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FORM 56-1
ONE REPORT 2025



Invitation to the 2026 Annual General Meeting of Shareholders

Tanachira Retail Corporation Public Company Limited

Tuesday 28 April 2026 at 2.00 P.M.

via Electronic Conference (E-AGM) Pursuant to the Emergency
Decree on Electronic Meetings 2020 and Other Related Laws and
Regulations



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No. TRC-CS 004/2026

30 March 2026

Subject: Invitation to the 2026 Annual General Meeting of Shareholders
To: Shareholders of Tanachira Retail Corporation Public Company Limited
Enclosure Supporting documents for the meeting's agenda

1. Copy of the minutes of the 2025 Annual General Meeting of Shareholders held on 30 April 2025 (For consideration of Agenda 1)
2. 2025 Annual Registration Statement / Annual Report (Form 56-1 One Report) together with the Financial Statements for the year ended 31 December 2025 in QR Code format (For consideration of agenda 2 and 3)
3. Profiles and Work Experience of Candidates Nominated for Appointment as Directors to Replace the Directors Retiring by Rotation (For consideration of Agenda 4)
4. Criteria and Procedures on the Nomination of Directors and Definition of Independent Director (For consideration of agenda 4)
5. Profiles and Work Experience of the proposed primary Auditors for the Year 2026 (For consideration of agenda 7)
6. Information of Independent Directors for Appointment as Proxy

Supporting Documents for the Meeting

7. The Company's Articles of Association in relation to the Shareholders' Meeting
8. Guidelines for e-Proxy Voting-TSD Investor Portal
9. Proxy Form A, Form B, and Form C (Shareholders can download Proxy Form A, Form B, and Form C from the Company's website <https://www.tanachira.co.th/th/investor-relations/document/shareholder-meetings>)
10. Manual for Attending the Annual General Meeting of Shareholders for 2026 via Electronic Means (E-AGM) through the IR PLUS AGM Application, including procedures for attending the meeting and voting
11. Privacy Notice in compliance with the Personal Data Protection Act, B.E. 2562 (2019) for the Annual General Meeting of Shareholders

The Board of Directors' Meeting of Tanachira Retail Corporation Public Company Limited ("the Company") No.1/2026 on 25 February 2026, has resolved to convene the 2026 Annual General Meeting of Shareholders on Tuesday 28 April 2026, at 2.00 p.m., through electronic conference (E-AGM) in accordance with the Emergency Decree on Electronic Meetings, B.E. 2563 (2020) and other related laws and regulations. The agendas are as follows:

Agenda 1 To consider and adopt the minutes the minutes of the Annual General Meeting of Shareholders 2025

Facts and Rationale: The 2025 Annual General Meeting of Shareholders was held on 30 April 2025. The minutes was prepared and submitted date to the Stock Exchange of Thailand ("SET") within 14 days from the date of

TANACHIRA RETAIL CORPORATION PCL.

The Offices at Central World, Room OFMH2807 & 2812, 28th floor, 999/9 Rama1 Rd, Patumwan, Bangkok 10330 Tel. +662-264-5081

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meeting and Ministry of Commerce within the period specified by law. The details were disclosed on the Company's website as Enclosure 1.

Board of Directors' Opinion: The minutes of 2025 Annual General Meeting of Shareholders on 30 April 2025 was properly and accurately recorded as appeared in the copy of 2025 Annual General Meeting of Shareholders as Enclosure 1. It is deemed appropriate to propose the Shareholders' Meeting to certify such minutes of meeting.

Required Voting: The majority of votes cast by shareholders and proxy holders attending the meeting and casting vote would be deemed as a resolution, excluding abstentions from the calculation base.

Agenda 2 To acknowledge the Company's operating results for the year 2025

Facts and Rationale: The Company has summarized the Company's operating performance for the year 2025 in which the details are shown in 2025 Annual Registration Statement / Annual Report (Form 56-1 One Report) as Enclosure 2 in QR Code format.

Board of Directors' Opinion: It is deemed appropriate to propose the Shareholders' Meeting to acknowledge the report on the Company's operating performance for the year 2025. The details are shown in the 2025 Annual Registration Statement / Annual Report (Form 56-1 One Report) as Enclosure 2.

Required Voting: This agenda item is to acknowledge; therefore, no voting is required.

Agenda 3 To consider and approve the allocation of net profit as a legal reserve and dividend payment from the operating results for the year 2025

Facts and Rationale: The Company has the policy to pay dividend distributions to shareholders at the rate of not less than 40% of its net profit based on the consolidated financial statements, after deductions of corporate income tax and allocation of all types of reserves in accordance with applicable laws and the Company's Articles of Association. However, the actual dividend payment rate may vary depending on the Company's operating results, financial position, liquidity, investment needs, business expansion plans, debt repayment obligations, working capital requirements, loan agreement restrictions, and other relevant factors on the operation of the Company and such other considerations as the Board of Directors and/or the shareholders may consider appropriate.

Moreover, according to Section 116 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and the Company's Articles of Association, the Company shall allocate no less than 5 percent of its annual net profit deduct from the accumulated losses brought forward (if any) to be legal reserve until this reserve attains an amount not less than ten (10) percent of the registered capital. the Company is prohibited from distributing dividends from any funds other than profits. In the case where the Company still has accumulated losses, it is not permitted to distribute dividends. As the Company has not yet met the legal reserve requirements, it has allocated a legal reserve.

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In this regards, the Board of Directors Meeting No.1/2026 held on 25 February 2026 has passed the following resolutions:

- 1) Distribution the dividend payment for the operating results from 1 January 2025 to 31 December 2025 to the Company's shareholders at the rate of THB 0.27 per share equivalent to the total dividend payment in the amount of approximately THB 80,000,000, or 198.21% of net income for the year on consolidated financial statement in accordance with the Company's dividend payment policy. The Record Date (the "Record Date") on which shareholders are eligible to receive the dividend is 7 May 2026, and the dividend payment date is 26 May 2026 subject to the shareholders' approval to be obtained from the 2026 Annual General Meeting of Shareholders.
- 2) To allocate the Company's annual net profit for the year 2025 under the separate financial statements as of 31 December 2025, in the amount of THB 5,828,214 as a legal reserve.

The summarized comparison on the annual dividend payment

Dividend Payment Detail	Financial Results for the year ended 31 December 2025	Financial Results for the year ended 31 December 2024	Financial Results for the year ended 31 December 2023
1. Net profit from the consolidated financial statements (THB Million)	41.06	120.36	166.79
2. Number of shares (Million Share)	299.20	300	300
3. Dividend per share (Baht/Share)	0.27	0.33	0.20
4. Total dividend per share (baht per share)	0.27	0.33	0.70
- Interim dividend	-	-	0.50
- Annual dividend that requires the approval of the AGM	-	-	0.20
5. Total dividend payment (Million Baht)	80.00	100.00	210.00
6. Payout ratio on net profit (%)	198.21%	82.94%	126%
7. Dividend payout is whether in compliance with the company's dividend policy	In compliance with the Company's dividend policy	In compliance with the Company's dividend policy	In compliance with the Company's dividend policy

Board of Directors' Opinion: It is deemed appropriate to propose to the Shareholders' Meeting to consider and approve the dividend payment for the operating results of the year 2025, at the rate of THB 0.27 per share, representing a total dividend payment of approximately THB 80,000,000, or 198.21% of the net profit based on the consolidated financial statements, and to approve the allocation of the Company's annual net profit for the year 2025 in the amount of THB 5,828,214 as a legal reserve. The dividend payment is in accordance with the Company's dividend payment policy. In this regard, the Record Date for determining the shareholders entitled to receive the dividend shall be 7 May

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2026, and the dividend payment date is scheduled for 26 May 2026 (within one month from the date of shareholders' approval).

Required Voting: The majority of votes cast by shareholders and proxy holders attending the meeting and casting vote would be deemed as a resolution, excluding abstentions from the calculation base.

Agenda 4 To consider and approve the appointment of directors in replacement of those who must retire by rotation

Facts and Rationale: Pursuant to section 71 of the Public Limited Companies Act B.E. 2535 (1992) and Clause 17 of the Company's Articles of Association, at every Annual General Meeting, one-third (1/3) of the directors shall retire. If the number cannot be divided into three (3) parts exactly, the number nearest to one-third shall retire. The directors retiring in the first year and second year following the registration of the company shall be drawn by lots. In every subsequent year, the directors who have been in office longest shall retire. A retiring director maybe re-elected.

At present, the Board of Directors consists of 9 directors. In the Annual General Meeting of Shareholders of the year 2026, the three (3) directors must vacate their offices by rotation, namely: 1) Mr. Tanapong Chirapanidchakul, 2) Mr. Sarit Chokchainirand, and 3) Mrs. Chataya Supanpong. If approved by the AGM, the three directors will be re-elected to their former positions, as follows.

Name of Director	Type of Directorship
1. Mr. Tanapong Chirapanidchakul	Chairperson of Executive Committee, Member of the Nomination and Remuneration Committee, Director and Chief Executive Officer
2. Mr. Sarit Chokchainirand	Member of the Corporate Governance and Sustainability Committee, Executive Committee Member and Director
3. Mrs. Chataya Supanpong	Independent Director

Nomination Criteria and Procedure

The Board of Directors (excluding the members who have a conflict of interest) thoroughly reviewed the qualifications of each director and approved the nominations as proposed by the Nomination and Remuneration Committee.

The Board resolved to propose to the Annual General Meeting of Shareholders to consider and approve the reappointment of 3 current directors, namely 1) Mr. Tanapong Chirapanidchakul, 2) Mr. Sarit Chokchainirand, and 3) Mrs. Chataya Supanpong, to serve as directors of the Company for another term of office. The nominated directors have undergone the Company's selection process and are deemed to possess the knowledge, experience, and expertise beneficial to the Company's operations and suitable for its business. They meet the required qualifications, and do not have any of the prohibited characteristics as specified in the Public Limited Companies Act B.E. 2535 (as amended) and the Securities and Exchange Act B.E. 2535 (as amended), as well as related regulations. Furthermore, the Board of Directors reviewed that the proposed independent director candidate, Mrs. Chataya Supanpong, meets the legal requirements regarding the criteria and the definition of independent directors and can

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give comments and opinions independently. Moreover, such person does not hold office as a director or an executive in other business that may cause a conflict of interest or is deemed as a competitive business against the Company and its subsidiaries.

Profiles and work experience of nominated persons to be elected as the directors of the Company to replace those who are due to retire by rotation are shown in Enclosure 3 and The definition of the independent director is also considered are shown in Enclosure 4.

Nevertheless, the Company had provided the opportunity to all shareholders to nominate qualified persons to be elected as a director in accordance with terms and conditions to nominate persons to be elected as director, This was announced through the electronic disclosure channel of the Stock Exchange of Thailand and on the Company's website at <https://www.tanachira.co.th> since 3 October 2025 – 31 December 2025.

However, the Company giving an opportunity to propose an agenda, and nominate qualified person to be considered for appoint as a director as well as questions and suggestions in advance for the 2026 annual general meeting of shareholders for a period of more than 2 months, in accordance with the principles of good corporate governance. There was no any proposal of director nomination submitted to the Company, which has already been notified at the Board of Directors' meeting.

Board of Directors' Opinion: The Board of Directors (excluding the members who have a conflict of interest) has considered the recommendation of the Nomination and Remuneration Committee which thoroughly and carefully reviewed the qualifications of each director and deems it appropriate to propose to the Shareholders' Meeting to approve the appointment of 3 current directors, namely Mr. Tanapong Chirapanidchakul, Mr. Sarit Chokchainirand, and Mrs. Chataya Supanpong, to serve as directors of the Company for another term of office.

Required Voting: The majority of votes cast by shareholders and proxy holders attending the meeting and casting vote would be deemed as a resolution.

Agenda 5 To consider and approve the financial statements for the year ended 31 December 2025

Facts and Rationale: According to Section 112 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and the Company's Articles of Association, the Company is required to prepare financial statements at the end of the Company's fiscal year, which have been audited by the certified public auditor, and passes the consideration from the Audit Committee and approved by the Board of Directors of the Company, and propose to the Shareholders' Meeting for approval. The significant information on Financial Statements is as follows:

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(Unit: THB million)

Description	Consolidated Financial Statements		Separate Financial Statements	
	Year 2025	Year 2024	Year 2025	Year 2024
Total Assets	2,721.72	2,725.05	2,699.03	2,671.73
Total Liabilities	1,143.12	1,088.72	529.38	516.24
Total Shareholders' Equity	1,568.98	1,624.97	2,169.65	2,155.49
Revenue from Sales of Goods	1,843.11	1,718.22	878.61	851.79
Total Revenue	1,884.91	1,777.18	901.03	872.26
Net Profit (Loss) Attributed to Shareholders	46.19	130.07	116.56	190.07
Earnings (Loss) per Share (THB per share)	0.15	0.43	0.39	0.63

Board of Directors' Opinion: It is deemed appropriate to propose to the Shareholders' Meeting to consider and approve the audited financial statements for the year ended 31 December 2025, which have been audited by the auditor and reviewed by the Audit Committee. The details are shown in the 2025 Annual Registration Statement / Annual Report (Form 56-1 One Report) "Section 3 Financial Statements" as Enclosure 2.

Required Voting: The majority of votes cast by shareholders and proxy holders attending the meeting and casting vote would be deemed as a resolution, excluding abstentions from the calculation base.

Agenda 6 To consider and approve the directors' remuneration for the year 2026

Facts and Rationale: The Section 90 of the Public Limited Companies Act B.E.2353 (1992) (including any amendment thereto) and the Clause 22 of the Company's Article of Association stated that the directors shall receive remuneration in the form of monetary rewards, meeting allowances, lump-sum payment, bonus, and other benefits and welfare pursuant to the Company's regulations and/or by the resolution of the shareholders' meeting.

The Nomination and Remuneration Committee has considered the determination of the directors' remuneration in accordance with the Company's performance result, distribution of dividends to shareholders, responsibility, and performance of each director, and concluded that it will be in line with the same industry standards as well as sufficient to motivate and retain quality directors to work with the Company pursuant to the directors' remuneration policy of the Company. Therefore, it is deemed appropriate to propose that the remuneration remains at the same rate as the previous year, as it is considered appropriate with the responsibilities and performance of each director, as well as comparable to industry standards and sufficient to attract and retain qualified directors of the Company. The details are as follows:

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1. Director Remuneration: The remuneration of the directors is divided into meeting allowances and director bonus.

1.1 The Board of Directors shall receive remuneration and bonuses at the same rates as the previous year, as follows:

- Meeting allowances: Paid per meeting attended, maintained at the same rate as in 2025
- Director Bonuses (for the operating results of 2025): Bonus are determined in relation to the proposed dividend to be distributed to shareholders for the year 2026. Each director is eligible to receive a bonus for only one position held. The total aggregate amount shall not exceed THB 650,000, with the allocation among directors to be determined by the Board at its discretion

(Unit: THB/ Attendance)

The Board of Directors	Meeting Allowance (Per attendance)			Directors' Bonus (for the operating results of 2025)		
	Year 2026 (Proposed Year)	Year 2025	Changr (per attendance / person)	Year 2026 (Proposed Year)	Year 2025	Change (per person)
Chairman of the Board of Directors	35,000	35,000	-	Not exceed THB 650,000	Not exceed THB 650,000	-
Board of Directors	20,000	20,000	-			-

Remarks:

- The Chief Executive Officer and executives do not receive meeting allowances and Bonus.

1.2 Sub-committees: There are currently 4 sub-committees consisting of (1) the Audit Committee, (2) the Nomination and Remuneration Committee, (3) the Risk Management Committee, (4) the Corporate Governance and Sustainability Committee, and (5) the Executive Committee, (including other sub- committees, which may be later appointed.) shall receive only meeting allowance per attendance as follows:

Board/Committee	Chairman			Member		
	Year 2026 (Proposed Year)	Year 2025	Changr (per attendance / person)	Year 2025 (Proposed Year)	Year 2024	Changr (per attendance / person)
	Meeting allowance (THB/Attendance)	Meeting allowance (THB/Attendance)		Meeting allowance (THB/Attendance)	Meeting allowance (THB/Attendance)	
Audit Committee	25,000	25,000	-	20,000	20,000	-
Nomination and Remuneration Committee	20,000	20,000	-	15,000	15,000	-
Risk Management Committee	20,000	20,000	-	15,000	15,000	-
Corporate Governance and Sustainability Committee	20,000	20,000	-	15,000	15,000	-
Executive Committee	-	-	-	10,000	10,000	-

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2. Other types of remuneration/benefits: In 2026, there is no proposal to offer any additional forms of remuneration to directors, including variable remuneration, welfare or any other benefits, in addition to the monetary remuneration specified above, as in the previous year.

Board of Directors' Opinion: The Board of Directors has considered the directors' remuneration as recommended by the Nomination and Remuneration Committee, which has thoroughly considered the matter by taking into account the suitability and various factors and deems it appropriate to propose to the Shareholders' Meeting to determine the remuneration of the directors and sub-committee members for the year 2026, consisting of meeting allowance and bonus, with a total amount not exceeding THB 4,150,000 per year. The proposed remuneration remains unchanged from the previous year, with no changes to other benefits, by proposing to maintain the same rates as in 2025, as it is considered appropriate with the responsibilities and performance of each director, as well as comparable to industry standards and sufficient to attract and retain qualified directors of the Company, as detailed above.

Required Voting: The resolution on this agenda is required to be approved by *not less than two-thirds (2/3) of the votes* of the shareholders and proxy holders attending the meeting, excluding abstentions from the calculation base.

Agenda 7 To consider and approve the appointment of auditors and the determination of audit fees for the year 2026

Facts and Rationale: According to Section 120 of the Public Limited Companies Act, B.E. 2535 (1992) (including any amendment thereto) and Clause 37 (6) of the Company's Articles of Association require the Annual General of Shareholders to consider the appointment of auditor and to determine the auditor(s)'s fee every year. The Company is able to re-appoint the same auditor.

The Audit Committee has considered the performance of the auditor from KPMG Phoomchai Audit Limited in previous year and viewed that the auditor is independent and has performed the duty with responsibility and deems it appropriate to propose to the Board of Directors to further propose to the Shareholders' Meeting to appoint any one of the following auditors from KPMG Phoomchai Audit Limited to be the Company's auditor for the year 2026

Name	Certified Public Accountant No.	Performance Period
1. Mr. Krit Dhammathato (Primary auditor) and/or	11915	-
2. Mr. Watchara Pattarapitak and/or	6669	-
3. Ms. Thanyalux Keadkeaw and/or	8179	-
3. Ms. Pornthip Rimdusit	5565	-

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Remark: In the event that the above-mentioned auditors are not able to perform the duty, KPMG Phoomchai Audit Limited shall appoint other auditors from KPMG Phoomchai Audit Limited to perform as the company's auditors instead.

Any of the above auditors can conduct an audit and give an opinion on the Company's financial statements. In addition, those 4 auditors meet the specified qualifications by the Notification of Securities and Exchange Commission and do not have any conflicts of interest with the Company and its subsidiaries, executives, Major shareholders or any related person. Therefore, they are independent to audit and give opinion on the Company's financial statements. The details of profile and work experience of auditors are shown in Enclosure 5.

Moreover, the Audit Committee has considered the audit fee for the year 2026 of KPMG Phoomchai Audit Limited and viewed that the proposed audit fee is appropriate for the scope of audit, and deems it appropriate to propose to the Board of Directors to further propose to the Shareholders' Meeting to consider the determination of audit fee for the Company and its subsidiaries for the year 2026 in an amount not exceeding THB 5,200,000, which is a decrease of THB 500,000 compared to the previous year. The initial proposed audit fee of THB 5,400,000 which had been disclosed on SET Electronic Company Information Disclosure system (ELCID). The audit fee excludes out-of-pocket expenses, taxes, and other additional service fees. Such out-of-pocket expenses shall include travelling expenses, accommodation, telecommunications, postage, copying, and photocopying expenses, which the Company will pay based on actual incurred amount.

	Unit: Baht/Year	
List	2026 (as proposed)	2025
1.Audit fee		
- The Company	2,900,000	2,470,000
- Subsidiaries	2,300,000	3,230,000
2.Non-Audit Fee/ Out-of-pocket		
- The Company	N/A	N/A
- Subsidiaries		
3.Non-audit service		
-The Company		-
-Subsidiaries	N/A	N/A
Total	5,200,000	4,990,000

In addition, the Company would like to inform the Shareholders' Meeting that for the year 2026, another 5 subsidiaries which were registered in aboard i.e. HARNN Heritage PTE Company Limited, Tanachira Vietnam Company Limited, HARNN Japan Company Limited, Tanachira SEA PTE. Limited and Harnn Greater China Company Limited will consider the appointment of its auditors. If it deems necessary to appoint the auditors who are not from KPMG Phoomchai Audit Limited and its affiliate, the Company and such subsidiaries shall consider the auditors by taking into

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account the service quality and audit fee primarily. For the subsidiaries that engage other audit firms as their auditors, the Board of Directors will ensure that those subsidiaries can submit the financial statements within specified time.

