



**MAGURO**  
GROUP

Invitation to the 2026 Annual General  
Meeting of Shareholders  
Maguro Group Public Company Limited

Wednesday, April 29, 2026

Time 14.00 hrs.

The Berkeley Hotel Pratunum,  
SOMERSET A BALLROOM, 5<sup>th</sup> Floor,  
No 559 Ratchaprarop Road, Makkasan Subdistrict,  
Ratchathewi District, Bangkok 10400

Commencement of registration at the meeting venue at 12:00 hours.

Shareholders who wish to attend the meeting are requested to study the procedures for attending the meeting and appointing a proxy, as detailed in [Enclosure 1](#).

“Souvenirs, food and beverages will not be provided” in order to comply with the guidelines of regulatory authorities for listed companies and to promote sustainable business practices.

“The printed Annual Report 2025 / Form 56-1 One Report will not be distributed at the meeting.”

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For further information, please contact:

Company Secretary Department

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E-mail: [ComSec@magurogroup.com](mailto:ComSec@magurogroup.com)

Investor Relations

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## Annual General Meeting of Shareholders 2026

CS 042/2026

April 1, 2026

**Subject:** Invitation to the Annual General Meeting of Shareholders for the Year 2026

**To:** Shareholders of Maguro Group Public Company Limited

- Enclosures**
1. Terms, Conditions, and Procedures for Meeting Attendance, Proxy Appointment, and Voting
  2. Minutes of the Annual General Meeting of Shareholders for the Year 2025 on Tuesday, April 22, 2025.
  3. Annual Report for the Year 2025 (Form 56-1 One Report) and Financial Statements for the Year Ended December 31, 2025 (QR Code.)
  4. Documents for Agenda 7: Information of individuals nominated for election as directors.
  5. Documents for Agenda 8: Information of nominees for appointments as auditors.
  6. Information on independent directors for proxy appointments by shareholders.
  7. Proxy forms A, B, and C (Form B is recommended).
  8. Company regulations specifically related to shareholder meetings.
  9. Pre-meeting question submission form for the Annual General Meeting of Shareholders for the Year 2026
  10. Request Form for the Annual Report for the Year 2025 (Form 56-1 One Report)
  11. Map of the Meeting Venue

At the Board of Directors Meeting No. 1/2026 of Maguro Group Public Company Limited (the “Company”), held on Wednesday, February 25, 2026, it was resolved to convene the Annual General Meeting of Shareholders for the Year 2026 on Wednesday, April 29, 2026, at 14.00 hours. At The Berkeley Hotel Pratunum, SOMERSET A BALLROOM, 5<sup>th</sup> Floor, No 559 Ratchaprarop Road, Makkasan Subdistrict, Ratchathewi District, Bangkok 10400 to consider the following agenda:

**Agenda 1** **Matters for the Chairman to inform the meeting.**

- Report on the right to propose agenda items and nominate individuals for directorial election.
- Report on the pre-meeting question submission concerning the Annual General Meeting agenda.

## Annual General Meeting of Shareholders 2026

### **Agenda 2 To consider and certify the minutes of the Annual General Meeting of Shareholders 2025.**

(Voting: Majority vote of the shareholders presents and voting)

**Facts and Rationale:** The minutes of the Annual General Meeting of Shareholders for the Year 2024, held on Tuesday, April 22, 2025, at the company's office, have been prepared and completed within 14 days after the meeting in compliance with Section 96 of the **Public Limited Companies Act B.E. 2535 (1992)** (including amendments), and published on the company's website (www.maguro.co.th) details as shown in the **Enclosure 2.**

**Board of Directors' Opinion:** It is deemed appropriate to propose that the Annual General Meeting of Shareholders certify the minutes of the Annual General Meeting of Shareholders for the Year 2025 held on Tuesday, April 22, 2025, which have been duly recorded in accordance with the meeting agenda.

### **Agenda 3 To acknowledge the report on the Company's operational results 2025.**

(Voting: This agenda item is for acknowledgment; therefore, no voting is required)

**Facts and Rationale:** In compliance with Article 37 of the Company's regulations, which require the Annual General Meeting of Shareholders to acknowledge the Board's report on the company's activities for the past year, the company has summarized its operational results in the report for the year 2025 / Form 56-1 One Report, details as shown in the **Enclosure 3** in QR Code format.

**Board of Directors' Opinion:** It is deemed appropriate to propose that the Annual General Meeting of Shareholders acknowledge the operational results of the company for the year 2025.

### **Agenda 4 To consider and approve the financial statements of the company for the year ended December 31, 2025.**

(Voting: Majority vote of the shareholders presents and voting)

**Facts and Rationale:** In compliance with Section 112 of the Public Limited Companies Act and Articles 37 and 41 of the company's regulations, the Board of Directors is required to prepare a balance sheet and income statement as of the end of the fiscal year to be presented to the Annual General Meeting of Shareholders for approval. The financial statements must be audited and certified by the auditor before being presented to the shareholders.

In this case, The Audit Committee has reviewed the company's financial statements for the fiscal year ended December 31, 2025, which have been audited and signed by PricewaterhouseCoopers ABAS Ltd. (PwC) and approved by the Board, details as shown in the **Enclosure 3** in QR Code format.

**Board of Directors' Opinion:** It is deemed appropriate to propose that the shareholders' meeting approve the financial statements for the year ended December 31, 2025, which have been audited by a certified public accountant and reviewed and approved by the Audit Committee. The Board of Directors has duly approved such financial statements.

## Annual General Meeting of Shareholders 2026

### Agenda 5 To consider and approve the allocation of net profit as legal reserve and dividend payment 2025.

(Voting: Majority vote of the shareholders presents and voting)

**Facts and Rationale:** To comply with Section 115 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 46 of the Company's Articles of Association, which stipulate that dividends shall be paid only out of profits and that dividend payments must be approved by the shareholders' meeting. In this regard, the Board of Directors may, from time to time, approve the payment of interim dividends to shareholders when it considers that the Company has sufficient profits. Any such interim dividend payment shall be reported to the shareholders at the next shareholders' meeting.

In addition, to comply with Section 116 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 47 of the Company's Articles of Association, the Company is required to allocate not less than 5 percent of its annual net profit, less accumulated losses brought forward (if any), to a legal reserve until such reserve reaches at least 10 percent of the Company's registered capital.

Currently, the Company has a registered capital of THB 63,000,000 and a legal reserve of THB 6,300,000, representing 10 percent of the registered capital, which is in full compliance with the legal requirements and the Company's Articles of Association. Therefore, the Company is not required to allocate additional net profit to the legal reserve.

The Company has a policy to pay dividends to shareholders at a rate of not less than 40 percent of net profit based on the separate financial statements, after corporate income tax and after the allocation to the legal reserve as required by law and the Company's Articles of Association.

For the operating results of the year 2025, the Company has determined to pay dividends to shareholders at the rate of THB 0.71 per share. During 2025, the Board of Directors approved an interim dividend payment from the operating results for the period from January 1, 2025, to June 30, 2025, at the rate of THB 0.25 per share, which was paid on September 12, 2025.

Accordingly, the remaining dividend to be paid is THB 0.46 per share, resulting in a total dividend payment for the operating results from January 1, 2025, to December 31, 2025, at THB 0.71 per share, equivalent to approximately 60 percent of the net profit based on the separate financial statements.

