeting to assign the Board of Directors or a person assigned by the Board of Directors to register the amendment of the Company’s objectives and amend the Articles of Association with the Department of Business Development, Ministry of Commerce, who shall have the authority necessary to make amendments to the objectives of the Company and the Memorandum of Association to be completed in accordance with the objectives and reasons stated above.

The MC then allowed shareholders to express opinions or ask questions.

When no shareholder expressed opinions or asked questions, the MC asked the meeting for a resolution.

This agenda requires a resolution in approval with a majority of the votes of the shareholders who attended the Meeting and exercised their voting rights.

**The Meeting’s Resolution** The shareholder meeting approved the amendment of the Company’s objectives. The Company’s objectives will have 35 clauses and an amendment to clause 3 of the Company’s Memorandum of Association to be consistent with the amendment of the Company’s objectives as detailed above. And approved to assign the Board of Directors or a person assigned by the Board of Directors to register the amendment of the Company’s objectives and amend the Articles of Association with the Department of Business Development, Ministry of Commerce, who shall have the authority necessary to make amendments to the objectives of the Company and the Memorandum of Association to be completed in accordance with the objectives and reasons by the Board of Directors. The Meeting resolved to approve this agenda with the unanimous votes of the total votes of the shareholders attending the meeting and have the rights to vote as follows:

Approved	817,601,010	votes	or	100.0000 percent
Disapproved	-	votes	or	- percent
Abstained	-	votes	or	- percent
Voided Ballots	-	votes	or	- percent

**Agenda 9: Other Topics (if any)**

The MC explained to the meeting that this agenda was specified in the meeting to allow shareholders to ask questions, consult and/or provide recommendations for the Board of Directors and/or the Company's management (if any). Therefore, no other topics will be presented for the meeting to consider and no decisions will be made on this agenda.

After that, the MC gave the shareholders an opportunity to express their opinions or ask additional questions.

When no shareholder expressed more opinions or made more inquiries, the Chairman thanked shareholders and every representative for their time at today's meeting and adjourned the meeting.

Meeting adjourned at 11:55 p.m.

Signed Mr. Sombath Phanichewa Chairman of the Meeting

Signed Mrs. Uraiwan Mekakakorn Company Secretary/  
Meeting Recorder

**DMT  
GOOD  
COMPANY**