The details of audit fee of the Company and its subsidiaries for the year 2025 are shown in the 2025 Annual Registration Statement / Annual Report (Form 56-1 One Report) in the topic “Auditor Remuneration” as Enclosure 2.

Board of Directors’ Opinion: The Board of Directors has considered the recommendation of the Audit Committee, which has appropriately considered the matter, and deems it appropriate to propose to the Shareholders’ Meeting to approve the appointment of the auditor from KPMG Phoomchai Audit Limited as the Company’s auditor for the Company and its subsidiaries for the year 2026 and to determine the audit fee, not to exceed THB 5,200,000, representing a decrease from the previous year, excluding other service fees, as detailed above.

Required Voting: The majority of votes cast by shareholders and proxy holders attending the meeting and casting vote would be deemed as a resolution, excluding abstentions from the calculation base.

Agenda 8 Other matter (if any)

Pursuant to Section 105 of the Public Limited Companies Act, B.E. 2535 (1992) (including any amendments) stipulates that when the meeting considers matters other than those specified in the notice of the meeting, if shareholders holding at least one-third (1/3) of the total issued shares request that the meeting consider these additional matters, such matters shall be addressed.

The 2026 Annual General Meeting of Shareholders will be convened solely through electronic conferencing (E-AGM) via IR Plus application, in accordance with applicable laws. The Company has not arranged the venue or meeting room for shareholders. Detail for registration to attend the meeting, procedures for vote casting and rules for counting of votes for electronic conference according to the guidelines and procedures for the annual general meeting of shareholder via electronic meeting (E-AGM) are outlined in the Regulation for attending the 2025 Annual General Meeting of Shareholders via Electronic meeting as appeared in enclosure 9. The shareholders wish to attend the meeting in person or to appoint another person as a proxy (proxies) can study the detail in relation to Guidelines for Attending the Electronic Meeting (E-AGM). Please fill out the registration form for the meeting (E-AGM) as appeared in enclosure 8 and adhere to Guideline for Attending the Electronic Conference (E-AGM) as appeared in enclosure 10. The shareholders who wish to attend the meeting in person or appoint another individual as a proxy may review the details outlined in the Guidelines for Attending the Electronic Meeting (E-AGM) and please fill out the registration form for the meeting (E-AGM) provided in enclosure 8 and adhere to the Guidelines for Attending the Electronic Conference (E-AGM) as detailed in enclosure 10.

If shareholders are unable to attend the Meeting via electronic means in person, please appoint a proxy to attend the Meeting and vote on your behalf by e-Proxy Voting-TSD Investor Portal for a shareholder who intends to grant a proxy by TSD e-Proxy Voting, TSD Investor Portal membership is required. (Choose NDID (National Digital ID)

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or ThaID for identification.) This system is available from the day after the meeting notice is distributed to 16.00 hrs. of the day before the meeting as detailed in enclosure 8.

Or using either Proxy Form A or Proxy Form B only then consign to the Company before attending the meeting. The Proxy Forms are set out in Enclosure 9. Shareholders can also appoint either one of the independent directors (who have no conflicts of interest in the director's election agenda) by using Proxy Form B. as a proxy to attend the meeting and vote on their behalf. The appointed independent directors shall vote on each agenda as stated by the shareholders in the Proxy Forms. Besides, form C in enclosure 9.3 is only for foreign investors who authorize the custodian in Thailand to keep and safeguard their shares. However, if shareholders cannot attend the meeting, the Company would ask for shareholder cooperation to give a proxy to independent directors to represented as a proxy for attending a general meeting and voting on behalf of the shareholder.

In this regard, details of Information of Independent Directors for Appointment as Proxy as shown in Enclosure 6.

The shareholders can download Proxy Form A or Proxy Form B or Proxy Form C from the company's website at <https://www.tanachira.co.th/th/investor-relations/document/shareholder-meetings>

The Company kindly requests shareholders' cooperation to mail the proxy forms to the Company following the address below within 24 April 2026

1) Email : companysecretary@tanachira.co.th

2) Postage: "Company Secretary" Tanachira Retail Corporation Public Company Limited

999/9 The Offices at Central World, Room OFMH 2807 & 2812, 28th floor Rama 1 Rd, Pathumwan, Bangkok 10330

In this regard, the shareholders or proxies can register through web link to attend the 2026 Annual General Meeting of Shareholders at 10.00 a.m., on 9 April 2026 until the meeting adjourns. to ensure that the registration for E-AGM attendance of the meeting shall be convenient and in an orderly manner, the system will be open 1 hours, 1:00 p.m., prior to the Meeting. However, the streaming live/live broadcast will begin at 2:00 p.m. Please carefully read the Guidelines for attending the meeting via electronic means, how to send questions during the meeting, and how to cast a vote on each agenda item via the e-AGM platform (Enclosure 10) thoroughly.

The shareholders of the Company are cordially invited to attend the 2026 Annual General Meeting of Shareholders through electronic conference (E-AGM) at the date, time, and method as specified above. The Company would inform shareholders of any changes regarding the AGM via the Company's website. <https://www.tanachira.co.th/th/home>

Futuremore, the Company places an importance on the personal data protection of shareholders and their proxies. The Company will protect and treat the shareholders' personal data in compliance with the Personal Data Protection Act BE 2562 (2019). In this regard, the Company would like to inform the details of the use and disclosure of

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personal data that may be arising, including the rights as data subject in accordance with the Privacy Notice for Director and shareholders as appeared in enclosure 11 for your acknowledgement, and the shareholders are able to learn more about Privacy Policyas below QR Code.



Respectfully Yours,

Tanachira Retail Corporation Public Company Limited

A handwritten signature in blue ink, appearing to be 'Kittipol Pramoj na ayudhya'.

(Mr. Kittipol Pramoj na ayudhya)

Chairman of the Board of Directors

Copy of Minutes of the 2025 Annual General Meeting of Shareholders

(Translation)

**Minutes of the 2025 Annual General Meeting of Shareholders
Tanachira Retail Corporation Public Company Limited**

Date, time, and venue of the meeting

Tanachira Retail Corporation Public Company Limited (“the Company”) held the 2025 Annual General Meeting of Shareholders (the “Meeting”) on Wednesday, 30 April 2025, at 14:00 hours, through electronic means in accordance with the Emergency Decree on Electronic Meetings, B. E. 2563 (2020), and other related laws and regulations, broadcasted from the Meeting Room on the 38th floor, Room No. OFMH 3801 at The Offices at Central World, located at 999/9 Rama 1 Road, Patumwan Sub-district, Patumwan District, Bangkok.

Preliminary Proceeding of the Meeting

Ms. Napapa Wichaidit, Company Secretary, acting as meeting conductor, welcomed the shareholders to the 2025 Annual General Meeting of Shareholders via electronic means (E-AGM). The Meeting was conducted using IR Plus AGM system, an electronic meeting platform operated by Online Asset Company Limited, to facilitate the meeting and manage electronic voting. The system is certified in accordance with the standards of the Electronic Transactions Development Agency (ETDA), pursuant to the Emergency Decree on Electronic Meetings B.E. 2563 (2020), and the announcements of the Ministry of Digital Economy and Society, and other relevant laws and regulations governing electronic meetings.

The Company would record audio and video of the meeting as evidence for recording and preparing meeting minutes as well as meeting management. The Company organized this meeting in accordance with the Personal Data Protection Act B.E. 2562 (2019) and the Company’s privacy notice. However, the Company will collect, use, and disclose personal data, including images and sound of the meeting attendees as necessary for the purposes for which it has stated and in accordance with the relevant laws, regulations, or notifications of the regulatory agencies. Additional information about guidelines on personal data protection and privacy notice are available on the Company’s website.

Then, Mr. Kittipol Pramoj Na Ayudhya, Chairman of the Board of Directors and Independent Director, acted as the Chairman of the Meeting (“Chairman”), declared the Meeting open, extended a warm welcome and expressed his thanks to the shareholders and proxies for attending the 2025 Annual General Meeting of Shareholders. The Meeting was certified as a carbon-neutral event under the “Care the Bear” initiative by the Stock Exchange of Thailand, this

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achievement was made possible through the cooperation of shareholders, directors, and executives by reducing the use of paper for meeting-related documents—approximately 69,359 sheets—and switching to online document access via a digital platform and QR codes. As a result, the Meeting reduced greenhouse gas emissions by 1,745 kilograms of carbon dioxide equivalent, which is comparable to planting 194 ten-year-old trees. This initiative aligns with the Company's sustainability development plans and goals, which it is committed to pursuing from 2025 onward.

The Chairman then assigned Ms. Napapa Wichaidit, Company secretary to conduct the Meeting and explain the meeting proceedings and also introduced the directors, executives, auditor and advisors of the Company who attended the meeting as follows:

Directors present at the Meeting:

1. Mr.Kittipol Pramoj Na Ayudhya Chairman, Independent Director, and Chairman of the Risk Management Committee
2. Mr.Tanapong Chirapaidchakul Director, Member of the Nomination and Remuneration Committee, Chairman of the Executive Committee, and Chief Executive Officer
3. Mrs.Peeraman Warunpantulak Independent Director, Chairman of the Audit Committee, and Member of the Nomination and Remuneration Committee
(attended the meeting via electronic conference)
4. Mr. Nitiphan Phanwiroj Independent Director, Member of the Nomination and Remuneration Committee, and Member of the Risk Management Committee
5. Mr. Nathasorn Boontanorm Independent Director, Member of the Audit Committee, and Member of the Corporate Governance Committee
6. Mrs. Chataya Supanpong Independent Director
7. Mr. Warathorn Wongsawangisiri Independent Director and Member of the Audit Committee
8. Mr. Sarit Chokchainirand Director, Member of the Corporate Governance Committee and Member of the Executive Committee

Absent Director:

- Mr. Wutt Srikham Director, Member of the Risk Management Committee, and Member of the Executive Committee

The Company's Board of Directors comprises 9 directors in total, and 8 directors attended the meeting, representing 88.89 percent of the total number of directors.

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Executives in Attendance:

1. Ms. Siwaporn Leechanavanichpun Vice President of Finance & Accounting
2. Mr. Nakrit Thanachotsiri Human Resources Director & online People Excellence,
Acting Manager of Training and Development and
Company Secretary

Acted as the secretary to the Meeting
3. Ms. Natkamonruk Waijawudhikamol Korn Commercial Development & Merchandising Director
4. Mr. Chawadol Jonjewut Director of International Business Development

Associates Present at the Meeting:

1. Mrs. Kunlapee Piyawannasuth Auditor from EY Office Limited (attended the meeting via electronic means) Acted as the inspector
2. Mr. Kompanukom Chotiyakomjitsiri Independent Legal Advisor from K.C. Lawyer and Adviser
(attended the meeting via electronic conference)

Acted as the witness in the vote counting to ensure that the Meeting was conducted transparently, in compliance with the law and Company's Articles of Association, and in accordance with the principles of good corporate governance.
3. Ms. Napapa Wichaidit Company secretary

Acted as the moderator of the meeting

Besides, the Company published the Notice of the 2025 Annual General Meeting of Shareholders on the Company's website, published the news via the SET Portal system on 2 April 2025 (28 days before to the meeting date) and sending the notice to shareholders in advance on 9 April 2025 (21 days before the meeting date) to ensuring sufficient time for shareholders to study relevant information before the meeting date. The Company also provided an opportunity for shareholders to propose agenda items for the meeting, candidates for nomination as the Company's directors, and submit the questions in advance by preparing a form for such inquiries on the news via the SET Portal system, from 14 February 2025 to 14 March 2025, the details and guidelines for this process were published on the Company's website. However, no shareholder proposed any additional agenda item or nominated

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a person to be considered for election as the Company's director and no shareholders submitted questions related to the meeting agenda prior to voting and proxy submission.

Then, informed the Meeting about the record date for determining the names of shareholders who shall be entitled to attend the 2025 Annual General Meeting of Shareholders on 14 March 2025, In this Meeting, there were 6 shareholders present in person, holding an aggregate of 224,915,300 shares and 169 shareholders present by proxies, holding an aggregate of 26,137,200 shares, totaling 175 shareholders present in person and by proxies, holding an aggregate of 251,052,500 shares or which represents 83.6842% percent of all issued and paid-up shares, amounting to 300,000,000 shares. Thus, there were shareholders present in person and by proxies not less than 25 shareholders or not less than half of total shareholders ($1/2$) and they must collectively hold no less than one-thirds ($1/3$) of the total issued shares of the Company, thereby constituting a quorum in accordance with the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Clause 33 of the Company's Articles of Association.

After the commencement of the Meeting, there were 4 additional shareholders present in person as a result, there were 179 shareholders present in person and by proxies in total, holding an aggregate of 251,132,800 shares, or representing 83.71 percent of the total issued shares of the Company. In this regard, the Company adjusted the number of votes of shareholders attending the meeting in each agenda to correspond with the actual number of shareholders who attended the Meeting.

Ms. Napapa Wichaidit provided an explanation to the meeting regarding the procedures for attending the electronic conferencing, guideline for vote casting and vote counting, guideline for making inquiries or expressing opinions of electronic conferencing via IR Plus AGM application on mobile devices or through the web application, as specified in the Invitation to the Meeting which could be summarized as follows:

The Meeting would be sequentially proceeded following agenda specified in the Invitation to the Meeting by presenting the details of each agenda item and giving the shareholders or proxy an opportunity to inquire or provide comments on matters relevant to the agenda items as appropriate prior to casting a vote. Which can be submitted through the IR PLUS AGM system via two methods: 1) Text message and 2) Audio-visual (via VDO Conference system). the system will arrange the order of the questions or opinions based on the time submission. The Company has given time to ask questions in each agenda for 1 minute, and voting results will be announced after the votes for that agenda item have been counted. In this respect, the Company reserves the right to screen questions that

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are deemed appropriate to the agenda. questions that are not related to the current agenda item, the Company would ask to make inquiries or express opinions in other matters agenda. In the case that there are many questions, in order to keep the meeting on schedule, the Company will respond the questions via the email address registered by the shareholders after the meeting is adjourned.

Rights, Guideline for Vote Casting and Counting, and announcing voting results

- For the agenda of appointment of directors who are due to retire by rotation, the Company would arrange the vote casting and announce the voting results of each nominated director individually to correspond with good corporate governance principle.
- For Agenda Item 6: to approve the remuneration of the Company's directors, the resolution required at least two-thirds (2/3) of all votes by shareholders and proxy holders who attended and cast their votes, excluding abstentions from the total vote count
- The number of voting rights of each shareholder shall be equivalent to the number of shares he or she holds in the Company, whereby one share is equivalent to one vote. Shareholders who have vested interests in any agenda item shall not be entitled to vote on such item.

The resolutions of AGM would consist of the following votes:

- (1) On each agenda item, the shareholders and proxies shall cast their votes in one of the following manners, i.e. approve, disapprove, and may not split the votes in each agenda item, except for the proxy who is appointed by the custodian and using Proxy Form C may split the votes in each agenda item
- (2) In respect of voting in the meeting, each shareholder shall cast the vote either to approve, disapprove by voting in each agenda, only shareholders who disapproved or abstained shall vote through IR Plus AGM application via mobile application or web application in order for votes to be counted. There is no need to vote through IR Plus AGM application for shareholders who would be approved with the agenda
- (3) In the case that the shareholder has already voted in the proxy form and the Company has recorded their votes in the system, the shareholders can attend the meeting without voting again; however, if the shareholder does not specify a vote, the proxy must vote in accordance with the method specified above.
- (4) Once the meeting has commenced, the shareholders or proxies may vote on all agendas in advance through IR Plus AGM application or vote on each agenda at the time when such agenda being discussed.

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- (5) In respect of voting in the meeting, The Company will provide one minute for voting for each agenda item. Shareholders and proxies can cast their votes until the voting for the agenda item is closed, the voting for each agenda would be closed once the Chairman requested the voting to be closed and the Meeting to proceed to resolution.
- (6) If the shareholders or proxies fail to cast their votes within the specified time, they will be treated as voting for approval on the proposed agenda item, except for proxy votes that the proxy grantors have specified their voting intention submitted to the Company prior to the consideration of that agenda item.
- (7) As for the shareholders who have appointed independent directors or persons as their proxies, and have specified their voting intention, the Company shall cast their votes accordingly.
- (8) Once the voting system for each agenda is closed, the Company will inform the meeting of the voting details for such agenda by separating into affirmative votes and non-affirmative votes, expressed as a percentage of shareholders and proxy holders who attended the meeting and cast their votes, or of those entitled to vote (any case), Any remaining votes will be considered as votes in favor of the agenda item, according to the resolution required for each agenda.
- (9) The company will announce the voting results for each agenda item to the Meeting upon completion of the vote counting for that particular item

The Company will announce the results of the meeting through the news system of the Stock Exchange of Thailand by 9:00 a.m. on the next business day. Additionally, a detailed meeting report, which includes the votes for each agenda item, will be published on the Company's website within 14 days. This is to ensure that shareholders are informed of the meeting outcomes and can verify the information for accuracy.

.After that the Chairman started to conduct the Meeting in accordance with the following agenda items

Agenda 1 To consider and certify the minutes of the 2024 Annual General Meeting of Shareholders

The Chairman proposed to the Meeting that this agenda item was to consider and certify the minutes of the 2024 Annual General Meeting of Shareholders which was held on 30 April 2024. The minutes was prepared and submitted to the Stock Exchange of Thailand ("SET") within 14 days from the date of the meeting and disclosed through the Company's website and submitted to the Ministry of Commerce within the period specified by law. The details of which were as appeared in Enclosure 1 of the Invitation to the Meeting.

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The Chairman gave the Meeting an opportunity to express opinion and make inquiry in relation to this agenda item. Nevertheless, no shareholder or proxy holder expressed any opinion or made any inquiry on the agenda item. After that Chairman requested the Meeting to pass a resolution on the agenda item. The resolution of this agenda item must be passed with a majority vote of the shareholders and proxy holders who attended and cast their votes, excluding abstentions from the total vote.

Resolution: The Meeting resolved to certify the minutes of the 2024 Annual General Meeting of Shareholders, with a majority vote of the shareholders and proxy holders who attended and cast their votes, excluding abstentions from the total vote as follows:

Resolution	Number of Votes	Percentage
Approved	251,052,700	100.0000
Disapproved	0	0.0000
Abstention	0	not constituted as votes
Total (177 persons)	251,052,700	-

Remark In this agenda item, 2 additional shareholders and proxies were present in person after the meeting was convened. As a result, the total number of shares represented at the meeting increased to 251,052,700 shares, out of the total 300,000,000 issued and paid-up shares.

Agenda 2 To acknowledge the report on the Company's operating performance for the year 2024

The Chairman assigned Mr. Tanapong Chirapanidchakul, Chief Executive Officer and Ms. Siwaporn Leechanavanichpun, Vice President of Finance & Accounting to inform the Meeting of the details regarding this agenda item.

The Company has continued to expand its business in order to deliver an exceptional experience to its target customers. In addition, the Company aims to introduce leading global brands to the Thai market, offering consumers the highest quality products and services. A summary of key performance highlights for the year 2024 as follows:

Key Development in 2024

- The Company launched HARNN Heritage Spa, a luxury spa brand under the HARNN Wellness & Hospitality group, with the official opening of its first branch in the Middle East at the InterContinental Durrat Al Riyadh Resort & Spa in Riyadh, Saudi Arabia.

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- The Company signed an agreement to establish a subsidiary, HARNN Greater China Company Limited (HGC) in partnership with Chinese business partners to expand business and distribute HARNN products.
- Tatler Company Limited ("TAT"), a subsidiary of the Company entered into a distribution agreement for the "UNITED ARROWS" multi-brand store from Japan and officially opened its first branch in June 2024 at The Emsphere.
- The Company officially opened the 1st Gordon Ramsay Street Pizza in Thailand at The Emsphere
- The Company officially opened 2nd branch of the flagship Bread Street Kitchen & Bar at ICONSIAM
- The Company has been selected for inclusion in the sSET Index for the second half of 2024, reflecting steady growth and consistent returns.
- The Company has been selected for inclusion in the FTSE SET Index Series, within the FTSE SET Shariah Index group.

In 2024, the Company continued to expand its outlets both domestically and internationally in order to increase customer reach and support the growth of its brand portfolio, with the following details:

- HARNN continued to expand its presence internationally, launching 4 stores in Vietnam and 1 store in Singapore.
- Cath Kidston brand revised its store strategy, focusing on adjusting store sizes and relocating to locations that better align with the current business model.
- Regarding the management rights for the Gordon Ramsay restaurant chain, the Company launched the 1st Gordon Ramsay-branded restaurant in Thailand, namely Gordon Ramsay Street Pizza at The Emsphere, and Gordon Ramsay Bread Street Kitchen & Bar at ICONSIAM.

As a result of the aforementioned operations, the Company currently operates a total of 149 stores across both domestic and international markets, representing an increase from 135 stores in 2023.

In 2024, the Company achieved strong performance, generating total revenue of THB 1,736.9 million, representing a 22.8% increase from 2023. This performance growth reflects the continuous potential for business expansion in both domestic and international market.