**Board of Directors' Opinion:** The Board of Directors deems it appropriate to propose to the shareholders' meeting for consideration and approval of the following matters:

- 1. To acknowledge** the interim dividend payment at the rate of THB 0.25 per share, which was already paid on September 12, 2025.
- 2. To approve** the omission of additional allocation of net profit from the Company's operating results for the year 2025 to the legal reserve, as the Company has already fully complied with the legal reserve requirement prescribed by law.
- 3. To approve** the dividend payment to shareholders from the operating results for the period from January 1, 2025, to 31 December 31, 2025, at the rate of

THB 0.71 per share, representing 60 percent of net profit. The Company has already paid an interim dividend at the rate of THB 0.25 per share, and the remaining dividend to be paid is THB 0.46 per share.

**Agenda 6 Consideration and approval of the remuneration of company directors and subcommittee directors 2026.**

(Voting: Requires no less than two-thirds (2/3) of the total votes of shareholders attending the meeting)

**Facts and Rationale:** To comply with Section 90 of the Public Limited Companies Act and Article 22 of the company's Articles of Association, which stipulates that "Company directors are entitled to receive director remuneration from the company in the form of rewards, meeting allowances, gratuities, bonuses, or other compensations as determined by the shareholders' meeting's resolution with votes no less than 2/3 (two-thirds) of the total votes of shareholders attending the meeting. The remuneration may be set as a fixed amount or based on certain criteria, and it may be determined as a one-time payment or effective until changed by a resolution of a subsequent shareholders' meeting. Additionally, company directors are entitled to various allowances and benefits in accordance with company regulations."

The Nomination and Remuneration Committee has considered the details of the benchmarking study on directors' remuneration and subcommittee members' remuneration for the year 2026, proposed to remain at the current rates. Such benchmarking has been conducted against listed companies on the Stock Exchange of Thailand within the same industry and of comparable size, to ensure that the remuneration is fair and reasonable, and commensurate with the duties and responsibilities of the directors in overseeing policies and strategies closely. This is to ensure the Company's business can be effectively supported while maintaining efficient and effective cost control.

The total remuneration is proposed not to exceed THB 4,500,000, with details of remuneration as follows:

Position	Year of proposal 2026 (THB/time)	Year of proposal 2025 (THB/time)
<b>1. Board of Directors</b>		
- Chairman	37,500	37,500
- Director	22,000	22,000
<b>2. Audit Committee</b>		
- Chairman	32,000	32,000
- Director	22,000	22,000
<b>3. Executive Committee</b>		
- Chairman	10,000	10,000
- Director	6,000	6,000

Annual General Meeting of Shareholders 2026

Position	Year of proposal 2026 (THB/time)	Year of proposal 2025 (THB/time)
<b>4. Risk Management Committee</b>		
- Chairman	30,000	30,000
- Director	15,000	15,000
<b>5. Nomination and Remuneration Committee</b>		
- Chairman	30,000	30,000
- Director	15,000	15,000
<b>6. Environment, Social and Corporate Governance Committee</b>		
- Chairman	30,000	30,000
- Director	15,000	15,000

**Director Bonus:** The Company will calculate the bonus payment from the remaining approved director compensation amount, with the Board of Directors considering the conditions, details and bonus payment rates as appropriate.

**Other Benefits:** None

**Opinion of the Board of Directors:** The Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders for consideration and approval the remuneration of the Board of Directors and subcommittee members for the year 2026 at the current rates, as approved by the Nomination and Remuneration Committee and the Board of Directors.

**Agenda 7 Consider approving the election of directors to replace directors who have left their positions according to their terms.**

(Voting: Majority vote of the shareholders presents and voting)

**Facts and Rationale:** In compliance with Section 71 of the Public Limited Companies Act and Article 17 of the company's Articles of Association, it is stipulated that at every annual general meeting of shareholders, one-third (1/3) of the directors shall retire. If the number of directors cannot be exactly divided into three parts, the number closest to one-third (1/3) shall retire. Directors who retire by rotation may be re-elected. For the directors who must retire in the first and second years after the conversion of the company, the drawing of lots will determine who shall retire. In subsequent years, the directors who have been in office the longest shall retire.

Currently, the company's Board of Directors consists of 9 directors. At the Annual General Meeting of Shareholders in 2026, 3 directors must retire by rotation, as follows:

1. Mrs. Waewkane Assoratgoon Independent Director
2. Mr. Ronnakad Chinsamran Director
3. Mr. Eakkaluk Sangsareedumrong Director

## Annual General Meeting of Shareholders 2026

The company has announced the criteria for shareholders to propose agenda items for the 2025 Annual General Meeting of Shareholders and to nominate individuals for election as directors of the company from November 13, 2025, to January 9, 2026. However, upon the expiration of this period for shareholders to make proposals, no shareholder has nominated any individual for consideration as a director of the company for the 2025 Annual General Meeting, either by postal mail or electronic mail.

The Nomination and Remuneration Committee (excluding interested directors) has undertaken the nomination process by considering and screening candidates in accordance with the Board composition, including qualifications, skills, knowledge, capabilities, experience, and expertise deemed appropriate and most beneficial to the Company's operations. The proposed candidates have also been carefully and thoroughly reviewed by the Board of Directors and are considered to possess all required qualifications in compliance with relevant regulations and to be suitable for the Company's business.

Accordingly, it is deemed appropriate to nominate the following three individuals for appointment as directors of the Company and to propose to the Annual General Meeting of Shareholders for the year 2026 to consider their appointment in place of the directors retiring by rotation in 2026, as follows:

1. Mrs. Waewkanee Assoratgoon as an Independent director / Chairman of the company for another term.
2. Mr. Ronnakad Chinsamran as a director of the company for another term.
3. Mr. Eakkalurk Sangsareedumrong as a director of the company for another term.

In this regard, the three nominated individuals are deemed suitable for appointments as directors of the Company, as they possess the knowledge and capabilities that would be beneficial to the Company's operations, in line with the composition of the Board of Directors. The Board of Directors has also considered and resolved to approve that the first nominated individual be appointed as an Independent Director, as he/she possesses qualifications in accordance with the relevant legal requirements relating to independent directors and fully meets the Company's definition of independence, and is able to provide independent opinions in compliance with the applicable criteria.

Details of the nominated candidates for appointments as directors are set out in Enclosure 4. Opinion of the Board of Directors: The Board of Directors deems it appropriate to propose to the shareholders' meeting for consideration and approval the election of three individuals as directors of the Company in replacement of the directors retiring by rotation, as follows:

1. Mrs. Waewkanee Assoratgoon Independent Director
2. Mr. Ronnakad Chinsamran Director
3. Mr. Eakkalurk Sangsareedumrong Director

The nominated individuals have duly undergone a thorough screening and careful consideration process by the Nomination and Remuneration Committee and the Board of Directors in

## Annual General Meeting of Shareholders 2026

accordance with the Company's established procedures and are considered to possess qualifications in compliance with the relevant criteria and to be suitable for the Company's business operations.

In addition, the first nominated director shall serve as an Independent Director of the Company, possessing qualifications in accordance with the applicable laws relating to independent directors and in line with the definition of an independent director as prescribed by the Stock Exchange of Thailand, and is able to express independent opinions in compliance with the relevant rules and regulations.

In this regard, directors who have an interest in this matter were not present at the meeting and did not participate in the voting at the Board of Directors' meeting.