- Gross profit amounted to THB 1,123.4 million, representing a 23.9% increase from 2023.
- Selling and distribution expenses increased to support the long-term business expansion both domestic and international market.
- Administrative expenses were also adjusted to support the future growth of the organization.

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- Despite revenue and gross profit growth, net profit (attributable to the Company) at THB 130.1 million, reflecting a 22% decrease from 2023. This was primarily due to losses from new international investments and the impact of a one-time accounting standard adjustment amounting to THB 27.7 million.

Key factors supporting revenue growth in 2024 come from several business segments as follows:

- Revenue from sales through concept stores has increased significantly, positively contributing to the gross profit margin. Same Store Sales Growth (SSSG) for existing stores at 4%. Details of the business segments are outlined below:

Fashion Business

- Products under Marimekko brand have shown steady revenue growth, driven by strong demand from the target customer. Additionally, revenue increased from the import and launch of new brands, namely GANNI and United Arrows, which received a positive market reception.

Food and Beverage Business

- The business experienced significant revenue growth driven by the expansion of the Gordon Ramsay brand, including Gordon Ramsay Street Pizza and Gordon Ramsay Bread Street Kitchen & Bar.

Beauty and Wellness Business

- This business achieved double-digit growth compared to the previous year, driven by successful strategies to strengthen and widely promote the brand domestically and internationally.

Lifestyle Business

- Revenue share declined; in contrast, the Pandora brand continued to grow steadily throughout the year—except during the last two months of 2024, when a price adjustment impacted sales in the fourth quarter.
- Meanwhile, Cath Kidston encountered decline in revenue is currently undergoing a strategic realignment.

In 2024, Gross profit amounted to 1,123 million baht, representing a growth of 23.9% compared to 2023. gross profit margin amounted to 64.7%, which increased to 0.6% in 2023, this reflects the company's consistent sales strategy and effective pricing policy across the Company group to maintain its profit margins.

The primary factors contributing to the increase in gross profit include:

- An increase in sale revenue through Concept Stores.
- An effective control of sales discounts to maintain normal selling prices.
- A higher proportion of high-margin products and services.

In addition, in Q4 of 2024, there was an accounting adjustment related to inventory from an overseas subsidiary totaling 8.8 million baht, which was included in the cost of sales for the year.

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- The company's net profit (attributable to the company) for 2024 is 130 million baht, representing a decrease of 22.0% compared to 2023.
- The net profit margin is 7.5% of revenue, a decrease from 11.8% in 2023.

The decrease in net profit was primarily due to:

a significant increase in selling, marketing, and administrative expenses, which were necessary to support the Company's long-term business expansion in both domestic and international markets. However, excluding the one-time accounting adjustment of THB 27.7 million, the Company's net profit amounted to THB 157.8 million, and the net profit margin rose to 9.1% compared to 2023, reflecting the continued strength of the Company's core operating performance.

Ms. Siwaporn Leechanavanichpun, Vice President of Finance & Accounting presented to the Meeting that this agenda item was to acknowledge the report on the financial performance to the meeting.

In 2024, the company maintained a strong financial position, continuing from 2023, with total assets increasing by 18.4% compared to year-end 2023. This reflects ongoing business expansion and investment to support future growth, with key highlights as follows:

Inventory

Inventory increased to support sales growth, particularly for new branches and sales channels launched in late 2024 and early 2025, totaling THB 29.7 million. This increase includes packaging and preparation of finished goods for the HARNN brand to ensure prompt delivery to overseas subsidiaries.

Right-of-Use Assets

Increased as a result of branch expansion both in domestic and international markets.

Other Non-Current Assets

Increased due to security deposits related to branch expansion.

Total Liabilities

Increased by 44.6% from year-end 2023, mainly due to:

1. Short-term bank loans under trust receipt facilities.
2. An increase in trade payables, other payables, and lease liabilities as a result of branch expansion.

Shareholders' Equity Increased by 5.6% from 2023, primarily due to accumulated profits from operations.

In 2024, the company paid a total dividend of 60 million baht to shareholders.

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In 2024, the company maintained good overall financial ratios. The liquidity ratio, debt-to-equity ratio, and interest-bearing debt-to-equity ratio all remained within healthy levels. Meanwhile, the interest coverage ratio improved compared to the previous year, reflecting a stable financial position and effective debt management.

However, net profit margin, return on equity (ROE), and return on assets (ROA) declined compared to the previous year, mainly due to the drop in net profit.

Thereafter, Mr. Tanapong Chirapanidchakul, reported to the Meeting that on the Company's performance related to sustainability, or ESG (Environmental, Social, and Governance), for the past year, could be summarized as follows:

The company and its subsidiaries have set a goal to operate their business sustainably, in alignment with their business plans, considering environmental, social, and governance (ESG) factors. The company believes that sustainable business growth is not only about achieving strong financial performance, and also operating in parallel with environmental care, social responsibility, and good governance. These three aspects directly and indirectly impact the company's performance.

The results of ESG performance in various dimensions for the past year are as follows:

Environmental Dimension

The company encourages all employees to be mindful of energy conservation by campaigning to turn off lights during lunch breaks and after work, as well as reducing plastic waste by using reusable fabric bags and personal water bottles through internal communication channels.

Additionally, the company has designed environmentally friendly products by changing the packaging design for the HARNN Homey Diffuser Set and selected recycle plastic materials (Recycle PET or rPET) to reduce plastic waste and promote the efficient use of renewable resources. The company also developed eco-friendly bags (Eco Bags), made from recycled polyester, as complimentary gifts for customers.

Social Dimension

The company recognizes the importance of employee health, so the company organized the "Relaxing Massage by Visually Impaired Individuals" to help employees relieve fatigue from work, reduce stress, and prevent office syndrome. This initiative also demonstrates the company's care for its staff. In addition to internal well-being, this program reflects the company's commitment to promoting the careers and quality of life of visually impaired individuals by providing them with opportunities to showcase their potential through specialized massage services. This creates sustainable income and enhances their dignity in society and supporting the employment of people with disabilities not only improves their quality of life but also fosters a society based on opportunities and mutual understanding.

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Governance Dimension

The Company is fully committed to conducting its business with integrity, maintaining responsibility toward society and stakeholders, and promoting ethical practices in accordance with TAN's corporate governance principles. The Company has communicated and provided training on anti-corruption policies and business ethics to all new employees through an orientation program, ensuring that new employees are aware of and oppose any form of corruption.

The Chairman gave the Meeting an opportunity to express opinion and make inquiry in relation to this agenda item. Nevertheless, no shareholder or proxy holder expressed any opinion or made any inquiry on the agenda item. The Chairman then announced that this agenda item was for acknowledgement, and thus required no voting

Resolution: The Meeting acknowledged the report on the Company's operating performance for the year 2024.

Agenda 3 To consider and approve the audited financial statements for the year ended 31 December 2024

The Chairman requested Mrs. Peeraman Warunpantulak, Independent Director, Chairman of the Audit Committee, and Member of the Nomination and Remuneration Committee and Ms. Siwaporn Leechanavanichpun, Vice President of Finance & Accounting to present this agenda item to the Meeting.

Mrs. Peeraman Warunpantulak presented to the Meeting that, in accordance with Section 112 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto), this agenda item is for the consideration and approval of the company's financial statements for the year ended December 31, 2024, together with the report of the certified public accountant. These financial statements have been reviewed and approved by both the Audit Committee and the Board of Directors and are considered to be materially accurate in accordance with financial reporting standards. Details can be found in the 2024 Annual Report (Form 56-1 One Report) under the section Financial Statements, and can be summarized as follows:

Ms. Siwaporn Leechanavanichpun, Vice President of Finance & Accounting, reported on the company's financial statements for the year 2024, ending on December 31, 2024, which had been audited by the certified public accountant and concurred by the Audit Committee, along with the management's discussion and analysis, for consideration of the Meeting, which could be summarized as follows:

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Consolidated Statement of Comprehensive Income as of 31 December 2024

Statement of Comprehensive Income as of 31 December 2024	Total
Total revenues	1,774.37 (million Baht)
Net profit for the year attributable to the shareholders of the company	130.07 (million Baht)
Earnings per share	0.43 (Baht per share)

Consolidated Financial Statements

Consolidated Financial Statements as of 31 December 2024	Total
Total assets	2,725.05 (million Baht)
Total liabilities	1,088.71 (million Baht)
Total shareholder's equity	1,636.33 (million Baht)

- As of December 31, 2024, the Company Group's total assets stood at 2,725.05 million baht, an increase of 422.8 million baht or 18.4% from the previous year. The Company Group's key assets consisted of: 1) Inventories, 2) Goodwill, and 3) Right-of-use assets, which accounted for 67.3% of total assets. The increase in total assets was primarily due to higher inventory levels to support sales, expansion of retail branches (which increased right-of-use assets), and security deposits for new branch openings.
- Total liabilities amounted to 1,088.71 million baht, an increase of 335.9 million baht or 44.6% from the previous year. The Group's main liabilities included: 1) Lease liabilities, 2) Trade and other payables, and 3) Short-term loans from financial institutions, which accounted for 85.1% of total liabilities. The increase in liabilities was mainly due to additional short-term loans (Trust Receipts) and liabilities associated with branch expansion.
- Shareholders' equity amounted to 1,636.33 million baht, an increase of 87.3 million baht from the previous year, driven by accumulated profits, despite a total dividend payment of 60 million baht in 2024.

The Chairman gave the Meeting an opportunity to express opinion and make inquiry in relation to this agenda item. Nevertheless, no shareholder or proxy holder expressed any opinion or made any inquiry on the agenda item. After that Chairman requested the Meeting to pass a resolution on the agenda item. The resolution of this agenda item must be passed with a majority vote of the shareholders and proxy holders who attended and cast their votes, excluding abstentions from the total vote

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Resolution: The Meeting resolved to approve the audited financial statements for the year ended 31 December 2024 as proposed, with a majority vote of the shareholders and proxy holders who attended and cast their votes, excluding abstentions from the total vote as follows:

Resolution	Number of Votes	Percentage
Approved	251,132,700	100.0000
Disapproved	0	0.0000
Abstention	0	not constituted as votes
Total (178 persons)	251,132,700	-

Remark In this agenda item, 3 additional shareholders and proxies were present in person after the meeting was convened. As a result, the total number of shares represented at the meeting increased to 251,132,700 shares, out of the total 300,000,000 issued and paid-up shares.

Agenda 4 To consider and approval the allocation of profits as legal reserve and payment dividends of the year 2024

The Chairman assigned Mr. Tanapong Chirapanidchakul, Chief Executive Officer to inform the Meeting of the details regarding this agenda item.

Mr. Tanapong Chirapanidchakul presented to the Meeting that the Company has the policy to pay dividend distributions to shareholders at least 40 percent of its net profit based on the consolidated financial statements, after corporate income tax and all types of legal reserve allocations as required by the company's regulations and applicable laws.

In addition, according to Section 116 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto), and Article 46 of the company's Articles of Association, the company is required to allocate at least 5% of annual net profit, after deducting accumulated losses (if any), to a statutory reserve until it reaches not less than 10% of the registered capital.

According to the Company's performance and financial position as per the consolidated financial statements as of December 31, 2024, the Company's net profit amounted to 120.36 million baht and had a registered capital of 300 million baht. Since the current statutory reserve is still less than 10% of the registered capital.

Furthermore, the Company proposed an annual dividend payment for 2024 at the rate of 0.33 baht per share, totaling 100 million baht, or equivalent to 82.94% of the consolidated net profit, this dividend payout aligns with the company's dividend policy. The dividend will be paid from the 2024 net profit as presented from the consolidated financial statements.

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The Company set the date for determining the names of shareholders who would be entitled to receive the dividend (Record Date) on May 9, 2025 (XD sign would be posted on May 8, 2025). the Company will pay the dividend to the shareholders on May 23, 2025.

Comparison on Dividend Payment Details

Dividend Payment Detail	Financial Results for the year ended 31 December 2024	Financial Results for the year ended 31 December 2023	Financial Results for the year ended 31 December 2022
8. Net profit from the consolidated financial statements (Million Baht)	120.36	166.79	125.00
9. Number of shares (Million Share)	300	300	60
10. Dividend per share (Baht/Share)	0.33	0.20	3.38
11. Total dividend per share (baht per share)	0.33	0.70	3.38
- Interim dividend		0.50	3.01
- Annual dividend that requires the approval of the AGM		0.20	0.37
12. Total dividend payment (Million Baht)	100.00	210.00	203.00
13. Payout ratio on net profit (%) ¹	82.94%	126%	161.86%

Remark: ¹ Dividend Payout Ratio (%) is calculated from profit of the Company's consolidated financial statements

The Chairman gave the Meeting an opportunity to express opinion and make inquiry in relation to this agenda item. Nevertheless, no shareholder or proxy holder expressed any opinion or made any inquiry on the agenda item. After that Chairman requested the Meeting to pass a resolution on the agenda item. The resolution of this agenda item must be passed with a majority vote of the shareholders and proxy holders who attended and cast their votes, excluding abstentions from the total vote.

Resolution: The Meeting resolved to approve the allocation of profits as a legal reserve and the dividend payment for the year 2024. The dividend shall be paid from the consolidated net profit at the rate of THB 0.33 per share, totaling approximately THB 100,000,000, which represents a dividend payout ratio of 82.94% of the consolidated net profit. this dividend payment is in accordance with the Company's dividend policy. the record date to determine the shareholders entitled to receive the dividend is 9 May 2025, and the dividend payment shall be made on 23 May 2025. In addition, a legal reserve has been allocated in the amount of THB 9,503,477, equivalent to 5% of the net profit from the Company's separate financial statements for the year ended 31 December 2024, with a

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majority vote of the shareholders and proxy holders who attended and cast their votes, excluding abstentions from the total vote count as follows:

Resolution	Number of Votes	Percentage
Approved	251,132,800	100.0000
Disapproved	0	0.0000
Abstention	0	not constituted as votes
Total (179 persons)	251,132,800	-

Remark In this agenda item, 4 additional shareholders and proxies were present in person after the meeting was convened. As a result, the total number of shares represented at the meeting increased to 251,132,800 shares, out of the total 300,000,000 issued and paid-up shares.

Agenda 5 To consider and approve the appointment of directors to replace those who are due to retire by rotation

The Chairman assigned Ms. Napapa Wichaidit, Company secretary and the moderator of the meeting to present to the Meeting that according to Article 71 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) and the Company's Articles of Association, one-thirds of all the Company's directors shall vacate office at every Annual General Meeting of Shareholders or, if the number of directors is not a multiple of three, then the nearest number to one-thirds shall retire from office and the retired directors shall be eligible for re-election. In the 2025 Annual General Meeting of Shareholders, there were 3 directors who are due to retire by rotation as follows:

Name of Director	Type of Directorship
4. Mr. Nitiphan Phanwiroj	Independent Director, Member of the Nomination and Remuneration Committee and Member of the Risk Committee
5. Mr. Nathasorn Boontanorm	Independent Director, Member of the Audit Committee, and Member of the Corporate Governance Committee
6. Mr. Wutt Srikham	Directors, Member of the Executive Committee and Member of the Risk Committee

The Board of Directors (excluding the members who have a conflict of interest) thoroughly reviewed the qualifications of each director and approved the nominations as proposed by the Nomination Committee. The Board resolved to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the election of 3 current directors and independent directors, namely Mr. Nitiphan Phanwiroj, Mr. Nathasorn Boontanorm, and Mr. Wutt Srikham, to serve as directors of the Company for another term of office.

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The nominated directors have undergone the Company's selection process and are deemed to possess the knowledge, experience, and expertise beneficial to the Company's operations and suitable for its business. They meet the required qualifications, and do not have any of the prohibited characteristics as specified in the Public Limited Companies Act B.E. 2535 (including any amendment thereto) and the Securities and Exchange Act B.E. 2535 (including any amendment thereto), as well as related regulations. Furthermore, the Board of Directors reviewed that the proposed independent director candidate meets the legal requirements regarding the criteria and the definition of independent directors.

Therefore, the Meeting was proposed to consider the re-election of these 3 persons, namely: Mr. Nitiphan Phanwiroj, Mr. Nathasorn Boontanorm, and Mr. Wutt Srikham, to serve as directors of the Company for another term of office. Profiles and work experience of nominated directors to be re-elected as the directors of the Company for another term of office were shown in Enclosure 3 of the Invitation to the Meeting.

The Chairman gave the Meeting an opportunity to express opinion and make inquiry in relation to this agenda item. Nevertheless, no shareholder or proxy holder expressed any opinion or made any inquiry on the agenda item. After that Chairman requested the Meeting to pass a resolution on the agenda item. The resolution of this agenda item must be passed with a majority vote of the shareholders and proxy holders who attended and cast their votes, excluding abstentions from the total vote.

Resolution: The Meeting resolved to approve the re-election of these 3 persons, namely Mr. Nitiphan Phanwiroj, Mr. Nathasorn Boontanorm, and Mr. Wutt Srikham, who were due to retire by rotation as the directors of the Company for another term of office, with a majority vote of the shareholders and proxy holders who attended and cast their votes, excluding abstentions from the total vote count as follows:

- 1) A resolution was passed to approve the election of Mr. Nitiphan Phanwiroj as Independent director, Nomination and Remuneration Committee Member and Risk Management Committee Member, detailed as follows:

Resolution	Number of Votes	Percentage
Approved	251,132,800	100.0000
Disapproved	0	0.0000
Abstention	0	not constituted as votes
Total (179 persons)	251,132,800	-

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- 2) A resolution was passed to approve the election of Mr. Nathasorn Boontanorm as Independent director, Audit Committee Member and Corporate Governance Committee Member, detailed as follows:

Resolution	Number of Votes	Percentage
Approved	251,132,800	100.0000
Disapproved	0	0.0000
Abstention	0	not constituted as votes
Total (179 persons)	251,132,800	-

- 3) A resolution was passed to approve the election of Mr. Wutt Srikham as Director, Risk Management Committee Member and Executive Committee Member, detailed as follows:

Resolution	Number of Votes	Percentage
Approved	251,132,800	100.0000
Disapproved	0	0.0000
Abstention	0	not constituted as votes
Total (179 persons)	251,132,800	-

Agenda 6 To consider and approve the determination of the remuneration of directors for the year 2025

The Chairman assigned Ms. Napapa Wichaidit, Company Secretary and moderator of the meeting, to present to the Meeting that according to Article 90 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) and Article 22 of the Company's Articles of Association stipulated that, Company directors are entitled to receive directors' remunerations from the company in the form of monetary awards, meeting attendance fees, pensions, bonuses or other remunerations as considered and voted on by a shareholder meeting by at least two-thirds (2/3) of the total number of votes of shareholders attending the meeting. Otherwise, directors' remunerations can also be set to a fixed figure or specified according to special criteria or specified occasionally or to remain in effect until a shareholder meeting passes a resolution to change them and the statements in the first paragraph will not impact the rights of directors appointed from employees or workers of the company in receiving remunerations and benefits as company employees or workers.

The Nomination and Remuneration Committee had considered the directors' remuneration in accordance with the Company's performance result, scope of responsibilities and performance of the directors, and concluded that it would

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be in line with other listed companies in the same industry standards as well as sufficient to motivate and retain qualified directors to work with the Company pursuant to the directors' remuneration policy of the Company. Therefore, it is deemed appropriate to propose an increase in directors' remuneration by adding a performance bonus not exceeding 650,000 Thai baht, in addition to the existing meeting allowances, which are currently paid based solely on actual attendance. This bonus represents approximately 0.65% of the declared dividend and would be allocated to both executive and non-executive directors, limited to one position per person and the allocation will be considered among the Board of Directors or the Nomination and Remuneration Committee, at their discretion, and based on criteria and conditions they deem appropriate. The total annual remuneration shall not exceed 4,150,000 Thai baht, in line with reflect the increased responsibilities and performance of each director, in accordance with the aforementioned criteria details are as follows:

Board/Committee	Meeting Allowance (per attendance / person)	Bonus (THB/ Year)
Chairman Board of Directors	35,000	Not exceeding THB 650,000
Board of Directors	20,000	
Chairman of Audit Committee	25,000	-
Audit Committee Member	20,000	-
Chairman of Nomination and Remuneration Committee	20,000	-
Nomination and Remuneration Committee Member	15,000	-
Chairman of Risk Management Committee	20,000	-
Risk Management Committee Member	15,000	-
Chairman of Corporate Governance Committee	20,000	-
Corporate Governance Committee Member	15,000	-
Chairman of Executive Committee	-	-
Executive Committee Member	10,000	-

Remarks:

- In 2025, no other forms of remuneration, welfare, or additional benefits will be proposed for the directors apart from the monetary remuneration approved by the resolution passed this AGM.
- The Chief Executive Officer and executives do not receive meeting allowances.

The Board of Directors had considered the directors' remuneration as recommended by the Nomination and Remuneration Committee, taking into consideration the suitability and various factors. Therefore, the Meeting was proposed to determine the remuneration of directors for the year 2025 as per above details.

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The Chairman gave the Meeting an opportunity to express opinion and make inquiry in relation to this agenda item. Nevertheless, no shareholder or proxy holder expressed any opinion or made any inquiry on the agenda item. After that Chairman requested the Meeting to pass a resolution on the agenda item. The resolution of this agenda item must be passed with a vote of no less than two-thirds of the total number of votes of the shareholders and proxy holders who attended and cast their votes, excluding abstentions from the total vote.

Resolution: The Meeting resolved to approve the determination of the directors' remuneration for the year 2025 with a vote of no less than two-thirds of the total number of votes of the shareholders and proxy holders who attended and cast their votes, excluding abstentions from the total vote count as follows:

Resolution	Number of Votes	Percentage
Approved	251,132,800	100.0000
Disapproved	0	0.0000
Abstention	0	not constituted as votes
Total (179 persons)	251,132,800	-

Agenda 7 To consider and approve the appointment of auditors and the determination of audit fee for the year 2025

The Chairman assigned Ms. Siwaporn Leechanavanichpun, Vice President of Finance & Accounting to present this agenda item to the Meeting that, according to Section 112 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) and Article 37 (6) of the Company's Articles of Association, the appointment of the Company's auditor and the audit fee must be approved at the Annual General Meeting of Shareholders. The Company would be able to re-appoint the same auditor.

The Audit Committee had considered the performance of the auditor from EY Office Limited in previous year and viewed that the auditor was independent and had performed the duty with responsibility and deemed it appropriate to propose to the Meeting to appoint the auditor from EY Office Limited to be the Company's auditor for the year 2025. The list of auditors was as follows:

Name	Certified Public Accountant No.	Performance Period
2. Mrs. Kunlapee Piyawannasuth (Primary auditor)	6137	2
2. Mrs. Poonnard Paocharoen	5238	2
3. Mrs. Wilai Sunthornwanee	7356	2

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Any of the above auditors could conduct an audit and give an opinion on the Company's financial statements. In addition, those 3 auditors met the specified qualifications by the Notification of Securities and Exchange Commission and did not have any conflicts of interest with the Company and its subsidiaries, executives, major shareholders, or any related person. Therefore, they were independent to audit and gave opinion on the Company's financial statements. The details of profile and work experience of auditors were shown in Enclosure 5 of the Invitation to the Meeting.

The Board of Directors had considered the recommendation of the Audit Committee which considered the matters appropriately. Therefore, the Meeting was proposed to approve the appointment of the auditor from EY Office Limited as the Company's auditor for the year 2025, One of the above auditors will audit and give opinions on the Company's financial statement. If any auditors cannot perform their duties, EY Office Limited shall replace them with anew certified public accountant.

Moreover, the Audit Committee had considered the audit fee for the year 2025 of EY Office Limited and viewed that the proposed audit fee was appropriate for the scope of audit, and deemed it appropriate to propose to the Meeting to consider the determination of audit fee for the year 2025 in the amount not exceeding THB 5,700,000, which represents an increase of THB 710,000 compared to the previous year due to the higher audit workload resulting from the business expansion, excluding other out-of-pocket expenses such as travelling fee, accommodation fee, telecommunications fee, postage fee, copy fee, and document reproduction costs, which the Company will pay based on actual incurred amount, in accordance with standard practice.

List	2025	2024
1.Audit fee		
- The Company	2,470,000 THB	2,470,000 THB
- Subsidiaries	3,230,000 THB	2,520,000 THB
2.Non-Audit Fee/ Out-of-pocket		
- The Company	N/A	N/A
- Subsidiaries		
3.Non-audit service		
-The Company	N/A	N/A
-Subsidiaries		
Total	5,700,000 THB	4,990,000 THB

The Chairman gave the Meeting an opportunity to express opinion and make inquiry in relation to this agenda item. Nevertheless, no shareholder or proxy holder expressed any opinion or made any inquiry on the agenda item. After that Chairman requested the Meeting to pass a resolution on the agenda item. The resolution of this agenda item

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must be passed with a majority vote of the shareholders and proxy holders who attended and cast their votes, excluding abstentions from the total vote.

Resolution: The Meeting resolved to approve the appointment of auditor from EY Office Limited as the Company's auditor for 2025, any of the following auditors could conduct an audit and gave an opinion on the Company's financial statements (1) Mrs. Kunlapee Piyawannasuth, Certified Public Accountant (Thailand) No. 6137 (2) Mrs. Poonnard Paocharoen, Certified Public Accountant (Thailand) No. 5238 and (3) Mrs. Wilai Sunthornwanee, Certified Public Accountant (Thailand) No. 7356 and the determination of audit fee for the year 2025 in the amount not exceeding THB 5,700,000 which represents an increase of THB 710,000 compared to the previous year, excluding other non-audit fees, which the Company will pay based on actual incurred amount due to the higher audit workload resulting from the business expansion, a majority vote of the shareholders and proxy holders who attended and cast their votes, excluding abstentions from the total vote count as follows:

Resolution	Number of Votes	Percentage
Approved	251,132,800	100.0000
Disapproved	0	0.0000
Abstention	0	not constituted as votes
Total (179 persons)	251,132,800	-

Agenda 8 To consider other matters (if any)

According to section 105 of the Public Limited Companies Act B.E. 2535 (1992) (as amended), after the Meeting had already considered the agenda items as specified in the Invitation to the Meeting, any shareholders holding collectively not less than one-thirds of the total issued shares may request the Meeting to consider other matters other than those specified in the Invitation to the Meeting. However, no shareholders proposed any additional agenda item to the meeting.

Then the Chairman gave the Meeting an opportunity to express opinions and make additional inquiries. There were shareholders who expressed their opinions and made inquiries, and responses were given to the shareholders which could be summarized as follows:

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<p>Mr. Jaturon Ponyot Shareholder attending in person</p>	<p>May I inquire about the Company's operational plans for the year 2025, and the growth targets established for each business segment?</p>
<p>Mr. Tanapong Chirapanidchakul Director, Nomination and Remuneration Committee Member, Chairperson of Executive Committee, and Chief Executive Officer</p>	<p>Answered the question as follows:</p> <p>The Company acknowledges the economic uncertainties both domestically and globally in 2025, partly driven by external factors beyond its control—such as the recent tariff measures imposed by the U. S. government. Nevertheless, the Company remains focused on managing internal operations within its control, leveraging its expertise in business management. Initially, the Company set a revenue growth target of no less than 20% year-over-year across all business segments. However, given the current economic developments, this target is under review by the Executive Committee and will be submitted to the Board of Directors for further consideration. The operational plans for each business segment are outlined below:</p> <ol style="list-style-type: none"> 1. Fashion Business Group The segment continues to show growth in line with the set targets. All brands under the Company's management are performing without any significant concerns. 2. Lifestyle Business Group This segment faced temporary challenges due to price adjustments in late 2024 and a reduced volume of new product launches by brand owners—a trend observed across various countries. However, by the second quarter of 2025, operations have returned to normal, and the Company remains on track with its original plans. 3. Beauty and Wellness Business Group The business is operating as planned. However, performance remains closely tied to the tourism sector, as key brands in this segment rely heavily on tourist customers. The Company is therefore monitoring travel trends and tourism figures closely. 4. Food and Beverage Business Group The group primary focus remains on strengthening brand

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	<p>foundations and enhancing service quality. The Company does not anticipate reaching the break-even point within 2025 but is committed to building a strong foundation for long-term sustainable growth.</p>
<p>Mr. Chawan Hongyont Shareholder attending in person</p>	<p>What is outlook on the restaurant business for this year, specifically regarding any plans to expand additional branches or introduce new brands for further service offering?</p>
<p>Mr. Tanapong Chirapanidchakul Director, Nomination and Remuneration Committee Member, Chairperson of Executive Committee, and Chief Executive Officer</p>	<p>Explained that</p> <p>The Company continues to view the restaurant business as a key drive in its strategic goal of becoming a comprehensive lifestyle brand. In 2025, the Company plans to open one new restaurant in the fourth quarter. This outlet will remain under the Gordon Ramsay brand group, but with a new concept that differs from the previously launched Gordon Ramsay Bread Street Kitchen & Bar.</p> <p>This expansion is being approached with caution, taking into account prudent investment planning in line with current market conditions. The addition of new branches will help scale the business, allowing for more efficient allocation of franchise fees and operational costs, based on the Company's accumulated experience and the ongoing development of its team since the opening of the first branch.</p> <p>However, the Company acknowledges that the restaurant business typically requires a longer break-even period compared to fashion or lifestyle businesses, which generally involve smaller spaces and fewer personnel. Despite this, the Company remains confident in the long-term potential of the restaurant sector and views current industry trends as stable, with no concerning indicators.</p> <p>Regarding new brands, the Company has introduced two new brands this year:</p> <ol style="list-style-type: none"> 1. MM6, a fashion brand under Maison Margiela group, launched on March 25, 2025. <p>A new brand in the lifestyle segment focused on sports and wellness, scheduled for launch in the third quarter of this year.</p> <p>Further details will be announced in due course.</p>

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<p>Mr. Jaturon Ponyot Shareholder attending in person</p>	<p>How does the Saha Group's shareholding benefit the Company?</p>
<p>Mr. Tanapong Chirapanidchakul Director, Nomination and Remuneration Committee Member, Chairperson of Executive Committee, and Chief Executive Officer</p>	<p>Answered the question as follows:</p> <p>Saha Group has acquired shares in the Company through the Stock Exchange trading system. According to the most recent shareholder register closing at the end of the past month, the Saha Group's shareholding has increased to 6.6%.</p> <p>In discussions with the Chief Executive Officer of Saha Pathana Inter-Holding Public Company Limited, it was clearly expressed that the Saha Group intends to become a long-term strategic partner of the Tanachira Group. Both parties share a mutual vision in business operations and the sustainable growth of the brand in the long term.</p> <p>At present, the Saha Group does not intend to take part in the Company's management; however, there have been discussions about potential future collaboration. This includes expanding Tanachira Group's business into areas or networks within Saha Group, as well as exchanging knowledge and expertise—particularly in areas where the Saha Group has strong capabilities, such as Japan-related businesses, which aligns with Tanachira Group's existing presence in Japan. This partnership is expected to support the Company's future growth. Any further developments or collaborative efforts will be disclosed to the Stock Exchange of Thailand and shareholders accordingly.</p>
<p>Mr. Chawan Hongyont Shareholder attending in person</p>	<p>Could you provide the executive's perspective on the growth of the HARNN brand this year?</p>
<p>Mr. Tanapong Chirapanidchakul Director, Nomination and Remuneration Committee Member, Chairperson of Executive Committee, and Chief Executive Officer</p>	<p>Answered the question as follows:</p> <p>HARNN is a popular brand, especially among Chinese tourists. However, in order to ensure sustainable long-term growth, the executives believe that the company must develop the brand to better meet the needs of domestic consumers and reduce reliance on external factors, such as the current volatility in the tourism industry.</p>

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	<p>In order to support this direction, the company has implemented a strategic plan, establishing a subsidiary in the Greater China region as a base for expanding business in that area. The executives expect that the growth of the HARNN brand this year will primarily come from the Chinese market, with a significantly increased share of growth.</p> <p>Regarding the domestic market, while there are no plans for further expansion of sales points, the company is focusing on developing new products that better cater to local consumer needs. Additionally, the company is expanding distribution channels through the spa business, which is a low-investment approach but can effectively increase product accessibility.</p> <p>In summary, the company plans to drive continuous growth for the HARNN brand both domestically and internationally, particularly by leveraging opportunities in the Chinese market while also strengthening and ensuring the sustainability of the brand in the local market.</p>
<p>Mr. Jaturon Ponyot Shareholder attending in person</p>	<p>Has the management considered, or is there a possibility of discontinuing operations in international markets if the business fails to generate returns? Furthermore, does the company have established criteria or a timeline for making such a decision?</p>
<p>Mr. Tanapong Chirapanidchakul Director, Nomination and Remuneration Committee Member, Chairperson of Executive Committee, and Chief Executive Officer</p>	<p>Explained that</p> <p>Management closely monitors the performance of international operations. Decisions regarding the discontinuation of operations that fail to generate returns or show potential for sustainable growth are made with the best interests of the company and its shareholders as the top priority. As each international operation is subject to unique circumstances—such as market conditions, strategy, and timing—establishing a fixed timeline is not always feasible. However, the decision to terminate operations is based on controllable factors and the degree of effort invested in meeting the defined objectives.</p> <p>Currently, management has implemented a robust system for tracking the performance of international operations, with progress reports submitted to</p>

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	<p>the Board of Directors at the end of each month. Performance is evaluated in alignment with predetermined timelines and strategies, and a Risk Matrix is used as a decision-making tool when the situation deviates from the established goals.</p> <p>The primary goal for this year is to significantly reduce losses from international operations. The group's performance will be communicated through quarterly reports, the Management Discussion and Analysis (MD&A), and Opportunity Day events, ensuring that shareholders receive transparent, consistent, and up-to-date information.</p>
<p>Mr. Jaturon Ponyot Shareholder attending in person</p>	<p>Does the unusual accounting expenses that occurred in 2024 not occur in 2025?</p>
<p>Mr. Tanapong Chirapanidchakul Director, Nomination and Remuneration Committee Member, Chairperson of Executive Committee, and Chief Executive Officer</p>	<p>Explained that</p> <p>The accounting expenses mentioned for 2024 were not actual expenses, but rather a result of accounting entries that may not have fully complied with Thai accounting standards. These expenses primarily stemmed from the company's international operations. For 2025, it is expected that there will be no such accounting expenses.</p>
<p>Ms. Siwaporn Leechanavanichpun Vice President of Finance & Accounting</p>	<p>Additional Clarification:</p> <p>The adjustment of accounting expenses that differ from international accounting standards in foreign operations occurred because the parent company uses the full accounting standards (Publicly Accountable Entities), which align with IFRS standards. As a result, certain accounting entries, such as lease expenses, are recorded differently compared to the standards of the countries where the subsidiaries are located. For example, lease expenses recorded under a space line contract are recognized as a financial lease under full accounting standards, requiring the calculation of the contract value</p>

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	<p>and recognition of an asset on the financial statements, along with depreciation over time.</p> <p>Additionally, there are differences in how pre-operating expenses are recorded. In China, these expenses can be recorded over a 36-month period, whereas in Thailand, they must be recognized as expenses in the year they are incurred. There is also a difference in the depreciation of assets between Vietnam and Thailand; in Vietnam, depreciation is recorded as an immediate expense, unlike Thailand, where depreciation is recognized gradually.</p> <p>For the first to third quarters of 2024, the company did not make adjustments for these accounting differences but consolidated all adjustments in the fourth quarter of 2024 to comply with the full accounting standards for the following year.</p> <p>To prevent such issues, the company has consulted with auditors from EY Office Company Limited to enhance and review the treatment of various expenses, including the recognition of lease-related data. Upon the expiration of a lease contract, the associated obligations must be recorded in the financial statements in accordance with full accounting standards, which may result in additional expenses in subsequent periods.</p>
<p>Mr. Jaturon Ponyot Shareholder attending in person</p>	<p>Inquiries on two questions</p> <p>(1) How does the company evaluate the economic conditions of each country in which it has invested? Can the company summarize the overall outlook to provide shareholders with a general trend?</p> <p>(2) What factors does the Company consider could impact its operations and act as obstacles to achieving its business goals in 2025?</p>

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<p>Mr. Tanapong Chirapanidchakul Director, Nomination and Remuneration Committee Member, Chairperson of Executive Committee, and Chief Executive Officer</p>	<p>clarified on two points:</p> <p>(1) The company has also considered the economic conditions in each country it operates in as differing, with factors such as economics, society, politics, and local lifestyles influencing the strategy for operations. Therefore, the company places great importance on formulating investment strategies that are tailored to the specific context of each country. The economic conditions in the countries where the company operates are as follows:</p> <p>China:</p> <p>Although China's economy is not growing at the same rate as in the past, the company's products, particularly the HARNN brand, continue to receive positive feedback from Chinese consumers. The company has invested in Richarm Investment Company Limited and conducts sales through various distributors and agents. Currently, no significant negative impact has been observed from China's economic situation.</p> <p>Japan:</p> <p>The company distributes products under the HARNN brand in Japan but currently has no plans to expand the business further. However, the HARNN Wellness & Hospitality business, which operates spa franchises in Japan, plays a key role in supporting the import of the company's products to hotels across the country. Additionally, the continuous increase in tourism and the weakening of the Japanese yen have had a positive impact on product sales, helping to maintain a strong customer base in Japan.</p> <p>Vietnam:</p> <p>Vietnam shows a continuous growth trend in consumer spending, especially among the younger generation, who have purchasing power and are open to new products. The company sees an opportunity to expand the HARNN brand's market and build a long-term customer base. In the first year of operation in Vietnam, the HARNN brand has been well received. The company has employed a strategy of selling both online and offline and using Key Opinion Leaders (KOLs) to</p>
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promote the products, which is expected to positively impact future business growth.

Singapore:

Singapore is a developed country with a strong retail platform. However, operating in this country still presents challenges, particularly with high operational costs such as rental and labor. These are critical factors that the company needs to manage effectively. Currently, the company operates both the Marimekko and HARNN brands in Singapore, having been operational for about 1 year and 5 months. The company is continuously improving its operations and enhancing management efficiency to cope with high costs and strengthen its competitiveness in the market.

The company has thoroughly considered the economic conditions and various external and internal factors impacting business operations in each country, and has developed investment management strategies tailored to each market's context, aiming for sustainable results and long-term value creation for the company and its shareholders.

(2) The company is currently reviewing and adjusting its business goals for 2025 to align with the current economic environment and prevailing circumstances. The revised plan will be presented to the Board of Directors at the next meeting. Key factors that may act as obstacles to achieving the main goals for 2025, particularly regarding net profit, include external factors beyond the company's control, such as:

- the continued slowdown of the domestic economy
- uncertainty surrounding government economic stimulus policies
- Changes in consumer behavior, which require continuous monitoring and strategic adjustments

The company places intensive emphasis on managing risks both in terms of processes and outcomes. The main objective for this year is to generate higher net profit than in the previous year by managing costs efficiently, while also improving revenue recognition processes and accounting accuracy to accommodate potential sales below

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	<p>forecasted levels Management team continues to closely monitor the situation and is prepared to adjust its strategies as needed to operate effectively amid the uncertainties that may arise throughout 2025</p>
<p>Mr. Thiti Ngamsamrit Shareholder attending in person</p>	<p>Does the company still have plans to carry out a share repurchased program?"</p>
<p>Mr. Tanapong Chirapanidchakul Director, Nomination and Remuneration Committee Member, Chairperson of Executive Committee, and Chief Executive Officer</p>	<p>The company is continuing with the share repurchased program as approved by the Board of Directors, which has authorized the Chief Executive Officer to consider and execute the repurchase of up to 4,000,000 shares, as deemed appropriate.</p> <p>The execution of the plan remains under consideration, with careful assessment of the appropriate timing. Management places strong emphasis on the efficient use of corporate resources, taking into account factors such as ongoing volatility in the capital markets and the company's objective to improve financial indicators—particularly by increasing earnings per share (EPS) through a reduction in the number of outstanding shares.</p> <p>If the program proceeds, the company will disclose relevant information to the public in accordance with the regulations set by the Stock Exchange of Thailand.</p>

Since there were no shareholder raising further questions, the Chairman thanked all attendees and declared the Meeting adjourned.

The Meeting was adjourned at 15:52 hours.