### **Agenda 8** **Consideration of approval of the appointment of the Company's auditor and determination of the auditor's remuneration 2026**

(Voting: Majority vote of the shareholders presents and voting)

**Facts and Rationale:** In accordance with Section 120 of the Public Limited Companies Act and Article 37 of the company's Articles of Association, which require the annual general meeting of shareholders to appoint an auditor and determine the auditor's fees each year, the appointment of the same auditor is possible.

Therefore, at this Annual General Meeting of Shareholders, it is necessary to appoint the company's auditor and set the remuneration for the auditor for the year 2025. In selecting an auditor with the appropriate qualifications and reasonable audit fees for the year 2025, the Audit Committee has considered and recommends the appointment of one of the auditors from PricewaterhouseCoopers ABAS Ltd. (PwC) as follows:

1. Ms. Waraporn Worathitikun, CPA No. 4474 and/or
2. Mr. Krit Chatchavalwong, CPA No. 5016 and/or
3. Ms. Sanicha Akarakittilap, CPA No. 8470 and/or

The audit fee for the year 2026, for the fiscal year ending December 31, 2026, is proposed at THB 2,200,000, as recommended by the Audit Committee following its appropriate review and consideration, and as approved by the Board of Directors.

Details of the Auditor's Remuneration are as follows:

Audit Fee	2026 (Proposed Year)	2025	Increase
Audit fee and quarterly review fee	THB 2,200,000	THB 2,000,000	THB 200,000

The above audit fee excludes other service fees (Non-Audit Fees)

Other service fees (Non-Audit Fees) for 2026: None

## Annual General Meeting of Shareholders 2026

All three proposed auditors possess qualifications in accordance with the notifications of the Securities and Exchange Commission regarding auditor rotation. None of them has performed audit or review duties and expressed an opinion on the Company's financial statements for seven consecutive fiscal years.

In addition, PricewaterhouseCoopers ABAS Ltd. (PwC) and the proposed auditors have no relationship or interest with the Company, its subsidiaries, management, major shareholders, or related persons of such parties. Therefore, they are independent in performing the audit and expressing opinions on the Company's financial statements.

Details of the proposed auditors for the year 2026 are set out in [Enclosure 5](#).

**Opinion of the Board of Directors:** The Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders for consideration and approval the appointment of any one of the auditors from PricewaterhouseCoopers ABAS Ltd. as the Company's auditor to review and audit the Company's financial statements for the year 2025.

The audit fee for the year 2026, for the fiscal year ending December 31, 2026, is proposed at THB 2,200,000, as recommended by the Audit Committee following its appropriate review and consideration, and as approved by the Board of Directors.

### **Agenda 9 Other matters (if any)**

**Facts and Rationale:** To allow shareholders to question and/or express opinions to the Board of Directors (if any) and/or for the Board to clarify and respond to shareholders' inquiries, there will be no other matters proposed for approval and no voting will take place in this agenda item.

The company has set the Record Date for shareholders entitled to attend the Annual General Meeting of Shareholders for the Year 2026 on Tuesday, March 17, 2026.

In the event that a shareholder is unable to attend the meeting in person and wishes to appoint a proxy, the shareholder may appoint an independent director (details as set out in [Enclosure 6](#)) or any other person to attend and vote on his/her behalf at the meeting. Please complete all required information, affix your signature, and indicate the date in the Proxy Form (Form A, Form B, or Form C) as attached herewith ([Enclosure 7](#)), and submit the proxy form together with the supporting documents to the Company prior to the meeting date.

For convenience in verifying documents, the Company kindly requests that shareholders submit such documents at least one (1) day prior to the meeting date. The Company reserves the right to deny registration for attendance at the meeting in the event that the documents are incomplete or incorrect.



## Annual General Meeting of Shareholders 2026

Shareholders are hereby invited to attend the meeting at the date, time, and venue as specified. Registration for the meeting will be available from 12:00 hours onwards. The Company has no policy to provide souvenirs, food, or beverages for this meeting.

Yours Sincerely,

A handwritten signature in blue ink, appearing to read "Waewkane A", written in a cursive style.

(Waewkane Assoratgoon)

Chairman of the Board

Maguro Group Public Company Limited

Company Secretary Department

## Terms, Conditions and Procedures for Attending the Meeting, Proxy Appointment, and Voting.

### 1. In case of attending the meeting in person

- A registration form is duly signed by the shareholder.
- A shareholder who is a Thai individual must present a valid government-issued identification document bearing a photograph, such as a national ID card, government officer ID card, driver's license, or passport, at the registration desk.
- A shareholder who is a foreign individual must present a foreign identification certificate, passport, or document used in lieu of a passport at the registration desk.

### 2. In case of proxy appointment

- A shareholder may appoint any person as proxy; however, only one proxy is entitled to attend the meeting and vote in accordance with the proxy form attached hereto.
- The grantor may specify voting instructions for each agenda item (approve, disapprove, or abstain) in the proxy form, so that the proxy may vote in accordance with such instructions.
- The proxy shall submit the duly completed and signed proxy form to the Chairman of the Meeting and/or the person designated by the Chairman prior to the meeting. In case of any amendment or deletion of any material information, the grantor must sign to certify each such change. The proxy form must be affixed with a duty stamp of THB 20 (the Company will bear the stamp duty).

### Supporting Documents for Proxy Appointment

- **In case the grantor is a Thai individual:**
  1. A registration form duly signed by the proxy.
  2. A proxy form (Form A or Form B) as attached to the meeting notice or downloaded from [www.maguro.co.th](http://www.maguro.co.th), duly completed and signed by both the grantor and the proxy.
  3. A copy of the grantor's national ID card or government officer ID card, certified true and correct by the grantor.
  4. The proxy must present his/her national ID card or government officer ID card.
- **In case the grantor is a non-Thai individual:**
  1. A registration form duly signed by the proxy.
  2. A proxy form (Form A or Form B) as attached to the meeting notice or downloaded from [www.maguro.co.th](http://www.maguro.co.th), duly completed and signed by both the grantor and the proxy.
  3. A copy of the grantor's foreign identification certificate, passport, or any document used in lieu of a passport, certified true and correct by the grantor.

## Annual General Meeting of Shareholders 2026

4. A copy of the proxy's national ID card, government officer ID card, foreign identification certificate, passport, or any document used in lieu of a passport, duly certified as a true copy by the proxy.
- **In case the grantor is a juristic person**
    - **Thai juristic person:**
      1. A registration form duly signed by the proxy.
      2. A proxy form (Form A or Form B) as attached to the meeting notice or downloaded from [www.maguro.co.th](http://www.maguro.co.th), duly completed and signed by the authorized signatory(ies) of the juristic person (as grantor) and the proxy.
      3. A copy of the company affidavit issued by the Ministry of Commerce or other competent authority, issued not more than 6 months prior, certified true and correct by the authorized signatory(ies) of such juristic person, together with a power of attorney (if any). The document must clearly indicate that the person signing the proxy form as grantor has the authority to act on behalf of the juristic person which is the shareholder.
      4. A copy of the national ID card or government officer ID card of the authorized signatory(ies) of the juristic person, duly certified as a true copy by such person(s).
      5. A copy of the national ID card or government officer ID card of the proxy, duly certified as a true copy by such person.
    - **Non-Thai juristic person (foreign investor) appointing a Custodian in Thailand to hold and safeguard shares:**
      1. A registration form duly signed by the proxy.
      2. A proxy form (Form C) as attached to the meeting notice or downloaded from [www.maguro.co.th](http://www.maguro.co.th), duly completed and signed by the authorized signatory(ies) of the juristic person (as grantor) and the proxy.
      3. A copy of the custodian's certificate of juristic person registration issued by the Ministry of Commerce, dated not more than 6 months prior to the shareholders' meeting, duly certified as a true copy by the authorized signatory(ies) of the juristic person or the custodian's authorized representative (in case a power of attorney authorizes such person to certify the documents).
      4. A copy of the national ID card or government officer ID card of the authorized signatory(ies) of the custodian, duly certified as a true copy by such person(s).
      5. A copy of the national ID card or government officer ID card of the proxy, duly certified as a true copy by such person.
      6. A confirmation letter stating that the person signing the proxy form on behalf of the custodian is duly authorized to operate the custodian business.
      7. A copy of the power of attorney from the foreign investor shareholder authorizing the custodian to sign the proxy form on its behalf.