Signed

- signed -

(Mr. Kittipol Pramoj Na Ayudhya)

Chairman

Chairman of the 2025 Annual General Meeting of Shareholders

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Enclosure 2

For consideration of Agenda 2 and 3

2025 Annual Registration Statement / Annual Report (Form 56-1 One Report) together with the Financial Statements for the year ended 31 December 2025 in QR Code format

Annual Report 2025



Financial Statement for the fiscal year ended on December 31, 2025



Profiles and Work Experience of Candidates Nominated for Appointment as Directors to Replace the Directors Retiring by Rotation

Name:	Mr. Tanapong Chirapanidchakul (Nominated for re-appointment as a director of the Company)
The Position to be nominated:	Chairperson of Executive Committee, Member of Nomination and Remuneration Committee and Director
Age:	50 years
Nationality:	Thai
Appointment Date:	5 November 2010
Year in Position (counted to 2026 AGM date):	15 Years 5 months
Shareholding Proportion (%)	74.77% as of 31 December 2025 including shares held by spouse or de facto partner and underage child
Relationship with Directors, Executives and major shareholders of the Company and its subsidiaries:	-None-
Illegal Record in the Past 10 Years:	-None-
Having the following interests in the Company, parent	-None-



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company, subsidiaries,

affiliates or any legal entities:

Criteria and procedure for nomination:

Nominated for election as a director in accordance with the Company's procedure that has thoroughly been considered and viewed by the Nomination Committee and the Board of Directors, respectively. As a result, such person has suitable qualifications, which are in compliance with laws and relevant regulations, as well as having qualifications that are suitable for the Company's business activities

Educational Qualification:

Master of Business Administration, Fuqua School of Business, Duke University, USA

Master in Marketing (MIM), Thammasart University, Thailand

Bachelor of Engineering (Civil Engineering) Honours, The University of Melbourne, Australia

Training Program:

Certification from Thai Institute of Directors (IOD)

Director Certification Program (DCP) Class 297/2020

Current Position in Listed Company in Thailand (Past 5 Years): Currently 1 Company		
Year	Position	Company
2010 - Present	Chairperson of Executive Committee/ Member of Nomination and Remuneration Committee/ Director/ Chief Executive Officer	Tanachira Retail Corporation Public Company Limited

Current Position in Non- Listed Company / Other Organization (Past 5 Years)): Currently 10 Companies		
Year	Position	Organization / Company
2024- Present	Director	HARNN Greater China Company Limited
2023 - Present	Director	Tanachira SEA PTE Limited
2021 - Present	Director	Getfresh Holding PTE Limited
2021 - Present	Director	The Fresh Food Company Limited
2020 - Present	Director	Harnn Japan Company Limited
2018 - Present	Director	Tanachira Vietnam Company Limited
2018 - Present	Director	HARNN Global Company Limited
2018 - Present	Director	Harnn Heritage Private Limited Company
2017 - Present	Director	Tatler Company Limited

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Current Position in Non- Listed Company / Other Organization (Past 5 Years)): Currently 10 Companies		
Year	Position	Organization / Company
2014 - Present	Director	Tanachira Home Company Limited

Meeting Attendance in the Previous year (between 1 January – 31 December 2025)	
1. Board of Directors	5/5 meetings (100%)
2. Annual General Meeting of Shareholders	1/1 (100%)
3. Executive Committee	12/12 meetings (92%)
4. Nomination and Remuneration Committee	1/1 meetings (100%)

Current Directorship / Executive in Other Companies - None -

Potentially having Conflict of Interest or in Competition with the Company:

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Name:	Mr.Sarit Chokchainirand (Nominated for re-appointment as a director of the Company)
The Position to be nominated:	Member of the Corporate Governance, Member of the Executive Committee and Sustainability Committee and Directors
Age:	49 years old
Nationality:	Thai
Appointment Date:	16 August 2019
Year in Position (counted to 2025 AGM date):	6 Years 8 Months
Shareholding Proportion (%):	None (as of 31 December 2025/ no shares held by spouse or de facto partner and underage child)
Relationship with Directors, Executives and major shareholders of the Company and its subsidiaries:	-None-
Illegal Record in the Past 10 Years:	-None-
Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities:	-None-
Criteria and procedure for nomination:	Nominated for election as a director in accordance with the Company's procedure that has thoroughly been considered and viewed by the Nomination Committee and the Board of Directors, respectively. As a result, such person has suitable qualifications, which are in compliance with laws and relevant regulations, as well as having qualifications that are suitable for the Company's business activities.



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Educational Qualification:: Doctor of Philosophy in Business Administration, Manchester Business School, UK
 Master in Finance, London Business School, UK
 Bachelor of Commerce, The University of Melbourne, Australia

Training Program: Certification from Thai Institute of Directors (IOD)
 Director Certification Program (DCP) Class 230/2016, Thai Institute of Directors (IOD)
 Director Accreditation Program (DAP) Class 118/2015, Thai Institute of Directors (IOD)

Current Position in Listed Company in Thailand (Past 5 Years): Currently 1 Company		
Year	Position	Company
2019– Present	Member of the Corporate Governance/ Member of the Executive Committee and Sustainability Committee/ Directors	Tanachira Retail Corporation Public Company Limited

Current Position in Non- Listed Company / Other Organization (Past 5 Years)): Currently 15 Companies		
Year	Position	Organization / Company
2019 – Present	Director	PYI IR Company Limited
2019 – Present	Director	Pryce Investor Relations Company Limited
2019 – Present	Director	Satarn Prime Holdings 1 Company Limited
2019 – Present	Director	Satarn Prime Holdings 2 Company Limited
2019 – Present	Director	Satarn Prime Properties Company Limited
2005 – Present	Director	Effinity Company Limited
2016 – 2022	Director	Choengmon Real Estate Company Limited
2015 – 2022	Director	NYE Khaoyai Company Limited
2015 – 2022	Director	NV Taweessuk Company Limited
2015 – 2022	Director	NV Sawasdee Company Limited
2014 – 2022	Director	NYE Aree Company Limited
2013 – 2022	Director	NYE Estate Company Limited
2005 – 2022	Director	NYE Development Company Limited

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Meeting Attendance in the Previous year (between 1 January – 31 December 2025)	
5. Board of Directors	5/5 meetings (100%)
6. Annual General Meeting of Shareholders	1/1 (100%)
7. Executive Committee	11/12 meetings (92%)
8. Corporate Governance and Sustainability Committee	2/2 meetings (100%)

Current Directorship / Executive in Other Companies - None -

**Potentially having Conflict of Interest or in Competition
with the Company**

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Name: Mrs. Chataya Supanpong
(Nominated for re-appointment as a director of the Company)

The Position to be nominated: Independent Director

Age: 47 years old

Nationality: Thai

Appointment Date: 1 December 2020

Year in Position (counted to 2025 AGM date): 5 years 4 months

Shareholding Proportion (%): None (as of 31 December 2025/ no shares held by spouse or de facto partner and underage child)

Relationship with Directors, Executives and major shareholders of the Company and its subsidiaries: -None-

Illegal Record in the Past 10 Years: -None-

Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities: -None-

Criteria and procedure for nomination: Nominated for election as an independent director in accordance with the Company's procedure that has thoroughly been considered and viewed by the Nomination Committee and the Board of Directors, respectively. As a result, such person has suitable qualifications, which are in compliance with laws, the definition of independent directors and relevant regulations regarding the criteria for independent directors, as well as having qualifications that are suitable for the Company's business activities.



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Educational Qualification: Master of Business Administration, Johnson and Wales University, Rhode Island, USA.

Bachelor of Arts, Chulalongkorn University, Bangkok, Thailand.

Training Program: [Certification from Thai Institute of Directors \(IOD\)](#)

Director Accreditation Program (DAP) Class 206/2023

Current Position in Listed Company in Thailand (Past 5 Years): Currently 1 Company		
Year	Position	Company
2020 - Present	Independent Director	Tanachira Retail Corporation Public Company Limited

Current Position in Non- Listed Company / Other Organization (Past 5 Years): Currently 5 Companies		
Year	Position	Organization / Company
2020 – Present	Director	Choo Plus Plus Company Limited
2019 – Present	Director	Food Sun Company Limited
2006 – Present	Director	Chadanin Company Limited
2003 – Present	Director	Food Passion Company Limited
2001 – Present	Director	33 Residence Company Limited

Meeting Attendance in the Previous year (between 1 January – 31 December 2025)	
1. Board of Directors	3/5 meetings (60%)
2. Annual General Meeting of Shareholders	1/1 (100%)

Current Directorship / Executive in Other Companies - None -

Potentially having Conflict of Interest or in Competition with the Company:

Criteria and Procedures on the Nomination of Directors and Definition of Independent Director

Criteria and Procedures on the Nomination of Directors

1. The Directors must be fully qualified and not be under any of the prohibitions as prescribed by the Public Company Limited Act B.E. 2535 (1992) and the other relevant laws.
2. The Directors must have diverse skills, experiences, knowledge, and capabilities that are beneficial to the Company, regardless of gender, age and suitability for the Company's business.
3. The Directors must perform their duties with full integrity and ethics and be able to devote sufficient time and effort to the Company.
4. Consideration of the number of Independent Directors, consisting of at least one-third (1/3) of the total number of directors and must not be less than three (3), and being fully qualified according to the SEC's regulations. Such proportion of Independent Directors is to ensure of checks and balances of the Board and the Management to protect the best interests of shareholders.

Nomination and Appointment of Directors

1. The Company provides an opportunity for shareholders to nominate suitable and qualified persons to be considered for election as Directors of the Company under the Company's criteria in advance of the 2024 Annual General Meeting of Shareholders.
2. The Nomination and Remuneration Committee is responsible for the selection and nomination of qualified persons to be appointed as the Company's Directors or Independent Directors by considering their qualifications, knowledge, competency, experience, details of which are presented to the Board of Directors for consideration. The Board of Directors then presents its opinion to the Shareholders Meeting for consideration and approval. The resolution on the election of the Directors must be adopted by an affirmative majority vote from

Definition of Independent Director's Qualifications

Independent Director means a qualified individual and possesses an independency according to the Company's Audit Committee Charter and Corporate Governance Policy established by the Board of Directors, which have been defined equally to the criteria established by the Stock Exchange of Thailand and the Securities and Exchange Commission. An Independent Director shall:

1. The Holding no exceeding 1 percent of the total number of voting shares of the Company, its parent companies, subsidiaries, associate companies, major shareholders or persons with controlling power of the Company. For this purpose, shareholding of related persons of such independent directors shall be accumulated with the shareholding of the independent directors

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2. Not being or not having been directors involved in the management, employees, hired workers, advisers earning fixed salary or persons with controlling power of the Company, its parent companies, subsidiaries, associate companies and same-level subsidiaries, major shareholders or persons with controlling power of the Company except where such status has terminated at least two years before the date on which he or she has assumed the position of a member of the Audit Committee. This prohibited status shall, however, exclude the case where the independent director used to be a government official or adviser of a governmental agency, which is a major shareholder or the controlling person of the Company.
3. Not being a person who is related by blood or legal registration as father, mother, spouse, sibling and child, including spouse of child of other directors, executives, major shareholders, controlling person or person to be nominated as director, executive or controlling person of the Company or its subsidiaries.
4. Not having or having had a business relationship with the Company, its parent company, subsidiary, associate company, major shareholder or controlling person in a manner that may interfere with independent judgement. This prohibition shall also include cases where the independent is or has been a significant shareholder or the controlling person of any person having a business relationship with the Company, its parent company, subsidiary, associate company, major shareholder or controlling person except where such relationships have terminated at least two years.

The business relationship described above shall include normal business transactions, rental or lease of immovable property, transactions relating to assets or services or granting or receipt of financial assistance by way of acceptance or provision of loan, guarantee, use of assets as collateral, and such other similar actions, which result in the Company or the counterparty being subject to indebtedness payable to the other party in an amount starting from three percent of the net tangible assets of the Company or from THB 20million or more, whichever amount is lower. Such indebtedness shall be calculated in accordance with the method for calculating the value of related party transactions under the Notification of the Capital Market Supervisory Board Re: Rules on Execution of Related Party Transactions, mutatis mutandis. In any case, the consideration of such indebtedness shall include the indebtedness incurred during the period of one year prior to the date of establishing the business relationship with the related person

5. Not being or having been an auditor of the Company, its parent company, subsidiary, associate company, majority shareholder, or controlling person, and not being a significant shareholder, person with controlling power, or partner of the audit firm which employs the auditor of the Company, its parent company,

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subsidiary, associate company, majority shareholder, or person of controlling power, except where such relationship has terminated not less than two years.

6. Not being or having been a provider of professional services, including legal advisory services or financial advisory services earning a service fee of more than THB 2 million per year from the Company, its parent company, subsidiary, associated company, majority shareholder, or person with controlling power, and not being a significant shareholder, person with controlling power, or partner of such provider of professional services, except where such relationship has terminated not less than two years
7. Not being a director who is appointed as the representative of directors of the Company, major shareholder, or shareholder who is a connected person of a major shareholder.
8. Not undertaking any business of the same nature and in significant competition with that of the Company or its subsidiary, or not being a significant partner in a partnership, or an executive director, employee, hired worker, adviser earning regular monthly salary, or holding more than one percent of the voting shares of another company that undertakes a business of the same nature and in significant competition with that of the Company or its subsidiary.
9. Not being a director assigned by the Board of Directors to make decisions regarding business operations of the Company, its parent company, subsidiary, associated company, majority shareholder, or person with controlling power.
10. Not being a director of parent company, subsidiary or same-level subsidiary, which are listed companies.
11. Having other complete and appropriate qualifications required by the law or in accordance with the requirements of government agencies.
12. Not having any other characteristics that could cause the independent directors to express their independent opinion about business operations of the Company.

Profiles and Work Experience of the proposed primary Auditors for the Year 2025

General Information

Name- Surname: Mr. krit dhammathatto
Certified Public Accountant 11915
(Thailand) No. :
Education: Bachelor Degree, Prince of Songkla University
Workplace: KPMG Phoomchai Audit Limited



Work Experience:

Mr. Krit Dhammathatto has over 20 years of experience in auditing, providing audit services for financial statements of companies listed on the Stock Exchange of Thailand and their group companies, in compliance with Thai Financial Reporting Standards (TFRS) and International Financial Reporting Standards (IFRS). He also has extensive experience in auditing a wide range of industries, including services, utilities, and agricultural businesses, and is a Certified Public Accountant approved by the Office of the Securities and Exchange Commission of Thailand.

Relationship or Conflict of Interest with The Company / -None-
its subsidiaries / Executives /Major Shareholders or
any related persons:

Illegal Record: -None-

Shareholding Proportion: -None-

Number of Years in Auditing for the Company: Not being the signatory on the financial statements of the Company

Contact: KPMG Phoomchai Audit Limited
Empire Tower, 1 South Sathorn Road Yannawa, Sathorn,
Bangkok, 10120
Telephone 02-677-2000 Email: kritt@kpmg.co.th

Information of Independent Directors for Appointment as Proxy

Name	Position	Age (Years)	Conflict of interest in the proposed agenda	Address
1. Mr. Kittipol Pramroj Na Ayudhya	Independent Director, Chairman of the Board of Directors and Chairman of the Risk Management Committee	54	No conflict of interest in all proposed agendas	999/9 The Offices at Central World, Room OFMH 2807 & 2812, 28th floor Rama 1 Rd, Pathumwan, Bangkok 10330
2. Mrs. Peeramarn Warunpantulak	Independent Director, Chairman of the Audit Committee and Member of the Nomination and Remuneration Committee	57		
3. Mr. Warathorn Wongsawangsi	Independent Director, Chairman of the Corporate Governance and Sustainability Committee and Member of the Audit Committee	43		
4. Mr. Nathasorn Boontanorm	Independent Director, Member of the Audit Committee	47		

Remarks: Details of profiles of the independent directors appear in the 2025 Annual Report (Form 56-1 One Report).

The Company's Articles of Association in relation to the Shareholders' Meeting

Section 5

Board of Directors

15. The company will have a board of directors to conduct the company's affairs comprising at least five (5) people but not exceeding twelve (12) people, and at least one-half (1/2) of all directors are required to have domiciles in the Kingdom of Thailand.
- Company directors can either be or not be company shareholders.
16. Shareholder meetings are to elect company directors according to the criteria and procedure as follows:
- (1) Each shareholder shall have one vote per one share.
 - (2) Each shareholder shall exercise all of one's voting rights to elect the persons nominated for directors, one at a time or several people to become directors. However, in electing several people to serve as directors, votes cannot be divided by any amount for any particular person.
 - (3) Persons who receive the greatest number of votes in descending order are to be elected to become directors according to the number of directors that should exist or should be elected on the given occasion. In cases where subsequent persons elected receive equal votes and will exceed the number of directors to exist or to be elected on the occasion, the meeting chairman will cast the deciding vote.
17. At every Annual General Meeting, one-third (1/3) of the directors shall retire. If the number cannot be divided into three (3) parts exactly, the number nearest to one-third shall retire. The directors retiring from office in the first year and second year after the registration of the Company shall be selected by drawing lots. In every subsequent year, the directors who have been in office longest shall retire. A retiring director may be re-elected.
18. In addition to leaving office according to term, a director will be removed from office in the event of the following:
- (1) Death.
 - (2) Resignation.
 - (3) disqualification or possessing the prohibitions characteristics prohibited by public limited laws and securities exchange and Public laws.
 - (4) removal by a resolution of the meeting of shareholders passed under Clause 20;
 - (5) Court order for removal.
19. If a director wishes to resign from office, the director is to present a resignation form to the company. The resignation will be effective beginning from the date the resignation form reaches the company.
- Directors who resign in the first paragraph may also notify their resignations to the registrar.
20. A shareholder meeting may pass a resolution to remove any director from office before the completion of the director's term by at least three-fourths (3/4) of the number of shareholders attending the meeting who are eligible to vote and the

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shares together amount to at least one-half (1/2) of the total number of shares held by shareholders attending the meeting who are eligible to vote

21. In case an office of directors is vacant for reasons other than a retirement by rotation, the board of directors shall elect a person who is qualified and possesses no prohibited characteristics under the laws governing public limited companies and the laws governing securities and exchange as a replacement director at the next board of directors' meeting, unless the remaining term of the former director is less than two (2) months. The replacement director shall hold office only for the remaining term of office of the director whom he/she replaces.

The resolution of the board of directors under the first paragraph shall be passed by a vote of not less than three-fourth (3/4) of the number of remaining directors.

22. Company directors are entitled to receive directors' remunerations from the company in the form of monetary awards, meeting attendance fees, pensions, bonuses or other remunerations as considered and voted on by a shareholder meeting by at least two-thirds (2/3) of the total number of votes of shareholders attending the meeting. Otherwise, directors' remunerations can also be set to a fixed figure or specified according to special criteria or specified occasionally or to remain in effect until a shareholder meeting passes a resolution to change them. In addition, company directors are entitled to receive various pensions and benefits according to the company's regulations.

Section 6

Meeting of Shareholders

31. The Board of Directors must hold an ordinary general shareholder meeting within four (4) months after the end of each of the company's accounting year.

Other shareholder meetings aside from the first paragraph are to be known as special meetings, and the board may hold special shareholder meetings at any time as deemed fitting.

Shareholder meetings may be conducted electronically according to the provisions of the laws governing electronic meetings. In cases where an electronic shareholder meeting is held, actions have to occur according to the criteria and procedure set by the law and in line with the information security standards stipulated by the law.

One or several shareholders whose combined shares total at least ten (10) percent of the total distributed shares may sign their names together in a letter to request for the board of directors to hold a special shareholder at any time. However, they must state the matter and reason for requesting for the meeting clearly in the aforementioned letter. In these cases, the board of directors must hold a shareholder meeting within forty-five (45) days from the date of receiving the shareholders' letter.

In cases where the board of directors does not hold a meeting within forty-five (45) days from the date of receiving the shareholders' letter, the shareholders who signed their names together or other shareholders together who combine to

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have the required number of shares may hold a meeting on their own within forty-five (45) days after the completion of the forty-five (45) day period during which the board of directors was required to hold the shareholder meeting. In doing so, the shareholders summoning the meeting may send meeting invitation letters electronically, and if the shareholders have stated their intention or consent to the company or the board of directors according to the legal criteria, such shareholder meetings will be deemed to be meetings summoned by the board of directors, and the company must take responsibility for the essential expenses in holding the meeting and provide appropriate conveniences.

If it appears that a shareholder meeting summoned by the shareholders in the fifth paragraph on any occasion does not have the required number of shareholders present at the meeting to form the meeting quorum according to Clause 33, the shareholders in the fifth paragraph must jointly take responsibility for paying compensation for the expenses involved in holding the meeting to the company.

32. At a meeting of shareholders, the board of directors is to create a meeting invitation letter that states the place, date and time and the agendas of the meeting along with the matters to be proposed to the meeting accompanied by appropriate details by clearly stating whether the matters are proposed for acknowledgement, authorization or consideration, whatever the case may be, as well as the opinions of the board of directors regarding each matter. Then the letter has to be delivered to shareholders and the registrar for acknowledgement by at least seven (7) days ahead of the meeting date. In doing so, an advertisement of the meeting appointment date must be made in a newspaper by at least three (3) days ahead of the meeting date for at least three (3) consecutive days. In doing so, the company may advertise through electronic media according to the legal criteria.

The meeting location can be the province where the company's head office is located or another location as specified by the board of directors. In holding any shareholder meeting electronically, the head office of the company will be considered to be the place of the meeting.

33. During a shareholder meeting, the number of shareholders and proxies appointed by shareholders (if any) must attend the meeting by at least twenty-five (25) percent or by at least one-half (1/2) of the total number of shareholders, and the total number of shares must equal at least one-third (1/3) of the total number of distributed shares in order to form the meeting quorum.

If it appears at any shareholder meeting that up to one (1) hour has already passed since the appointed time and the number of shareholders attending the meeting is not enough to form a meeting quorum as stated in the first paragraph, if it appears that the shareholder meeting was requested to be held by shareholders, the meeting will be cancelled. On the other hand, if the shareholder meeting was not a meeting held upon request by shareholders, a new meeting is to be scheduled, and, in such cases, a meeting invitation letter must be delivered to shareholders by at least seven (7) days ahead of the meeting date. For this second meeting, it is not necessary to form a meeting quorum.

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34. Shareholders may appoint proxies to vote on their behalf. Proxy appointments must be done in writing with the signature of the persons appointing proxies, and these letters must be submitted to the chairman of the board or a person appointed by the chairman of the board at the meeting location before proxies can attend the meeting.