## Annual General Meeting of Shareholders 2026

In this regard, any documents not originally in English must be accompanied by an English translation, certified as true and correct by the shareholder or the authorized signatories of such juristic person.

- At the Annual General Meeting of Shareholders for the year 2026, if a shareholder is unable to attend the meeting in person, the shareholder may appoint any person as proxy at his/her discretion, or may appoint any of the Company's independent directors as proxy to attend the meeting and vote on his/her behalf, as follows:

1. **Mr. Chakphat Naskarn**, Chairman of the Audit Committee; **or**
2. **Mr. Sam Tansakul**, Audit Committee Member.

Shareholders who wish to appoint the Company's independent directors as proxy are requested to submit the duly completed and signed proxy form in accordance with the above requirements, together with supporting documents, to the Company in advance at least 1 day prior to the meeting (proxy documents), at the following address:

Company Secretary Department  
Maguro Group Public Company Limited  
1706/26 Safebox Office Building, Rooms 8, 9, 10, 11, 2nd Floor  
Rama VI Road, Rong Mueang Sub-district, Pathum Wan District  
Bangkok 10330, Thailand

- The proxy who wishes to attend the meeting must present his/her national ID card, government officer ID card, or passport (for foreign nationals) for registration.

3. **In the case of a deceased shareholder**, the estate administrator may attend the meeting in person or appoint a proxy to attend on his/her behalf. A court order appointing the estate administrator, certified by an authorized person and issued not more than 6 months prior to the meeting date, must also be presented.

4. **In the case of a minor shareholder**, the parent(s) or legal guardian may attend the meeting in person or appoint a proxy to attend on his/her behalf. A copy of the house registration of the minor shareholder must also be presented.

5. **In the case of an incompetent or quasi-incompetent shareholder**, the guardian or curator may attend the meeting in person or appoint a proxy to attend on his/her behalf. A court order appointing the guardian or curator, certified by an authorized person and issued not more than 6 months prior to the meeting date, must also be presented.

## Annual General Meeting of Shareholders 2026

### Registration

The Company's staff will open registration at least 2 hours prior to the commencement of the meeting, or from 12:00 hours onwards. The Company uses a barcode system for registration; therefore, for convenience and speed, shareholders and/or proxies are requested to present the registration form (with barcode), which has been delivered together with the meeting documents, to the registration staff on the meeting date.

- **In case of attending in person:**
  - Proceed to the registration desk and submit the registration form with barcode, together with identification documents for verification of the right to attend the meeting.
  - Receive voting ballots for each agenda item.
  
- **In case of proxy:**
  - Proceed to the document verification desk and submit only one proxy form (either Form A, B, or C), duly completed and signed by both the grantor and the proxy, together with supporting documents for verification.
  - Proceed to the registration desk and submit the registration form with barcode, together with the proxy form and supporting documents that have been verified by the staff.
  - Receive voting ballots for each agenda item.

### Quorum

At a shareholders' meeting, there must be at least twenty-five (25) shareholders and proxies (if any), or not less than one-half (1/2) of the total number of shareholders, attending the meeting. In addition, the aggregate number of shares held by those present must be not less than one-third (1/3) of the total issued shares in order to constitute a quorum.

### Voting

1. Voting shall be conducted by open ballot, with one share entitled to one vote. Resolutions of the shareholders' meeting shall be passed as follows:

1.1 In normal cases, a resolution shall be passed by a majority vote of the shareholders present at the meeting and entitled to vote. In the event of a tie, the Chairman of the Meeting shall have a casting vote.

1.2 In other cases where the law and/or the Company's Articles of Association prescribe otherwise, such provisions shall prevail. The Chairman of the Meeting will inform the shareholders prior to voting on each such agenda item.

2. In the case of proxy, the proxy must vote strictly in accordance with the instructions specified by the grantor in the proxy form.

## Annual General Meeting of Shareholders 2026

3. A shareholder who has a special interest in any matter shall not be entitled to vote on such matter, and the Chairman of the Meeting may request such shareholder to temporarily leave the meeting room.

4. Voting by secret ballot may be conducted upon the request of at least five (5) shareholders present at the meeting and subject to a resolution of the meeting approving such request. The Chairman of the Meeting shall determine the method of secret ballot and inform the meeting prior to such voting.

The Company reserves the right to permit only those persons whose documents are complete and duly valid to attend the meeting.

Minutes of the 2025 Annual General Meeting of Shareholders, via electronic  
on Tuesday, April 22, 2025, at 14:00 hrs.

**Directors present at the Meeting** (representing 89%)

1. Mrs. Waewkane Assoratgoon Chairman of the Board Directors / Independent Director / Member of Audit Committee / Member of Nomination and Remuneration Committee / Member of Environment Social and Governance Committee
2. Mr.Chakaphat Naskan Independent Director / Chairman of Audit Committee /Chairman of Risk Management Committee
3. Mr. Siwat Chawareewong Independent Director / Member of Audit Committee / Chairman of Nomination and Remuneration Committee
4. Mr. Ekaluck Wangchucherdkul Director / Chairman of Executive Committee
5. Mr. Napol Kamthornkittikul Director / Member of Risk Management Committee / Member of Environment Social and Governance Committee
6. Mr. Eakkalurk Sangsareedumrong Director / Chairman of Environment Social and Governance Committee / Member of Executive Committee
7. Mr. Ronnakad Chinsamran Director / Member of Executive Committee / Member of Nomination and Remuneration Committee / Member of Risk Management Committee
8. Mr. Jakkrit Saisomboon Director / Member of Executive Committee / Chief Executive Officer

**Directors do not present at the Meeting**

1. Mr.Chatcharas Sriarun Director / Member of Executive Committee

**The executives present at the Meeting**

1. Mr. Peerapon Stirayakon Chief People Officer and Company Secretary
2. Mrs. Tipawan Tantipongse Chief Financial Officer
3. Miss. Jiwara Porjit Chief Operating Officer
4. Mr. Teerapob Kranlert Chief Marketing Officer

**The auditor from PricewaterhouseCoopers ABAS Limited.**

1. Miss Sukhumaporn Wongariyaporn Certified Public Accountant No. 4843
2. Miss Waraporn Worathitikul Certified Public Accountant No. 4474
3. Miss Napanuch Aphichatsathian Certified Public Accountant No. 5266

## Annual General Meeting of Shareholders 2026

### Witnesses who observed the vote counting

Ms.Supreedakumpu

Proxy holder from shareholders

### The Meeting started at 14.00 hrs.

Before the consideration of the meeting agenda, Ms. Kanokthip Charoenratsamee, who served as the moderator, reported to the meeting as follows:

1. The Annual General Meeting of Shareholders for the year 2025 of Maguro Group Public Company Limited (the “Company”) is being held in electronic format via the Inventech Connect system. This is in compliance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and the Ministry of Digital Economy and Society Notification regarding Security Standards for Electronic Meetings B.E. 2563 (2020), as well as other relevant regulations. The Company has engaged a specialized and certified electronic meeting service provider as follows:

1.1 A certified meeting control system (Zoom Meeting).

1.2 The Inventech Connect voting system, which has undergone a self-assessment of compliance by the Electronic Transactions Development Agency (ETDA).

2. For this meeting, the Company will collect, use, and disclose personal data, including still images, audio, and video recordings of all attendees, for the purposes of recording and preparing meeting minutes, managing the meeting, etc.

3. The Company has set the record date for shareholders entitled to attend the Annual General Meeting of Shareholders for the year 2025, in accordance with the Securities and Exchange Act B.E. 2535 (1992) (Section 89/26), as March 14, 2025.

### **Information regarding voting procedures, vote counting, and the process for asking questions or expressing opinions was provided as follows:**

1. In casting votes at the meeting, shareholders shall have voting rights equal to the number of shares they hold and/or have been authorized to vote by proxy, with each share considered as one vote.

2. Each shareholder is entitled to cast one vote in favor, against, or abstain on each matter, except for shareholders acting as custodians who are permitted to split their votes.

3. For agenda item 6, concerning the election of directors to replace those retiring by rotation, individual voting will be conducted in accordance with good corporate governance principles.

4. The meeting will consider matters in the order of the agenda specified in the invitation to the meeting. Information will be presented for each agenda item, and shareholders will be given the opportunity to ask questions before voting. The voting results for each agenda item will be announced to the meeting sequentially upon completion of the vote count.

5. To cast a vote, shareholders should select the agenda item they wish to vote on and then click the “Vote” button. The system will display three options for casting votes: “Agree,” “Disagree,” and

## Annual General Meeting of Shareholders 2026

“Abstain.” For shareholders or proxy holders representing multiple parties, the system will display the names of all those represented, and voting will be conducted on an individual basis.

To cancel a vote, press the “Cancel Vote” button. For any shareholder who does not cast a vote within the specified time, the Company will consider that shareholder to “Agree” with that agenda item. Votes can be amended until the closure of voting is announced for that agenda item. The Company will provide 1 minute for voting. Once the submission of voting results for each agenda item is closed, the results of that item will be announced to the meeting.

6. In the case of proxy appointments from multiple shareholders using the same email and phone number for identity verification, the system will consolidate the names of the appointing shareholders under the same user account, unless different emails and phone numbers are used for verification. In the latter case, the system will not consolidate the names, and separate user accounts will be created. To access other accounts, select the “User Account” menu and click the “Switch Account” button to access the accounts of other appointing shareholders. Switching accounts will not remove votes from the meeting database.

7. If a shareholder logs out of the meeting before the voting closure for any agenda item, that shareholder’s votes will not be counted towards the quorum for that particular item, and the votes will not be counted for the remaining agenda items immediately. However, logging out during one agenda item will not forfeit the right of the shareholder or proxy holder to rejoin the meeting and cast votes on agenda items that have not yet been processed in the system.

8. For asking questions or expressing opinions in the meeting room before voting on each agenda item, the Company will provide attendees with the opportunity to inquire or express their views on relevant issues as appropriate. To do so, select the agenda item you wish to ask about or comment on, then click the “Question” button. You can submit your inquiry via text by typing your question and then clicking the “Send Question” button. The Company will read and respond to questions relevant to that agenda item for the meeting’s information. However, if a large number of questions are submitted, the Company reserves the right to consider and select questions as appropriate.

At this meeting, there are 12 shareholders attending in person and 337 shareholders by proxy, totaling 349 shareholders, holding a combined total of 99,320,181 shares, representing 78.83 percent of the Company’s total issued and paid-up shares of 126,000,000 shares. This constitutes a quorum as stipulated in the Company’s Articles of Association. The meeting agenda comprises a total of 9 items in sequence.

**Mrs. Waewkanee Assoratgoon, Chairman of the Board Directors, who chaired the Meeting.** greeted the shareholders and informed the meeting that a quorum was present. As the Chairperson of the meeting, she therefore declared the meeting open for consideration of the agenda items as outlined in the invitation to the meeting, as follows:

## Annual General Meeting of Shareholders 2026

### Agenda 1: Chairman's Announcement to the Meeting

The Chairman informed the Meeting as follows:

1. In accordance with good corporate governance practices, the Company provided shareholders with the opportunity to propose agenda items and nominate individuals for consideration as directors. The Company published the criteria for shareholders to propose agenda items and nominate individuals for director candidacy on its website, [www.maguro.co.th](http://www.maguro.co.th), from November 28, 2024, to January 17, 2025. Upon the expiration of the period for shareholders to propose agenda items and nominate individuals for director candidacy for the 2025 Annual General Meeting of Shareholders, it appeared that no shareholders with the required qualifications submitted any agenda items or nominated individuals for consideration as directors, either by postal mail or electronic mail (E-mail). The shareholders are hereby informed accordingly.

2. Furthermore, recognizing the importance of shareholders and to promote good corporate governance, the Company established a system for receiving questions. This allowed shareholders to submit advance questions regarding the agenda items of the Annual General Meeting of Shareholders via postal mail and electronic mail (E-mail) from April 1, 2025, onwards. As of the date of this meeting, no shareholders had submitted any advance questions.

### Agenda 2: To Consider and Approve the Minutes of the 2024 Annual General Meeting of Shareholders

The Chairman the Company had prepared the minutes of the 2024 Annual General Meeting of Shareholders within 14 days from the date of the meeting, as required by law. The Board of Directors had reviewed the minutes of the 2024 Annual General Meeting of Shareholders held on Thursday, March 14, 2024, and found that they accurately recorded all agenda items. Therefore, the Board deemed it appropriate to propose that the 2025 Annual General Meeting of Shareholders approve the said minutes.

The Chairman allowed the shareholders present at the Meeting to raise questions or to share opinions.

- No shareholders raised any questions.-

The Chairman requested the shareholders to vote on the approval of the minutes of the 2024 Annual General Meeting of Shareholders.

Resolution of the Meeting: The meeting approved the minutes of the 2024 Annual General Meeting of Shareholders by a unanimous vote of the majority of the shareholders and proxy holders present and entitled to vote, excluding abstentions from the voting base, as follows:

Votes	Number of votes	Percentage
Approval	99,295,981	100.0000
Disapproval	0	0.0000
Abstention	20,000	-
<b>Total (347 persons)</b>	<b>99,315,981</b>	<b>-</b>