Proxy appointment letters are to follow the form specified by the registrar, which must include at least the following information:

- (1) The number of shares held by the proxy appointer.
- (2) The name of the proxy.
- (3) The number, date and time of the meeting for which the proxy appointment is made for attendance and voting.

In voting, the proxy has equal votes to the total shares held by the proxy appointers, unless the proxy declared to the meeting ahead of time that the proxy would vote on behalf of only some proxy appointers by stating the names of the proxy appointers and the number of shares held by the proxy appointers.

Shareholders appointing the proxy must appoint only a single proxy to attend the meeting and vote on their behalf and cannot divide their shares to multiple proxies to split their votes.

In cases where a proxy is appointed, both shareholders and non-shareholders who are appointed to serve as the proxy have the right to vote according to the number of votes they received from the proxy appointment, beyond the personal votes in cases where the proxy is a shareholder. Proxy appointments in the first paragraph can be done electronically by using a safe and reliable method to ensure that the proxy appointment is done by shareholders and complies with the requirements of the law.

35. The chairman of the board will chair shareholder meetings. If the chairman of the board is absent from the meeting or cannot perform duties, the vice president will chair the meeting. If the vice president does not exist or exists but is absent from the meeting or cannot perform duties, the meeting can choose a shareholder attending the meeting in person to serve as the meeting chairman.

36. In casting votes at a shareholder meeting, one (1) share will equal one (1) vote, and if a shareholder holds a special stake in any matter, the shareholder will not be eligible to vote in the matter. Aside from voting for the appointment of directors and shareholder meeting resolutions, votes must comprise the following:

- (1) In normal cases, the majority of votes of shareholders who are attending and voted in the meeting will be adhered to. If votes are evenly split, the chairman will cast one additional deciding vote.
- (2) In the following cases, resolutions are to be passed by at least three-fourths (3/4) of the total number of votes of shareholders attending the meeting who are eligible to vote:
 - (2.1) Sale or transfer of all or a significant part of the ownership of the company to a third party.
 - (2.2) Acquisition or transfer receipt of the ownership of another private company or public company to belong to the company.

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- (2.3) Creation, amendment or termination of contracts relating to the leasing of all of a significant part of the company's business; assigning third parties to manage the company's business; or entering into a business merger with other parties for the purpose of sharing profits and losses.
 - (2.4) Amendments to the company's memorandum of association or regulations.
 - (2.5) Increase or decrease in the company's registered capital. (2.6) Abolishment of the company.
 - (2.7) Issuance of company bonds.
 - (2.8) Business merger between the company and another company.
 - (2.9) Other actions which the law stipulates to require at least three-fourths (3/4) of the total number of votes of shareholders attending the meeting who are eligible to vote.
37. The matters for which annual general shareholder meetings may be summoned are as follows:
- (1) acknowledgement of reports of the board of directors that demonstrate the company's performance in the past year;
 - (2) consideration of approval of the balance sheets and income statements;
 - (3) consideration of approval of allocation of profits and payment of dividends;
 - (4) consideration of election of new directors to replace those leaving office according to term;
 - (5) consideration of specification of directors' remunerations;
 - (6) consideration of appointment of auditors and specification of audit fees; and
 - (7) other matters.

Section 7

Accounts, Finance, and Audit

38. The company's accounting year starts on 1 January and ends on 31 December of each year.
39. The Company must prepare and maintain an accounting book and undergo audits according to the specifications of related laws and prepare a balance sheet and an income statement by at least once every twelve (12) months, which is the company's accounting year.
40. The board of directors must arrange for the creation of a balance sheet and an income statement for as of the end of the company's accounting year to present to an annual general shareholder meeting for consideration of approval, and the board of directors must arrange for an auditor to fully audit the balance sheet and income statement before presenting them to the shareholder meeting.
41. The board of directors shall send the following documents to the shareholders together with the notice of the annual general meeting:
- (1) copy of the audited balance sheet or statement of financial position, and the profit and loss account, together with the auditor's report.

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(2) An annual report of the board of directors, together with supporting documents.

42. The auditor must not be a director, employee, worker or any person having any duty or position in the company.
43. The auditor has the power to audit accounts, documents and other evidence related to income and expenses and the company's assets and liabilities during the company's business hours. In doing so, the auditor has the power to ask questions to any director, employee, worker or person having any duty or position of the company, including the company's representatives, and to require the aforementioned persons to explain facts or submit documents or evidence related to the company's business operation.
44. The auditor has the duty to attend every company shareholder meeting in which the balance sheet, income statement and accounting problems of the company are discussed in order to provide explanations about the audit to shareholders, and the company is required to deliver to the auditor all reports and documents of the company that shareholders are entitled to receive during the shareholder meeting.

Section 8

Dividends and Financial Reserves

45. Dividends are not allowed to be paid from other types of funds aside from profits, and whenever the company has accumulated losses, the company is not allowed to pay dividends.

Dividends are to be paid according to the number of shares held by an equal amount per share, except in cases where the company issued preferred shares and specified for preferred shares to receive different dividends from the ordinary shares, in which case dividends are to be allocated according to the specifications. Dividend payments require the authorization of a shareholder meeting.

The board of directors may pay inter-period dividends to shareholders occasionally when it is observed that the company has sufficient profits for it to be appropriate to do so. In addition, after paying inter-period dividends, the company must report the dividend payment to shareholders for acknowledgement at the next shareholder meeting.

Dividend payments are to be completed within one (1) month after the date on which a shareholder meeting or a board meeting passed a resolution for the payments, whatever the case may be. In doing so, a notification letter must be sent to shareholders and an advertisement of the dividend payment must be made in a newspaper for at least three (3) days consecutively.
46. The company must allocate a portion of its annual net profits as reserve capital by at least five (5) percent of its annual net profits, less the accumulated losses carried over (if any) until the reserve capital amounts to at least ten (10) percent of the registered capital.

Guidelines for e-Proxy Voting-TSD Investor Portal

For a shareholder who intends to grant a proxy by TSD e-Proxy Voting, TSD Investor Portal membership is required. (Choose NDID (National Digital ID) or ThaiID for identification.)

This system is available from the day after the meeting notice is distributed to 17.00 hrs. of the day before the meeting.

- Shareholders using e-Proxy may cast their vote electronically by following the below steps:
- Log into TSD Investor Portal, or visit <https://ivp.tsd.co.th/signin?lang=en>
- Choose "Other transactions"
- Choose "Giving Proxy/Casting Vote" and select Proceed - Edit - Cancel.
- Accept the terms of service
- Verify your identification information to enable the proxy and vote casting function, using the Laser Code on the back of your ID card to verify information with the Department of Provincial Administration.
- Click "OTP Request" to receive a one-time password for confirming the action
- Click on securities item for which you wish to give proxy/cast vote
- The system will show you shareholders' rights and the list of proxy holders
- Click on the name of a director you wish to give proxy to
- Vote and click "Next" to vote for each agenda item
- Once you've casted vote for all agenda items, the system will show a preview of the proxy form B for your review, which can be downloaded after clicking "Close"

Stamp Duty Payment

- The system will display "pending stamp duty payments" for shareholders who need to settle the fee (only for transactions that have not been paid or completed).
- A popup will appear for stamp duty payment requests. Select the transactions to pay.
- Click "Pay Stamp Duty", and the system will submit the stamp duty payment request.
- Click "View QR" or "Pay-in Slip" to proceed with the payment at a bank. **(Your proxy appointment will only be completed after the stamp duty payment is successfully made)**

You can check the status of the process at "Transaction Status" For a shareholder who is not a registered TSD Investor Portal member by following the below steps:

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TSD Investor Portal registration

Link: <https://www.set.or.th/en/tsd/services/investors/e-services/investor-portal> Conditions:

Only for shareholders that are natural persons

Mobile phone number registered in Thailand required (for one-time passwords and SMS)

Email address required (for registration confirmation and other information for relevant shareholders' rights)

Application Procedures

1. Register for membership via the following link:
<https://www.set.or.th/th/tsd/services/investors/e-services/investor-portal>
2. Select the type of identification card for registration.
3. Enter your national identification number (13 digits) and click "Next" to proceed.
4. The system will display the terms and conditions for using the TSD Investor Portal:
 - Tick the checkbox to accept the terms and conditions.
 - Click "Next" to proceed.
5. Verify your identity and take photos (for Thai shareholders using devices that support image capture):
 - Enter the laser code on the back of the ID card, title, full name, and date of birth.
 - Click "Verify information with the Department of Provincial Administration."
6. Select an identity verification method:
 - Take a photo of your ID card and a selfie with your ID card, and verify via ThaiID; or
 - Take a photo of your ID card and verify via NDID (you must have mobile banking with the selected bank);
 - Click "Capture" and "Confirm";
 - Click "Next" to proceed.
7. Open the ThaiID application or the selected banking application and complete the identity verification process as instructed.
8. Return to the TSD Investor Portal registration page and provide the following information:
 - Username (email)
 - Password
 - Mobile phone number
 - Click "OTP Request"
 - Enter the OTP
 - Click "Next"
9. The system will successfully record your registration.
10. Click "Finish."

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11. You will be notified of the registration result via SMS/email as provided within the next business day.
12. Once approval from TSD is received, you may log in using the Username (email) and Password specified in Step 8

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Enclosure 9

Proxy Forms (Proxy Form A, Form B, and Form C)

- Attachment 9.1 proxy form A is general proxy form, simple to use.
- Attachment 9.2 proxy form B is proxy form that detailed authorization of each agenda item thoroughly, clearly, and fixedly.
- Attachment 9.3 proxy form C is specific form used only if the shareholder whose name is in the shareholders' register is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.

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(ปิดอากรแสตมป์ 20 บาท)

Affix stamp duty of THB

หนังสือมอบฉันทะ (แบบ ก.)

Proxy Form A

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....

I / We Nationality

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....

Residing at Road Tambol / Khwaeng

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

Amphur / Khet Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท ธนจิรา รีเทล คอร์ปอเรชั่น จำกัด (มหาชน)

Being a shareholder of Tanachira Retail Corporation Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

Holding the total amount of shares and having the right to vote equal to votes as follows:

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Ordinary share shares and having the right to vote equal to votes

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Preferred share shares and having the right to vote equal to votes

(3) ขอมอบฉันทะให้

Hereby appoint

.....อายุ.....ปี อยู่บ้านเลขที่.....

age years Residing at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Tambol / Khwaeng Amphur / Khet

จังหวัด.....รหัสไปรษณีย์.....หรือ

Province Postal Code or

(4) กรรมการอิสระของบริษัทฯ ดังต่อไปนี้

The independent directors of the Company as follows:

นายกิตติพล ปราโมช ณ อยุธยา อายุ 54 ปี เลขที่ 999/9 อาคารดิ ออฟฟิศเสต แอท เซ็นทรัลเวิลด์ ห้องเลขที่ โอเอฟเอ็มเอช 2807 และ โอเอฟเอ็มเอช 2812 ชั้น 28 ถนนพระราม 1 แขวงปทุมวัน เขตปทุมวัน กรุงเทพมหานคร 10330 หรือ

TANACHIRA

Mr. Kittipol Pramroj Na Ayudhya, 54 years, The Offices at Central World, Room OFMH 2807 & 2812, 28th floor 999/9 Rama 1 Rd, Pathumwan, Bangkok 10330, or

- นางพีรมาณ วรณพันธุลักษณะ อายุ 57 ปี เลขที่ 999/9 อาคารดิ ออฟฟิศเสส แอท เซ็นทรัลเวิลด์ ห้องเลขที่ โอเอฟเอ็มเอช 2807 และ โอเอฟเอ็มเอช 2812 ชั้น 28 ถนนพระราม 1 แขวงปทุมวัน เขตปทุมวัน กรุงเทพมหานคร 10330 หรือ

Mrs. Peeramarn Warunpantulak, 57 years, The Offices at Central World, Room OFMH 2807 & 2812, 28th floor 999/9 Rama 1 Rd, Pathumwan, Bangkok 10330, or

- นายวราธร วงศ์สว่างศิริ อายุ 43 ปี เลขที่ 999/9 อาคารดิ ออฟฟิศเสส แอท เซ็นทรัลเวิลด์ ห้องเลขที่ โอเอฟเอ็มเอช 2807 และ โอเอฟเอ็มเอช 2812 ชั้น 28 ถนนพระราม 1 แขวงปทุมวัน เขตปทุมวัน กรุงเทพมหานคร 10330

Mr. Warathorn Wongsawangsi, 42 years, The Offices at Central World, Room OFMH 2807 & 2812, 28th floor 999/9 Rama 1 Rd, Pathumwan, Bangkok 10330

- นายณัฐสร บุญถนอม อายุ 47 ปี เลขที่ 999/9 อาคารดิ ออฟฟิศเสส แอท เซ็นทรัลเวิลด์ ห้องเลขที่ โอเอฟเอ็มเอช 2807 และ โอเอฟเอ็มเอช 2812 ชั้น 28 ถนนพระราม 1 แขวงปทุมวัน เขตปทุมวัน กรุงเทพมหานคร 10330 หรือ

Mr. Nathasorn Boontanorm, 47 years, The Offices at Central World, Room OFMH 2807 & 2812, 28th floor 999/9 Rama 1 Rd, Pathumwan, Bangkok 10330

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้นประจำปี 2569 ในวันที่ 28 เมษายน 2569 เวลา 14.00 น. โดยจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one of them as my/our proxy in attending and voting on my/our behalf at the 2026 Annual General Meeting of Shareholders on 28 April 2026 at 2.00 p.m. through electronic conference (E-AGM), or such other date and time as the Meeting may be adjourned.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy in the said meeting shall be deemed as having been carried out by myself/ourselves.

ลงชื่อ / Signed.....ผู้มอบฉันทะ / Grantor
(.....)

ลงชื่อ / Signed.....ผู้รับมอบฉันทะ / Proxy
(.....)

ลงชื่อ / Signed.....ผู้รับมอบฉันทะ / Proxy
(.....)

ลงชื่อ / Signed.....ผู้รับมอบฉันทะ / Proxy
(.....)

หมายเหตุ / Remarks

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงใด

Shareholders who grant proxies must appoint only one proxy to attend the meeting and cast votes on their behalf. It is not permitted to allocate shares among multiple proxies for separate voting.

TANACHIRA

(เปิดอากรแสตมป์ 20 บาท)

Affix stamp duty of THB

หนังสือมอบฉันทะ (แบบ ข.)

Proxy Form B

เขียนที่

Written at

วันที่ เดือน พ.ศ.

Date Month Year

(1) ข้าพเจ้า สัญชาติ

I / We Nationality

อยู่บ้านเลขที่ ถนน ตำบล/แขวง

Residing at Road Tambol / Khwaeng

อำเภอ/เขต จังหวัด รหัสไปรษณีย์

Amphur / Khet Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท ธนจิรา รีเทล คอร์ปอเรชั่น จำกัด (มหาชน)

Being a shareholder of Tanachira Retail Corporation Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้

Holding the total amount of shares and having the right to vote equal to votes as follows:

หุ้นสามัญ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง

Ordinary share shares and having the right to vote equal to votes

หุ้นบุริมสิทธิ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง

Preferred share shares and having the right to vote equal to votes

(3) ขอมอบฉันทะให้

Hereby appoint

1) อายุ ปี อยู่บ้านเลขที่

age years Residing at

ถนน ตำบล/แขวง อำเภอ/เขต

Road Tambol / Khwaeng Amphur / Khet

จังหวัด รหัสไปรษณีย์ หรือ

Province Postal Code or

4) กรรมการอิสระของบริษัทฯ ดังต่อไปนี้

The independent directors of the Company as follows:

นายกิตติพล ปราโมช ณ อยุธยา อายุ 54 ปี เลขที่ 999/9 อาคารดิ ออฟฟิศเสต แอท เซ็นทรัลเวิลด์ ห้องเลขที่ โอเอฟเอ็มเอช 2807 และ โอเอฟเอ็มเอช 2812 ชั้น 28 ถนนพระราม 1 แขวงปทุมวัน เขตปทุมวัน กรุงเทพมหานคร 10330 หรือ

TANACHIRA

วาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัท ในรอบปี 2568

Agenda 2 To acknowledge the Company's operating results for the year 2025

ไม่ต้องออกเสียงลงคะแนนในวาระนี้ เนื่องจากเป็นวาระเพื่อทราบ

This agenda item is to acknowledge; therefore, no voting is required.

วาระที่ 3 พิจารณานุมัติการจัดสรรกำไรสุทธิเพื่อเป็นทุนสำรองตามกฎหมาย และการจ่ายเงินปันผล สำหรับผลการดำเนินงานปี 2568

Agenda 3 To consider and approve the allocation of net profit as a legal reserve and dividend payment from the operating results for the year 2025

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

□(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall have the right to vote according to my/our instruction as follows:
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 4 พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ

Agenda 4 To consider and approve the appointment of directors in replacement of those who must retire by rotation.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall have the right to vote according to my/our instruction as follows:
 การแต่งตั้งกรรมการทั้งหมด
The appointment of all nominated directors
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

การแต่งตั้งกรรมการเป็นรายบุคคล

The appointment of individual nominated directors as follows:

5.1 ชื่อกรรมการ นายชนพงษ์ จีราพานิชกุล

5.1 Name of Director: Mr. Tanapong Chirapanidchakul

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

TANACHIRA

5.2 ชื่อกรรมการ นายสรยุทธ โชคชัยนิรันดร์

5.2 Name of Director: Mr. Sarit Chokchainirand

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

5.3 ชื่อกรรมการ นางชัชวาลยา สุพรรณพงศ์

5.3 Name of Director: Mrs. Chataya Supanpong

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 5 พิจารณานุมัติงบการเงินประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2568

Agenda 3 To consider and approve the financial statements for the year ended 31 December 2025

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall have the right to vote according to my/our instruction as follows:
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการ ประจำปี 2569

Agenda 6 To consider and approve the directors' remuneration for the year 2026

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall have the right to vote according to my/our instruction as follows:
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 7 พิจารณานุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนแก่ผู้สอบบัญชีประจำปี 2569

Agenda 7 To consider and approve the appointment of auditors and the determination of audit fee for the year 2026

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

TANACHIRA

(b) The proxy shall have the right to vote according to my/our instruction as follows:

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 8 Other matters (if any)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to vote according to my/our instruction as follows:

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

5. การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Vote of the proxy on any agenda item which is not in accordance with my/our voting intention expressed in this Form of Proxy shall be invalid and shall not be regarded as the vote in my/our capacity as the shareholder.

6. ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the case that I/we have not specified my/our voting intention on any agenda item or not clearly specified or in the case that the meeting considers or passes resolutions on any matters other than those specified above, including in the case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem it appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

For any act(s) performed by the proxy at the meeting, it shall be deemed that such act(s) had been done by me in all respects except for the vote of the proxy which is not in accordance with my/our voting intentions expressed in this Proxy Form.

ลงชื่อ / Signed ผู้มอบฉันทะ / Grantor

(.....)

ลงชื่อ / Signed ผู้รับมอบฉันทะ / Proxy

(.....)

ลงชื่อ / Signed ผู้รับมอบฉันทะ / Proxy

(.....)

TANACHIRA

ลงชื่อ / Signed.....ผู้รับมอบฉันทะ / Proxy
(.....)

หมายเหตุ / Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.

2. วาระแต่งตั้งกรรมการสามารถแต่งตั้งกรรมการทั้งชุดหรือแต่งตั้งกรรมการเป็นรายบุคคล

In the agenda item regarding appointment of new directors, the whole set of nominated directors, or any individual nominated directors, can be appointed.

3. ในกรณีที่มิมีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข ตามแนบ

In the case that there are agenda items other than those specified above, the grantor of the proxy shall use the Attachment to Proxy Form B attached herewith to specify the additional agenda item(s).

TANACHIRA

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข

Attachment of Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ธนจิรา รีเทล คอร์ปอเรชั่น จำกัด (มหาชน)

The appointment of proxy by the shareholder of Tanachira Retail Corporation Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2569 ในวันที่ 28 เมษายน 2569 เวลา 14.00 น. ในรูปแบบ

การประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวันและเวลาอื่นด้วย

At the 2026 Annual General Meeting of Shareholders on 28 April 2026 at 2.00 p.m. through electronic conference (E-AGM), or such other date and time as the Meeting may be adjourned.

วาระที่.....เรื่อง.....

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to vote according to my/our instruction as follows:

เห็นด้วย

ไม่เห็นด้วย

งออกเสียง

Approve

Disapprove

Abstain

วาระที่.....เรื่อง.....

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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(b) The proxy shall have the right to vote according to my/our instruction as follows:

เห็นด้วย

ไม่เห็นด้วย

งออกเสียง

Approve

Disapprove

Abstain

วาระที่.....เรื่อง.....

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to vote according to my/our instruction as follows:

TANACHIRA

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่.....เรื่อง แต่งตั้งกรรมการ (ต่อ)

Agenda Approve of the appointment of directors (continued)

ชื่อกรรมการ.....

Name of Director

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ.....

Name of Director

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ.....

Name of Director

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่.....เรื่อง.....