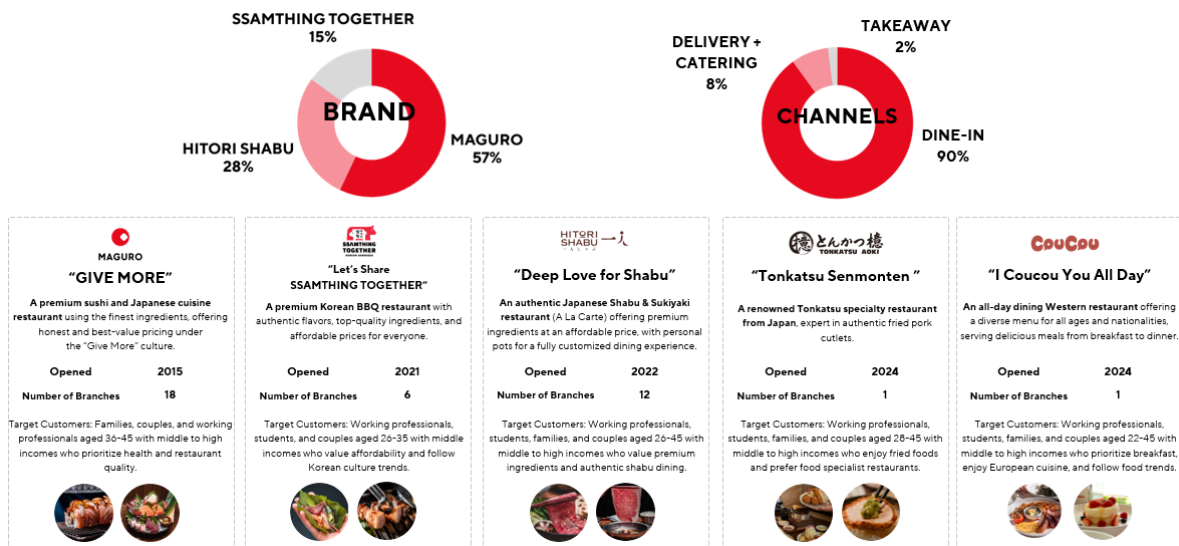
Agenda 3: To Acknowledge the Company's Operating Performance Report for the Year 2024

The Chairman assigned Mr. Jakkrit Saisomboon, Chief Executive Officer, and Mrs. Tipawan Tantipongse, Chief Financial Officer, to present the Company's operating performance to the meeting.

Mr. Jakkrit Saisomboon, Chief Executive Officer, reported the Company's operating performance for the year 2024, with the following summary:

- 2015: The Company commenced business under the name Maguro Group Company Limited with a registered capital of 1 million baht and opened its first MAGURO Japanese restaurant branch at Chic Republic Bangna.
- 2017: The first branch in a Shopping Center was opened at Mega Bangna, which was the 5th MAGURO branch.
- 2019: The first branch in the CBD was opened at Siam Square One, which was the 8th MAGURO branch.
- 2020: The MAGURO Go delivery channel was launched to provide convenience to consumers, supported by a professional team to deliver food that meets customer needs.
- 2021: Lombard Asia V, L.P. invested through Holistic Impact Pte Ltd., and the first SSAMTHING TOGETHER Korean BBQ restaurant branch was opened at Mega Bangna.
- 2022: The authentic Japanese shabu-shabu and sukiyaki restaurant in a personal pot format with premium ingredients, HITORI SHABU, opened its first branch at Siam Paragon.
- 2024: The Company converted to a Public Limited Company, increased its registered capital to 63,000,000 baht, reduced the par value to 0.50 baht per share, and undertook other related actions for listing and IPO on June 5, 2024

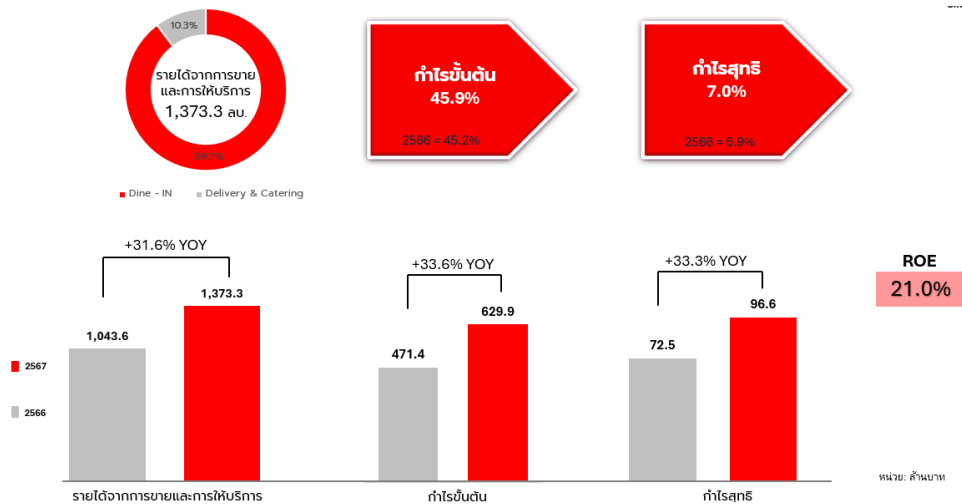
Business Overview 2024



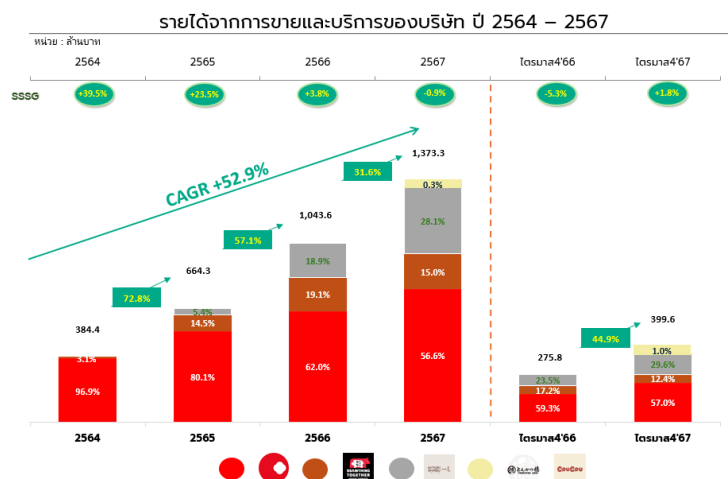
The Company's Awards and Achievements in 2024:

- Received "The Thailanders Most Popular Premium Japanese Restaurant 2024" award in The Thailanders Top Business Organizations & Social Impact Sustainability Awards category from The Thailanders Magazine event.
- Received the "GrabThumbsUp Awards 2024" in the Best-Selling Japanese Restaurant (Bangkok Metropolitan Region) category from the annual top restaurant awards by GrabFood, a leading food delivery platform.
- Leading Sustainable Tourism Enabler Excellence 2024
- Robinhood Awards 2024

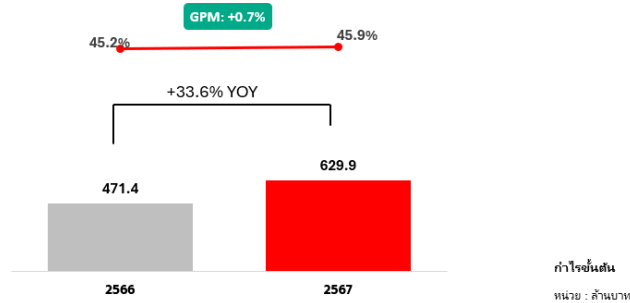
Mrs. Tipawan Tantipongse, Chief Financial Officer. The meeting was informed that this agenda item was to present the Company's operating performance report for the period from January 1 to December 31, 2024, in the Form 56-1 One Report or the 2024 Annual Report, which had been provided to shareholders in the form of a QR Code along with the invitation to the meeting for their further consideration. The key financial highlights were summarized as follows:



Overview of Operating Revenue



Gross Profit and Gross Profit Margin (GPM)

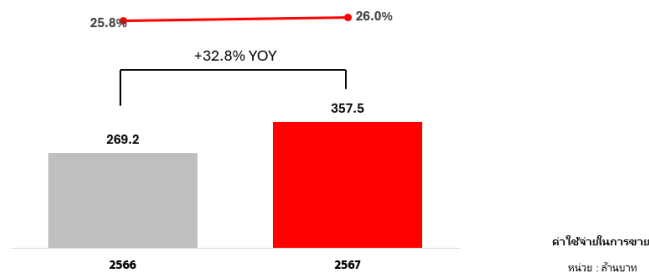


**เปรียบเทียบ ปี 2567 และ ปี 2566**

**กำไรขั้นต้น 629.9 ล้านบาท เพิ่มขึ้น 158.5 ล้านบาท เพิ่มขึ้น 33.6%** โดยมีสาเหตุหลักมาจาก: สาเหตุหลักมาจากต้นทุนวัตถุดิบที่ลดลงและรายได้ที่เพิ่มขึ้นจากแบรนด์ใหม่ ส่งผลให้ประสิทธิภาพด้านต้นทุนและกำไรดีขึ้น

**อัตรากำไรขั้นต้นในปี 2567 อยู่ที่ 45.9% เพิ่มขึ้นจาก 45.2% ในปี 2566** โดยมีสาเหตุหลักมาจาก: บริษัทมีการบริหารจัดการต้นทุนที่มีประสิทธิภาพเพื่อรักษาความสามารถในการแข่งขันและเพิ่มอัตรากำไรขั้นต้น ความสำเร็จนี้เกิดขึ้นได้จากการปรับใช้กลยุทธ์การเพิ่มประสิทธิภาพห่วงโซ่อุปทาน เพื่อให้มั่นใจถึงประสิทธิภาพที่มากขึ้นและความสามารถในการทำกำไรในระยะยาว

Selling Expenses and Selling Expenses to Sales Revenue

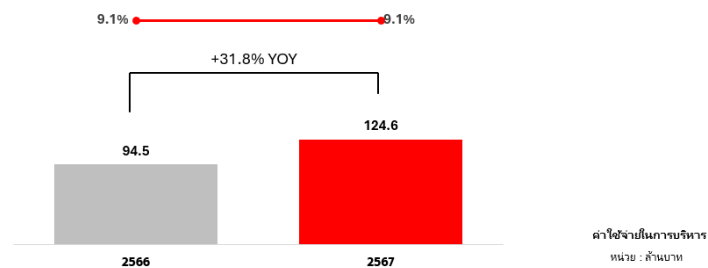


**เปรียบเทียบ ปี 2567 และ ปี 2566**

**ค่าใช้จ่ายในการขาย 357.5 ล้านบาท เพิ่มขึ้น 88.3 ล้านบาท เพิ่มขึ้น 32.8%** โดยมีสาเหตุหลักมาจาก: การเพิ่มขึ้นนี้เกิดจากการเปิดสาขาใหม่ 13 สาขาในปี 2567

**ค่าใช้จ่ายในการขายต่อรายได้อยู่ที่ 26.0% เพิ่มขึ้น 0.2% จากปีที่แล้ว** โดยมีสาเหตุหลักมาจาก: อัตรากำไรขั้นต้นในการขายต่อรายได้ที่เพิ่มขึ้นเล็กน้อยเกิดจากการขยายสาขาใหม่และการเปิดตัวแบรนด์ใหม่

Administrative Expenses and Administrative Expenses to Sales Revenue

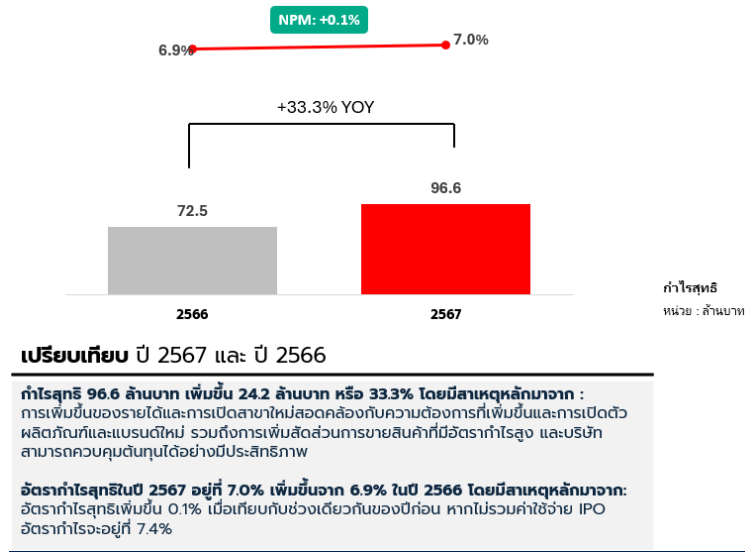


**เปรียบเทียบ ปี 2567 และ ปี 2566**

**ค่าใช้จ่ายในการบริหาร 124.6 ล้านบาท เพิ่มขึ้น 30.1 ล้านบาท หรือ 31.8%** โดยมีสาเหตุหลักมาจาก: สาเหตุหลักสำหรับการเพิ่มขึ้นคือการเพิ่มขึ้นของเงินเดือน ผลประโยชน์ของพนักงาน ค่าลิขสิทธิ์ และต้นทุนที่เกี่ยวข้องกับระบบเพื่อรองรับการเติบโตของบริษัท นอกจากนี้ ในช่วงครึ่งแรกของปี 2567 บริษัทมีค่าใช้จ่ายครั้งเดียวสำหรับการเสนอขายหุ้น IPO จำนวน 7.1 ล้านบาท รวมถึงค่าที่ปรึกษาทางการเงินและต้นทุนประชาสัมพันธ์ โดยค่าใช้จ่าย IPO จะเกิดขึ้นครั้งเดียว

**ค่าใช้จ่ายในการบริหารต่อรายได้ อยู่ที่ 9.1% เช่นเดียวกับปีที่แล้ว** โดยมีสาเหตุหลักมาจาก: อย่างไรก็ตามหากหักค่าใช้จ่าย IPO ที่เกิดขึ้นครั้งเดียวนี้ อัตรากำไรขั้นต้นในการบริหารจะลดลงจาก 9.1% เป็น 8.6% ซึ่งแสดงให้เห็นถึงประสิทธิภาพด้านต้นทุนที่ดีขึ้นเมื่อเทียบกับปีก่อนหน้า

Net Profit and Net Profit Margin (NPM)



The Chairman opened the floor for questions and comments from the shareholders present at the meeting.

Mr. Sasithorn Mosaeng, a shareholder, inquired whether the proportion of salmon usage had increased or decreased after the introduction of Thai fish dishes.

Mrs. Tipawan Tantipongse, Chief Financial Officer, clarified that the overall proportion of salmon usage had decreased. It was previously stated that salmon dishes would account for approximately 20%, but this has been adjusted down to around 15%.

The Chairman allowed the shareholders present at the Meeting to raise questions or to share opinions.

- No shareholders raised any questions.-

The Chairman noted that as this agenda item was for acknowledging the Company's operating performance report for the year 2024, no voting was required.

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

Agenda 4: To Consider and Approve the Company's Financial Statements for the Year Ended December 31, 2024

The Chairman assigned Mrs. Tipawan Tantipongse, Chief Financial Officer, to present the Company's financial statements to the meeting.