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she
deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall have the right to vote according to my/our instruction as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่.....เรื่อง.....

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she

TANACHIRA

deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to vote according to my/our instruction as follows:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง

Approve _____ Votes Disapprove _____ Votes Abstain _____ Votes

วาระที่ เรื่อง

Agenda

Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she

deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to vote according to my/our instruction as follows:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง

Approve _____ Votes Disapprove _____ Votes Abstain _____ Votes

TANACHIRA

(ปิดอากรแสตมป์ 20 บาท)

Affix stamp duty of THB

หนังสือมอบฉันทะ (แบบ ค.)

Proxy Form C

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....

I / We Nationality

สำนักงานตั้งอยู่เลขที่.....ถนน.....ตำบล/แขวง.....

residing at Road Tambol / Khwaeng

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

Amphur / Khet Province Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (custodian) ให้กับ.....

Acting as the Custodian for.....

ซึ่งเป็นผู้ถือหุ้นของบริษัท ธนจิรา รีเทล คอร์ปอเรชั่น จำกัด (มหาชน)

Being a shareholder of Tanachira Retail Corporation Public Company Limited.

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

Holding the total amount of shares and having the right to vote equal to votes as follows:

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Ordinary share shares and having the right to vote equal to votes

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Preferred share shares and having the right to vote equal to votes

(2) ขอมอบฉันทะให้

Hereby appoint

1).....อายุ.....ปี.....อยู่บ้านเลขที่.....

age years Residing at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Tambol / Khwaeng Amphur / Khet

จังหวัด.....รหัสไปรษณีย์.....หรือ

Province Postal Code or

2) กรรมการอิสระของบริษัทฯ ดังต่อไปนี้

The independent directors of the Company as follows:

TANACHIRA

- นายกิตติพล ปราโมช ณ อยุธยา อายุ 54 ปี เลขที่ 999/9 อาคารดิ ออฟฟิศเสส แอท เซ็นทรัลเวิลด์ ห้องเลขที่ โอเอฟเอ็มเอช 2807 และ โอเอฟเอ็มเอช 2812 ชั้น 28 ถนนพระราม 1 แขวงปทุมวัน เขตปทุมวัน กรุงเทพมหานคร 10330 หรือ
Mr. Kittipol Pramoj Na Ayudhya, 54 years, The Offices at Central World, Room OFMH 2807 & 2812, 28th floor 999/9 Rama 1 Rd, Pathumwan, Bangkok 10330, or
- นางพีรมาณ วรณพันธุลักษณะ อายุ 57 ปี เลขที่ 999/9 อาคารดิ ออฟฟิศเสส แอท เซ็นทรัลเวิลด์ ห้องเลขที่ โอเอฟเอ็มเอช 2807 และ โอเอฟเอ็มเอช 2812 ชั้น 28 ถนนพระราม 1 แขวงปทุมวัน เขตปทุมวัน กรุงเทพมหานคร 10330 หรือ
Mrs. Peeramarn Warunpantulak, 57 years, The Offices at Central World, Room OFMH 2807 & 2812, 28th floor 999/9 Rama 1 Rd, Pathumwan, Bangkok 10330, or
- นายวราธร วงศ์สว่างศิริ อายุ 43 ปี เลขที่ 999/9 อาคารดิ ออฟฟิศเสส แอท เซ็นทรัลเวิลด์ ห้องเลขที่ โอเอฟเอ็มเอช 2807 และ โอเอฟเอ็มเอช 2812 ชั้น 28 ถนนพระราม 1 แขวงปทุมวัน เขตปทุมวัน กรุงเทพมหานคร 10330
Mr. Warathorn Wongsawangsi, 42 years, The Offices at Central World, Room OFMH 2807 & 2812, 28th floor 999/9 Rama 1 Rd, Pathumwan, Bangkok 10330
- นายณัฐสร บุญถนอม อายุ 47 ปี เลขที่ 999/9 อาคารดิ ออฟฟิศเสส แอท เซ็นทรัลเวิลด์ ห้องเลขที่ โอเอฟเอ็มเอช 2807 และ โอเอฟเอ็มเอช 2812 ชั้น 28 ถนนพระราม 1 แขวงปทุมวัน เขตปทุมวัน กรุงเทพมหานคร 10330 หรือ
Mr. Nathasorn Boontanorm, 47 years, The Offices at Central World, Room OFMH 2807 & 2812, 28th floor 999/9 Rama 1 Rd, Pathumwan, Bangkok 10330

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้นประจำปี 2569 ในวันที่ 28 เมษายน 2569 เวลา 14.00 น. โดยจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one of them as my/our proxy in attending and voting on my/our behalf at the 2026 Annual General Meeting of Shareholders on 28 April 2026 at 2.00 p.m. through electronic conference (E-AGM), or such other date and time as the Meeting may be adjourned.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี ดังนี้

In this Meeting, I/we grant my/our proxy to consider and vote on my/our behalf as follows:

- มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

To grant proxy according to the total number of shares held and having the right to vote

- มอบฉันทะบางส่วน คือ

To grant proxy in partial portions:

- หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Ordinary share shares and having the right to vote equal to votes

- หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Preferred share shares and having the right to vote equal to votes

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด.....เสียง

Total entitled vote..... votes

TANACHIRA

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this Meeting, I/we grant my/our proxy to consider and vote on my/our behalf as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2568

Agenda 1 To consider and certify the minutes of the 2025 Annual General Meeting of Shareholders

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to vote according to my/our instruction as follows:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง

Approve _____ Votes Disapprove _____ Votes Abstain _____ Votes

วาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัทในรอบปี 2568

Agenda 2 To acknowledge the Company's operating results for the year 2025

****ไม่ต้องออกเสียงลงคะแนนในวาระนี้ เนื่องจากเป็นวาระเพื่อทราบ****

This agenda item is to acknowledge; therefore, no voting is required.

วาระที่ 3 พิจารณานุมัติการจัดสรรกำไรสุทธิเพื่อเป็นทุนสำรองตามกฎหมาย และการจ่ายเงินปันผล สำหรับผลการดำเนินงานปี 2568

Agenda 3 To consider and approve the allocation of net profits as a legal reserve and dividend payment from the operating results for the year 2025

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to vote according to my/our instruction as follows:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง

Approve _____ Votes Disapprove _____ Votes Abstain _____ Votes

วาระที่ 4 พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ

Agenda 4 To consider and approve the appointment of directors in replacement of those who must retire by rotation

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

TANACHIRA

(จ) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to vote according to my/our instruction as follows:

การแต่งตั้งกรรมการทั้งหมด

The appointment of all nominated directors

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง

Approve _____ Votes Disapprove _____ Votes Abstain _____ Votes

การแต่งตั้งกรรมการเป็นรายบุคคล

The appointment of individual nominated directors as follows:

5.1 ชื่อกรรมการ นายธนพงษ์ จีราพานิชกุล

5.1 Name of Director: Mr. Tanapong Chirapanidchakul

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง

Approve _____ Votes Disapprove _____ Votes Abstain _____ Votes

5.2 ชื่อกรรมการ นายสุญต์ โขกชัยนิรันดร์

5.2 Name of Director: Mr. Sarit Chokchainirand

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง

Approve _____ Votes Disapprove _____ Votes Abstain _____ Votes

5.3 ชื่อกรรมการ นางสาวทยา สุพรรณพงศ์

5.3 Name of Director: Mrs. Chataya Supanpong

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง

Approve _____ Votes Disapprove _____ Votes Abstain _____ Votes

วาระที่ 5 พิจารณานุมัติงบการเงินประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2568

Agenda 5 **To consider and approve the financial statements for the year ended 31 December 2025**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to vote according to my/our instruction as follows:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง

Approve _____ Votes Disapprove _____ Votes Abstain _____ Votes

TANACHIRA

- วาระที่ 6** พิจารณานุมัติค่าตอบแทนกรรมการ ประจำปี 2569

Agenda 6 To consider and approve the directors' remuneration for the year 2026
for the year 2025

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to vote according to my/our instruction as follows:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง

Approve _____ Votes Disapprove _____ Votes Abstain _____ Votes

- วาระที่ 7** พิจารณานุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนแก่ผู้สอบบัญชีประจำปี 2569

Agenda 7 To consider and approve the appointment of auditors and the determination of
audit fees for the year 2026

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to vote according to my/our instruction as follows:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง

Approve _____ Votes Disapprove _____ Votes Abstain _____ Votes

- วาระที่ 8** พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 8 Other matters (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to vote according to my/our instruction as follows:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง

Approve _____ Votes Disapprove _____ Votes Abstain _____ Votes

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่ว่าเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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Vote of the proxy on any agenda item which is not in accordance with my/our voting intention expressed in this Form of Proxy shall be invalid and shall not be regarded as the vote in my/our capacity as the shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the case that I/we have not specified my/our voting intention on any agenda item or not clearly specified or in the case that the meeting considers or passes resolutions on any matters other than those specified above, including in the case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem it appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

For any act(s) performed by the proxy at the meeting, it shall be deemed that such act(s) had been done by me in all respects except for the vote of the proxy which is not in accordance with my/our voting intentions expressed in this Proxy Form.

ลงชื่อ / Signed ผู้มอบฉันทะ / Grantor
(.....)

ลงชื่อ / Signed ผู้รับมอบฉันทะ / Proxy
(.....)

ลงชื่อ / Signed ผู้รับมอบฉันทะ / Proxy
(.....)

ลงชื่อ / Signed ผู้รับมอบฉันทะ / Proxy
(.....)

หมายเหตุ

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

The Proxy Form C shall be applicable only for the shareholders in the share register book as foreign investors appointing a Custodian in Thailand.

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะคือ

- (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
- (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)

Evidences to be attached to the Proxy Form are:

- (1) A power of Attorney from the shareholder authorizing the custodian to sign the Proxy Form on his/her/its behalf.
- (2) A confirmation letter that the person signing the Proxy Form authorized to engage in the custodian business.

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and not split

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the number of shares to several proxies for splitting votes.

- วาระแต่งตั้งกรรมการสามารถแต่งตั้งกรรมการทั้งชุดหรือแต่งตั้งกรรมการเป็นรายบุคคล

In the agenda item regarding appointment of new directors, the whole set of nominated directors, or any individual nominated directors, can be appointed.

- ในกรณีที่มิ่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบอำนาจสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบอำนาจแบบ ค. ตามแนบ

In the case that there are agenda items other than those specified above, the grantor of the proxy shall use the Attachment to Proxy Form C attached herewith to specify the additional agenda item(s).

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ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค.

Attachment of Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ธนจิรา รีเทล คอร์ปอเรชั่น จำกัด (มหาชน)

The appointment of proxy by the shareholder of Tanachira Retail Corporation Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2569 ในวันที่ 28 เมษายน 2569 เวลา 14.00 น. ในรูปแบบ
การประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวันและเวลาอื่นด้วย

At the 2026 Annual General Meeting of Shareholders on 28 April 2026 at 2.00 p.m. through electronic
conference (E-AGM), or such other date and time as the Meeting may be adjourned.

วาระที่.....เรื่อง.....

Agenda

Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she
deems appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall have the right to vote according to my/our instruction as follows:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง

Approve _____ Votes Disapprove _____ Votes Abstain _____ Votes

วาระที่.....เรื่อง.....

Agenda

Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she
deems appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall have the right to vote according to my/our instruction as follows:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง

Approve _____ Votes Disapprove _____ Votes Abstain _____ Votes

วาระที่.....เรื่อง.....

Agenda

Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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(b) The proxy shall have the right to vote according to my/our instruction as follows:

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เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง

Approve _____ Votes Disapprove _____ Votes Abstain _____ Votes



วาระที่ เรื่อง เลือกตั้งกรรมการ (ต่อ)

Agenda

Approve of the appointment of directors (continued)

ชื่อกรรมการ

Name of Director

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง

Approve _____ Votes Disapprove _____ Votes Abstain _____ Votes

ชื่อกรรมการ

Name of Director

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง

Approve _____ Votes Disapprove _____ Votes Abstain _____ Votes

ชื่อกรรมการ

Name of Director

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง

Approve _____ Votes Disapprove _____ Votes Abstain _____ Votes

วาระที่ เรื่อง

Agenda

Subject

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to vote according to my/our instruction as follows:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง

Approve _____ Votes Disapprove _____ Votes Abstain _____ Votes

วาระที่ เรื่อง

Agenda

Subject

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to vote according to my/our instruction as follows:

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Approve _____ Votes Disapprove _____ Votes Abstain _____ Votes

วาระที่ เรื่อง

Agenda

Subject

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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(b) The proxy shall have the right to vote according to my/our instruction as follows:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง




Approve _____ Votes Disapprove _____ Votes Abstain _____ Votes

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Enclosure 10

Manual for Attending the Annual General Meeting of Shareholders for 2026 via Electronic Means (E-AGM) through the IR PLUS AGM Application, including procedures for attending the meeting and voting

Prior to register for attending the Annual General Meeting of Shareholders for year 2026 through Electronic means (E-AGM) via Mobile application or Web application IR Plus AGM, please download the IR Plus AGM Application or visit the web application <https://webagm.irplus.in.th> and obtain an Application manual from:

Scan for download IR Plus AGM Application IOS version 15 up	Scan for download IR Plus AGM Application Android version 9 up	Scan to access the system via the Web Application IR Plus AGM on a web browser
		

Scan for download IR Plus AGM application manual/ web application/ video Demonstration for registration and attending the 2026 E-AGM



The registration and self-identification processes are depicted below. When shareholders register or grant proxies via E-AGM and receive E-AGM attendance confirmation from the system, it should be noted that voting must be done via the mobile application or web application: <https://webagm.irplus.in.th> only. If a shareholder has any problem about the registration process.

Please contact IR Plus Call Center

Tel : 02-022-6200 Ext. 2

Email : irplus.agm@irplus.in.th

Line ID : @irplusagm or scan QR Code

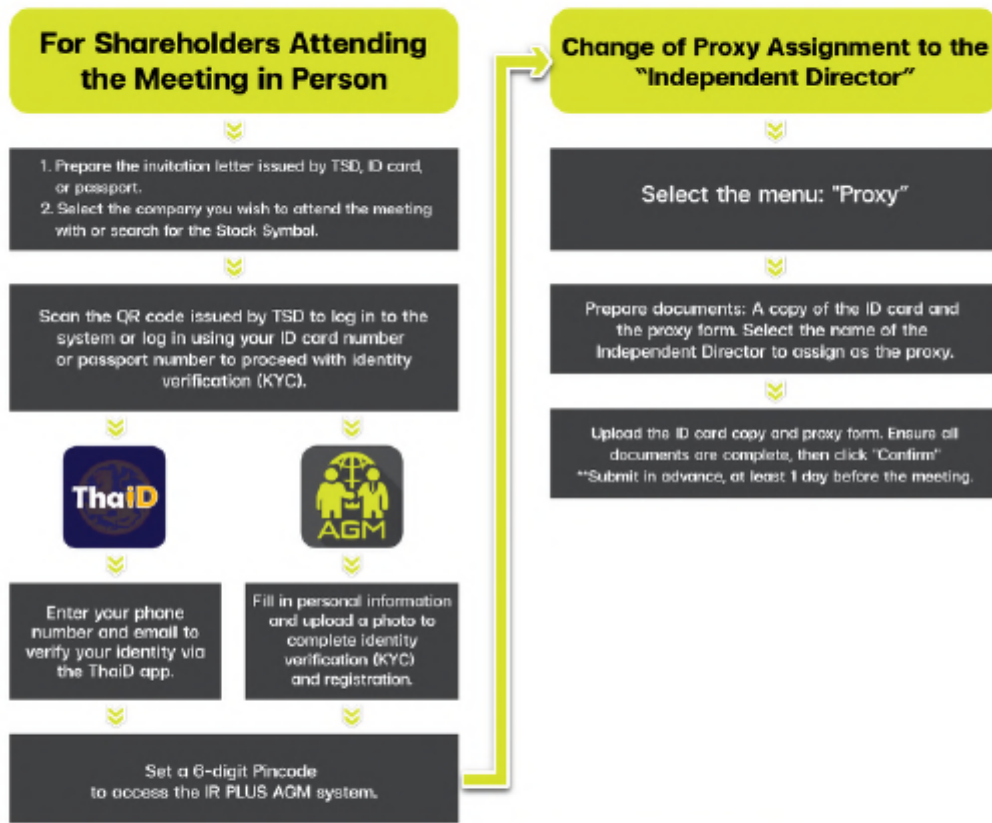


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Shareholders and proxy holders who wish to attend the meeting via electronic means in person may proceed in accordance with the procedures for submitting a request form to attend the meeting via electronic means, as follows:



Steps for Shareholders / Proxy Holders to Verify Identity (KYC) through the IR PLUS AGM System



On the meeting day, shareholders/proxy holders log in to the IR PLUS AGM system and enter the 6-digit Pincode to register for the meeting.

			
Download the Application IR PLUS AGM iOS system ver. 15 or higher	Download the Application IR PLUS AGM Android system ver. 9 or higher	User Manual IR PLUS AGM system TH and ENG	Meeting on Web App "webagm.irplus.in.th"

Contact Us
Add us on Line



@irplusagm

Call center : 02-023-8800 ext 2
e-mail : irplusagm@irplus.in.th

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Steps for Shareholders / Proxy Holders to Verify Identity (KYC) through the IR PLUS AGM System

Assigning Proxy to the "Independent Director"



Select the menu "Proxy-Direct"



The "Shareholder" logs in with their ID to authorize the "Independent Director"



Prepare documents: A copy of your ID card and the completed proxy form.



Select "Independent Director"
Choose the name of the Independent Director to assign as your proxy.



Upload documents Upload the ID card copy and completed proxy form. Ensure all documents are complete, then click "Confirm" and proceed with the process.



Set a 6-digit Pincode
to access the IR PLUS AGM system.

Proxy Holder Attending the Meeting



Select the menu "Proxy-Direct"



"Proxy Holder" logs in with their ID card number to complete the identity verification (KYC) process for meeting attendance.



Prepare documents: A copy of the ID card for both the "Shareholder" and the "Proxy Holder" along with the completed proxy form. If applicable, include company representative details.



Select "Other Names"
Enter the information for the "Proxy Holder"



Upload documents: Upload the ID card copies for both the "Shareholder" and the "Proxy Holder," along with the completed proxy form. Ensure all documents are complete, then click "Confirm" to proceed with the process.



Set a 6-digit Pincode
to access the IR PLUS AGM system.

On the meeting day, shareholders/proxy holders log in to the IR PLUS AGM system and enter the 6-digit Pincode to register for the meeting.



Download the
Application IR PLUS AGM
iOS system ver. 15 or higher



Download the
Application IR PLUS AGM
Android system ver. 9 or higher



User Manual
IR PLUS AGM system
TH and ENG



Meeting on Web App
"webagm@irplus.in.th"

Contact Us
Add us
on Line



@irplusagm

Call center : 02-023-8800 ext 2
e-mail : irplusagm@irplus.in.th

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Procedures for attending the Annual General Meeting of Shareholders via electronic means and voting

According to policy of Securities and Exchange Commission about principle for shareholder meeting of registered company, dated 19 February, 1999 which intends for listed companies to have guideline for good governance which will help develop confident to shareholders, investors, and all related parties, as well as conducting shareholders' meeting in conformance with transparency, fairness, and benefit to shareholders, the Company has resolved to conduct review of documents and evidence to identify shareholdership or oneself as a proxy of shareholder who have the right to attend the meeting for shareholders to perform accordingly. Due to some shareholders may be unfamiliar with principle of shareholders' meeting, the Company reserves right for lessen the presentation of documents or evidences to identify shareholdership or oneself as a proxy of shareholders as deemed appropriate.

Attend via electronic meeting system (IR Plus AGM)

The Company will begin opening the system for joining the general shareholder meeting before the meeting starts at 1:00 p.m. onwards. The meeting will be held on 28 April 2026, at 2:00 p.m. via the electronic system (e- AGM), provider of IR Plus AGM, e-Shareholder Meeting management systems, broadcast from the Meeting Room 38th Floor, 999/9 the Offices at Central World, Room OFMH 3801 Rama 1 Road, Pathumwan, Bangkok 10330 The meeting was held via electronic system only. And there will be no preparation of a venue/meeting room to accommodate shareholders in any way.

For individual shareholders who are Thai nationals

it is required that, prior to the Shareholders' Meeting, they verify and authenticate their identity in accordance with government identification standards. Additionally, they must install the application to participate in the meeting via electronic means. This includes identity verification and voting through the IR Plus AGM system. Shareholders may follow the steps outlined below:

- Shareholders with the right to attend the meeting are the Company's shareholders whose names appear on 13 March 2026, which is the date for determining shareholders' rights to attend the meeting and vote (Record Date) as specified. and announced in the Stock Exchange of Thailand only
- In order for the meeting to proceed smoothly When you wish to join an E-Meeting by registering for the E-Meeting and receiving confirmation of attending the E-Meeting from the system, your voting must be done through the application system. IR Plus AGM only

IR Plus AGM application and verifying your identity (KYC)

IR Plus AGM application The company provides a meeting channel through the IR Plus AGM application system. Shareholders/proxies who wish to attend the meeting through the IR Plus AGM application system can install the application. You can search for the name IR Plus AGM through the Google Play Store for Android and the App Store for iOS.

Conduct identity verification (KYC)

Before participating in the E-Meeting meeting , shareholders/proxies (In the case of having a proxy) identity verification (KYC) must be performed through the IR Plus AGM application system that has been installed. By filling in the personal information as shown on the screen completely and correctly. And prepare various documents as specified in the IR Plus AGM application,

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including ID card or copy of ID card. and proxy (In case of proxy) Meeting invitation letter must be complete. and take a photo to confirm your identity As specified by the IR Plus AGM application, the system will then send a One Time Password (“OTP”) to the shareholder's mobile phone number. /proxy has been provided in the system In order to confirm the identity of shareholders/proxies in the E-Meeting, the IR Plus AGM application system will open the system for shareholders/proxies to do KYC starting on 9 April 2026 time. 11.00 a.m. to 24 April 2026 For shareholders who wish to appoint a proxy to an independent director, complete KYC starting on 9 April 2026 time. 11.00 a.m. until 24 April 2026 in order to be ready to register to attend the meeting on the meeting day.

Check the correctness of the information and documents through the IR Plus AGM application

Shareholder/Proxy Agree and acknowledge that the Company has the right to verify its authenticity. and the completeness of the information and documents that you have provided. In the event that the Company has examined the documents and information that you have provided above and found that Such documents and information are true, accurate and complete. The company will approve and notify you of the successful identification results via the IR Plus AGM application so that you can set a password (Pin Code) for joining the meeting via the IR Plus AGM application yourself for your convenience. Safety of personal information and to preserve your rights Please keep the said password (Pin Code) secret and do not disclose it to anyone else. In the case where the company has checked the information and found that The information is incorrect, incomplete or false. The company will request additional documents. To confirm your identity or correctness or may proceed to refuse registration, as the case may be in which such refusal Shareholder/Proxy Confirmation of rights to attend the meeting through the IR Plus AGM application is not possible, but this will not disqualify you from attending the meeting at the meeting location.

Attending meetings and voting through the IR Plus AGM application system

- the KYC has been done and the shareholder has set a password (Pin Code) by themselves, the shareholder /Proxies can join the meeting via the IR Plus AGM application by scanning the barcode that appears on the meeting invitation letter. Which the securities registrar (Thailand Securities Depository Company Limited: TSD) has delivered to you. Or you can enter your national ID card number in your username. and enter your password (Pin Code)
- IR Plus AGM application system is the exclusive right of shareholders. Therefore, one username cannot be used to log in) IR Plus AGM to attend the meeting at the same time on multiple devices at the same time, therefore giving shareholders / proxies You must use your username (Username) and password (Pin Code) to attend the meeting in person only and the username (Username) and password (Pin Code) will not be assigned to any person.
- In the case where the proxy Accepting proxies from many shareholders The proxy will be able to attend the meeting instead 1 shareholder per 1 device.
- IR Plus AGM application, shareholders / proxies Can vote in advance for every agenda. When starting a meeting or voting on each agenda that is under consideration The votes of shareholders/proxies will be collected when the agenda is closed.

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- In counting votes, the company requires that the system cast all votes in favor of agree. And will bring the votes that do not agree Or abstain from voting and deduct from the total votes. Therefore, in the case that the shareholder/proxy wishes will vote “Disagree” or “Abstain from voting”, you must choose one of these votes. In the case that those who do not choose to vote in any way The system will assume that the shareholder/proxy has voted agree on the said agenda automatically.
- In the event that the shareholder/proxy leaves the meeting system by logging out before closing the vote on any agenda, the shareholder/proxy will not be included in the quorum for that agenda. and the votes of shareholders/proxies will not be counted in that agenda. However, leaving the meeting in the previous agenda The company does not take away the rights of shareholders/proxies to Log in to return to the meeting and vote on the next agenda that is still being considered by the meeting

Asking questions and express opinions during meetings

- IR Plus AGM application only in case shareholders/proxies have questions or wish to express opinions on any agenda. Shareholders/proxies can select the menu to express their opinions. This is where a microphone icon appears on the screen to ask questions or express opinions. The system will arrange them in order of time according to the requested time to allow you to ask questions or express opinions at the meeting on the said agenda, both audio and video. However, questions or comments must be questions. and/or express opinions related to that agenda only.
- In opening the opportunity to shareholders/proxies Ask questions in the meeting with audio and video. The company reserves the right to stop asking questions or expressing opinions by shareholders/proxies. If such questions or comments are rude, threatening, threatening, obscene, defamatory, or violate any law. or is a violation of the rights of others.
- during the meeting If any shareholder/proxy does anything that disturbs the meeting or causes annoyance to other meeting attendees. The company reserves the right to take any action. To suppress actions that disturb the meeting or cause annoyance to other meeting participants.

Personal information

- Personal data means information about an individual which enables that individual to be identified. Whether directly or indirectly, but not limited to name, surname, gender, national identification number Passport number, photo, date of birth, nationality, age
- The shareholder/proxy agrees to allow the company to collect. and process your personal data to carry out rights verification and confirm your identity according to the objectives specified by law related to the meeting
- The company will keep such personal information for the period specified by law, not exceeding 10 years. After that period has elapsed, the company will destroy the information from the system.

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Other requirements

- The content, images and audio of the meeting are the sole intellectual property of the Company, and the company does not allow you to record Modify or disseminate video and audio in meetings. The company reserves the right to take legal action against those who commit such acts.
- In the event that shareholders/proxies use various systems related to the meeting through IR Plus AGM in any way, which does not comply with this specification, or other manuals that the company had provided to shareholders for use in the meeting, causing the company to be damaged in any way Such shareholders/proxies will be liable to pay damages. Various expenses arising from litigation from third parties Including lawsuits filed by the company against shareholders/proxies who commit such acts.
- The company reserves the right to take any action. In the event that shareholders do not agree to comply with these requirements and the Ajarn considers suspending the right to participate in the meeting via the IR Plus AGM application system if during the meeting the shareholders/proxies do not proceed according to the requirements. This edition

Guidelines for Appointment of Proxy

The Company has prepared proxy forms for shareholders who cannot attend the Meeting, shareholders can appoint any person or the independent director of the Company to attend the Meeting and cast the votes on their behalf Pursuant to Announcement of Department of Business Development about defined proxy form (vol. 5), 2007 dated 2 February, 2007, defined format of proxy in subscriber meeting and shareholder meeting of public company limited in 3 formats, which shareholder shall use one of any formats as attached with invitation letter of the meeting.

Form	Description	In case
Form A	General proxy form, simple to use	In case that a shareholder requires a general proxy
Form B	Proxy form that detailed authorization of each agenda item thoroughly, clearly, and fixedly.	In case that a shareholder requires other person or independent director to be a proxy
Form C	Specific form used only if a shareholder whose name is in the shareholders' register is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.	Only if a shareholder whose name is in the shareholders' register is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.

Shareholders can download Proxy Form A, Form B, and Form C from the Company's website at

<https://www.tanachira.co.th/th/investor-relations/document/shareholder-meetings>

Shareholders who are unable to attend the Company's Shareholder Meeting via Electronic means (E-Meeting) in person can appoint a proxy by following these steps:

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1. Complete only one of the Proxy Form. A shareholder who does not appoint the Custodian shall use either Proxy Form A or Form B.
2. Appoint a person or an independent director of the Company as a proxy by filling in the required name and information, or by marking the box in front of the name of an independent director as specified by the Company on the Proxy Form, for only one person to act as a proxy to attend the meeting.
3. Allocation of shares to several proxies to vote in the meeting is not allowed. A shareholder shall authorize the proxy to cast votes equal to the total number of shares held by the shareholder. Authorizing less than the total number of shares is not allowed except for the Custodian appointed by foreign investors in accordance with Proxy Form C.
4. Please affix a Baht 20 stamp duty and specify the date of the Proxy Form across such stamp duty. For the convenience of shareholders, the Company has prepared the stamp duty for the proxy.
5. Appointment of a Proxy to Attend the Meeting
 - 5.1 Appointment of Proxy for E-Meeting Attendance on Behalf of the Shareholder

The shareholder or proxy shall proceed with items 1-2 and submit the Meeting Attendance Request Form (E-Request) in advance to receive the username and password for meeting registration, as per the Procedures for Submitting Meeting Attendance Request Form (E-Request) and Using Electronic Meeting Systems (E-Meeting) outlined in Enclosure 10. and are required to submit the original proxy form and supporting documents to the Company.
 - 5.2 Appointment of an independent director as a proxy to attend the E-meeting on behalf of the shareholder. The shareholder shall proceed with items 1 - 2 and submit the original proxy form and supporting documents to the Company. No additional submission of the Meeting Attendance Request Form (E-Request) is required."
 - 5.3 e-Proxy voting system of Thailand Securities Depository Company Limited (TSD), Thai Individual holders who are member of Investor Portal (IVP) and are verified by NDID (National Digital ID) can utilize the service through IVP. Fund managed by Asset Management Company, and Foreign juristic persons managed by Custodian can utilize the service through e-Proxy for Intermediaries (For more details, please contact TSD : 0 2009 9999)
6. Please send us the original proxy form and supporting documents, with a certified true copy signature, as soon as possible to reach the company before 24 April 2026, through the following channels:
 - 1) E-mail: companysecretary@tanachira.co.th or
 - 2) Postage: Tanachira Retail Corporation Public Company Limited, The Office of Company Secretary, 999/9 The Offices at Central World, Room OFMH 2807 & 2812, 28th floor Rama 1 Rd, Pathumwan, Bangkok 1033

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7. In case a shareholder desires to revoke the proxy, they must notify the Company of the revocation in written form prior to the commencement of the meeting.
8. The testimonial in the proxy will ensure that the proxy will act as the shareholder has authorized. If the proxy does not proceed as assigned, shareholders who have suffered damage can exercise their rights to take legal action against the persuaders and proxies.
9. To ensure the efficient conduct of the 2026 Annual General Meeting of Shareholders via the electronic system, the Company would like to invite shareholders to submit questions regarding the meeting agenda in advance. Shareholders are requested to send questions along with their name, shareholder registration number, telephone number, and email address where they can be contacted.

We kindly request shareholders to inform us of their intention to attend the meeting via the electronic system in advance. This is necessary because the company will utilize the "Username" and "Password" system to register and count votes during the meeting. Therefore, shareholders or proxies are requested to confirm their identity before attending the meeting.

Required Documents for Attending the Electronic Conferencing(E-AGM)

1. Natural person

1.1 Thai Nationality

- A. Attendance in person: a valid official document issued by government authorities wherein a photograph is shown, e.g. ID card, driving license, or passport. In the case where there has been a change of name and last name, the evidence showing such change must be presented.
- B. Attendance by Proxy:
 - A completed one of proxy form signed by the grantor and the proxy, with THB 20 duty stamp affixed;
 - A copy of an official document issued by government authorities of the shareholder certified by the shareholder; and
 - An official document issued by government authority of the proxy

1.2 Non-Thai nationality

- A. Certified true copy of passport of shareholder
- B. In case of proxy, certified true copy of passport of shareholder and identification card or passport (in case of foreigner) of proxy holder.

2. Juristic person:

2.1 Juristic Person registered in Thailand

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Attendance in person by an authorized representative

- A. A copy of the shareholder's affidavit issued by the governmental authority not more than 6 months prior to the date of the Meeting, certified true copy of the Company Affidavit by the person who has authorized to sign on behalf of the juristic person and seal of the juristic person (if any) affixed, and showing that the authorized representative has the authority to act on behalf of the juristic person shareholder.
- B. Certified true copy of identification card or passport (in case of a foreigner) of authorized director(s) who sign(s) proxy form, including identification card or passport (in case of a foreigner) of proxy holder

Attendance by proxy

- A. A completed one of proxy form signed by the authorized representative of the juristic person shareholder and the proxy, with THB 20 duty stamp and the seal (if any) affixed;
- B. A copy of the shareholder's affidavit issued by the governmental authority not more than 6 months prior to the date of the Meeting, certified by authorized representative and with the seal (if any) affixed and a power of attorney (if any) and showing that person who signs the Proxy Form has the authority to act on behalf of the juristic person shareholder.
- C. A copy of the identification card or passport (if the shareholder is a foreign national) of the authorized director who has signed the proxy letter,
- D. along with a copy of the identification card or passport (if the proxy recipient is a foreign national)

2.2 Juristic Person incorporated under a foreign law:

- A. The affidavit or certificate of incorporation of such juristic person issued by the governmental authority of the country where such juristic person is located and certified by the notary public or the governmental authority issued no more than 1 year prior to the date of this Meeting. Such affidavit or certificate of incorporation must contain the name of the juristic person, the address of the head office, and the name(s) of the authorized person(s) to sign on behalf of the juristic person, any restrictions or conditions of the authorized person(s); and
- B. A copy of identification card or passport (in the case of a foreign national) of the authorized director who has signed the proxy letter, along with a certified true copy of the identification card or passport (in the case of a foreign national) of the proxy recipient.

Any of the above documents that are not original in English must prepare a translation in English attached as well, and the person referring to in such document or the person authorized to act on behalf of such person shall be certified the correct translation.

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2.3 Shareholders should study the details of the meeting agenda before deciding to appoint a proxy.

Shareholder who is foreign investor and has appointed a custodian in Thailand to be their share depository:

- A. All documents similar to those specified in item 2.2 above;
- B. Power of attorney granted by the shareholder authorizing the custodian to sign the proxy form on his/her behalf; and
- C. Letter certifying that the custodian, who signs the roxy form, is permitted to engage in the custodian business.

Voting Procedures and Votes Counting

Criteria of Voting

Voting was to be done openly. The chairman of the meeting will recommend shareholders to consider and vote in each agenda. The chairman will ask for each agenda if shareholders agree, disagree, or no vote. The Company shall appoint an intermediary to check ballot and count vote in every agenda both the meeting room and Blockchain AGM Voting system.

- 1 The resolution would consist of the following votes:
 - In ordinary circumstances, the majority of votes cast by shareholders attending the meeting and casting vote would be deemed as a resolution. In the case of a tie, the Chairman of the meeting would cast the final vote.
 - In other circumstances where the law and/or Company's regulations prescribed differently from ordinary circumstances, the proceedings would be in accordance to such prescriptions. The Chairman would inform the shareholders prior to voting on each specific agenda item.
2. For proxy voting, proxies would cast votes as defined by the proxy grantors in proxy forms only.
3. A shareholder having special interest in any matter cannot vote on such matter. The Chairman of the Meeting may request such shareholder to leave the Meeting room during such time.

Criteria of Votes Counting

In accordance with the Company's Articles of Association item 31 stating that one share represented one vote. The Company would count the votes for agree, disagree, and no vote from the number of attending shareholders or proxies who attend and have the rights to vote. The Company would count ballots via barcode system in the meeting room and use Blockchain AGM Voting system via electronic means (E-AGM)

Before the meeting starts, the Chairman will inform that the Company would count the votes by deducting the disapproval vote, the abstain vote and voided ballot from the total number of votes (shares) present at the meeting and have the voting right. The remaining would be deemed the approval votes. The chairman would inform the Meeting about the voting result of each agenda before continuing to next agenda.

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Vote Casting and Vote Counting via Electronic Means (E-Voting)

1. One share shall have one vote
2. A shareholder attending the meeting in person and proxy must cast the votes in one of the following manners, i.e. approve, disapprove or abstain, and may not split the votes in each agenda item. (except for the proxy who is appointed by the custodian and using Proxy Form C may split the votes in each agenda item.)
3. Before voting on each agenda item, the Chairman will provide an opportunity for shareholders to ask questions or express their opinions on matters related to that agenda item, as deemed appropriate. Shareholders who wish to ask questions or make comments are requested to state their name and surname, along with an indication of whether they are attending in person or representing a proxy, prior to each inquiry or comment.
4. In the case that the grantor has specified the voting instruction in the proxy form, the Company shall record such votes, together with the registration to attend the Meeting of the proxy.
5. For the agenda of appointment of directors who are due to retire by rotation, the Company shall arrange the vote casting for the election of each nominated director individually.
6. The vote counting shall be conducted immediately and shall announce the voting results to the Meeting after the completion of the vote counting for each agenda item.
7. A shareholder or a proxy who has any special interests in any matter shall not be entitled to vote on such matter.
8. In the case of a tied, the Chairman of the Meeting shall have an additional vote as the deciding vote.

To ensure the efficient conduct of the 2026 Annual General Meeting of Shareholders via the electronic system, the Company would like to invite shareholders to submit questions regarding the meeting agenda in advance.

Shareholders are requested to send questions along with their name, shareholder registration number, telephone number, and email address where they can be contacted.

We kindly request shareholders to inform us of their intention to attend the meeting via the electronic system in advance. This is necessary because the company will utilize the "Username" and "Password" system to register and count votes during the meeting. Therefore, shareholders or proxies are requested to confirm their identity before attending the meeting.

Remark: In the event of any questions or any problems regarding registration or access to the electronic meeting system, please contact the IR PLUS AGM administrator, the service provider for the Company's meeting system, at telephone number 02-022-6200, extension 2, or via email at irplus.agm@irplus.in.th.

For the 2026 Annual General Meeting of Shareholders, the Company has engaged Online Asset Company Limited as an electronic meeting organizer via IR Plus AGM. Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows:

Privacy Notice in compliance with the Personal Data Protection Act, B.E. 2562 (2019) for the Annual General Meeting of Shareholders

The Company shall certify the following practices in order for shareholders and/or proxies to recognise and comprehend the collection, use, disclosure, and processing of Personal Data in accordance with the Personal Data Protection Act B.E. 2562 (2019);

1. Personal Data to be collected

It is necessary for the Company to collect Personal Data directly from shareholders and/or proxy holders. Personal Data consists of the following:

1.1 Personal Data of shareholders and/or proxy holders e.g., name, family name, identification number, date of birth, gender, shareholder's registration number, number of shares, photograph, video recording in the event.

1.2 Contact information e.g., address, telephone number, email, etc.

In the event of giving authorization, it is necessary for the Company to request for a copy of identification card/passport of authorized persons and/or proxy holders which may contain religion and nationality information. The Company does not wish to collect such sensitive information. The information's owner can conceal it prior to the document submission to the Company, Thailand Securities Depository Office and/or other relevant parties

2. Personal Data collection

A direct collection of Personal Data from the owner will be proceeded as deemed necessary to be in line with clear purposes as mentioned. The Company may collect Personal Data from any other sources, but only in necessity by means prescribed by law.

3. Purposes of collection, use and disclosure of Personal Data

The Company collects, uses, and discloses Personal Data for the following purposes:

3.1 to call for, hold and organize the shareholders' meeting which includes your identity authentication, document transmission, performing any action in order to comply with the resolution of the shareholders' meeting, organizing activities, and sending any newsletter or information offers for the benefit of the shareholders;

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3.2 to prepare the minutes of the shareholders' meeting and for your meeting attendance, to protect the security, and to exercise any relevant action as deemed necessary for legitimate interests of the Company and individuals within the limit which you might reasonably have been expected.

Therefore, the Company will collect, use, and disclose your Personal Data and the referred person without your consent as authorized by the Personal Data Protection Act, B.E. 2562 (2019): for legitimate interests of the Company or any other persons or juristic persons or for compliance with law to which the Company is subjected.

4. Your rights as the owner of Personal Data

As the owner of Personal Data, you have the rights as stipulated in the Personal Data Protection Act, B.E. 2562 (2019), which include the right to withdraw the consent, the right to access and obtain a copy of your Personal Data, the right to correct, delete or destroy your Personal Data, the right to request suspension of the processing of your Personal Data, the right to transfer your Personal Data according to the measures stipulated by law, the right of complaint and the right to dissent to the processing or disclosing of your Personal Data.

5. Disclosure of personal data to other persons or agencies

The Company may be required to disclose Personal Data to other persons or juristic persons or regulatory authorities, who work in cooperation with the Company for the compliance of the purposes as mentioned in this notice.

6. Personal Data Retention Period

The Company will retain your Personal Data under item 1 within the period specified by relevant law and/or as deemed necessary to achieve the purpose under item 3. The Company will later delete and destroy such data. Unless it is necessary to further retain such data as required by relevant law or for the protection of benefits of the Company.

7. Contact Information

For more details of Personal Data Protection, please contact:

To: Company Secretary

Tanachira Retail Corporation Public Company Limited

999/9 The Offices at Central World, Room OFMH 2807 & 2812, 28th floor

Rama 1 Rd, Pathumwan, Bangkok 10330

Tel : 06-1174-3117, 0-2-264-5081

Email: companysecretary@tanachira.co.th

TANACHIRA RETAIL CORPORATION PCL.

The Offices at Central World, Room OFMH2807 & 2812, 28th floor, 999/9 Rama1 Rd, Patumwan, Bangkok 10330 Tel. +662-264-5081