Mrs. Tipawan Tantipongse, Chief Financial Officer, informed the meeting that this agenda item was to present the Company's financial statements for the year 2024, ended December 31, 2024. These statements have been audited and certified by PricewaterhouseCoopers ABAS Limited (PwC), the Company's auditor, and reviewed by the Audit Committee. They were sent to shareholders along with the invitation to the

## Annual General Meeting of Shareholders 2026

2025 Annual General Meeting of Shareholders. The Company's financial performance for the year 2024 is as follows:

งบแสดงฐานะการเงิน	ณ วันที่ 31 ธันวาคม 2566	ณ วันที่ 31 ธันวาคม 2567	เปลี่ยนแปลง เพิ่ม/ (ลด)	
	ล้านบาท	ล้านบาท	ล้านบาท	ร้อยละ
สินทรัพย์รวม	814	1,392	578	71%
หนี้สินรวม	547	739	192	35%

**Total assets** increased by 578 million baht, primarily due to an increase in cash and cash equivalents from operating revenue, as well as cash received from the payment of newly issued ordinary shares. Additionally, the expansion of new branches led to an increase in right-of-use assets and property, plant, and equipment.

งบแสดงฐานะการเงิน	ณ วันที่ 31 ธันวาคม 2566	ณ วันที่ 31 ธันวาคม 2567	เปลี่ยนแปลง เพิ่ม/ (ลด)	
	ล้านบาท	ล้านบาท	ล้านบาท	ร้อยละ
สินทรัพย์รวม	814	1,392	578	71%
หนี้สินรวม	547	739	192	35%

**Total liabilities** increased by 192 million baht, primarily due to an increase in lease liabilities related to branch expansion and employee benefit obligations.

งบกำไรขาดทุนเบ็ดเสร็จ หน่วย : ล้านบาท	12 เดือน (ม.ค.-ธ.ค.)			เปลี่ยนแปลง
	2566	2567		
รายได้จากการขายและการให้บริการ	1,043.6	1,373.3	329.7	31.6%
กำไรสุทธิ	72.5	96.6	24.2	33.3%

**Revenue from sales and services** increased by 329.7 million baht, primarily due to the opening of a total of 13 new branches, including 2 new brands.

งบกำไรขาดทุนเบ็ดเสร็จ หน่วย : ล้านบาท	12 เดือน (ม.ค.-ธ.ค.)			เปลี่ยนแปลง
	2566	2567		
รายได้จากการขายและการให้บริการ	1,043.6	1,373.3	329.7	31.6%
กำไรสุทธิ	72.5	96.6	24.2	33.3%

**Net profit** increased by 24.2 million baht, primarily due to effective cost of sales management and efficient control of selling and administrative expenses.

**The Chairman** allowed the shareholders present at the Meeting to raise questions or to share opinions.

- No shareholders raised any questions.-

**The Chairman** requested the shareholders to vote on the approval of the Company's financial statements for the year ended December 31, 2024.

**Resolution of the Meeting:** The meeting resolved to approve the Company's financial statements for the year ended December 31, 2024, by a unanimous vote of the majority of the shareholders and proxy holders present and entitled to vote, excluding abstentions from the voting base, as follows:

## Annual General Meeting of Shareholders 2026

Votes	Number of votes	Percentage
Approval	99,300,181	100.0000
Disapproval	0	0.0000
Abstention	20,000	-
Total (349 persons)	99,320,181	-

### Agenda 5: To Consider and Approve the Allocation of Net Profit as Legal Reserve and the Payment of Dividends for the Year 2024

The Chairman assigned Mrs. Tipawan Tantipongse, Chief Financial Officer, to present the allocation of net profit as legal reserve and the payment of dividends for the year 2024 to the meeting.

Mrs. Tipawan Tantipongse, Chief Financial Officer, informed the meeting that in compliance with Section 116 of the Public Limited Companies Act and Article 47 of the Company's Articles of Association, which stipulates that the Company must allocate a portion of its annual net profit, not less than 5 percent, as a legal reserve, after deducting any brought-forward accumulated losses (if any), until the reserve amounts to not less than 10 percent of the registered capital. Currently, the Company has a registered capital of 63,000,000 baht and a legal reserve of 6,300,000 baht, representing 10 percent of the Company's registered capital, which meets the requirements of the law and the Company's Articles of Association. Therefore, the Company will not allocate any additional annual net profit to the legal reserve.

The Company has a policy to pay dividends to shareholders at a rate of not less than 40 percent of the net profit from the separate financial statements, after deducting corporate income tax and after the allocation of legal reserve and other reserves as required by the Company's Articles of Association. Based on the Company's operating results for the period from January 1, 2024, to March 31, 2024, the Board of Directors approved the payment of an interim dividend to shareholders at the rate of 0.37 baht per share, which was paid on May 15, 2024. Furthermore, based on the operating results from January 1, 2024 to December 31, 2024, the Board of Directors has considered the payment of a dividend to shareholders at the rate of 0.67 baht per share, or 60 percent of the net profit. This leaves an additional dividend payment to shareholders of 0.30 baht per share.

The Chairman allowed the shareholders present at the Meeting to raise questions or to share opinions.

- No shareholders raised any questions.-

The Chairman requested the shareholders to vote on the approval of the allocation of net profit as legal reserve and the payment of dividends for the year 2024.

**Resolution of the Meeting:** The meeting resolved to approve the non-allocation of net profit as legal reserve for the year 2024 as the Company's legal reserve is already fully in compliance with the statutory requirements. The meeting acknowledged the interim dividend payment of 0.37 baht per share, which the

## Annual General Meeting of Shareholders 2026

Company had already paid on May 15, 2024. Furthermore, the meeting approved the final dividend payment for the year 2024, from the operating results between January 1, 2024, and December 31, 2024, at the rate of 0.67 baht per share, representing 60 percent of the net profit, with a remaining dividend payment to shareholders of 0.30 baht per share. This resolution was passed by a unanimous vote of the majority of the shareholders and proxy holders present and entitled to vote, excluding abstentions from the voting base, as follows:

Votes	Number of votes	Percentage
Approval	99,300,181	100.0000
Disapproval	0	0.0000
Abstention	20,000	-
Total (349 persons)	99,320,181	-

### Agenda 6: To Consider and Approve the Election of Directors to Replace Those Retiring by Rotation

The Chairman noted that since the Chairman of the Nomination and Remuneration Committee had a vested interest in this agenda item, Mr. Peerapon Stirayakon, Chief People Officer and Company Secretary, was assigned to present the details of this agenda item to the meeting instead.

The interested directors expressed their intention to recuse themselves from the meeting for this agenda item, as follows:

1. Mr. Siwat Chaowariyawong, Independent Director
2. Mr. Napol Kamthornkittikul, Director

Mr. Peerapon Stirayakon, Chief People Officer and Company Secretary, informed the meeting that according to Article 17 of the Company's Articles of Association, at every Annual General Meeting of Shareholders, 1/3 of the directors then in office shall retire from their positions. If the number of directors is not divisible by three, the number of directors to retire shall be the number closest to one-third (1/3). Retiring directors may be re-elected. For the directors who are to retire in the first and second years after the company's conversion to a public limited company, their names shall be drawn by lot. In subsequent years, the directors who have been in office for the longest period shall retire.

At the 2025 Annual General Meeting of Shareholders, there are 3 directors retiring by rotation, consisting of:

1. Mr. Chatcharas Sriarun, Director
2. Mr. Siwat Chawareewong, Independent Director
3. Mr. Napol Kamthornkittikul, Director

The Company provided shareholders with the opportunity to propose agenda items and nominate individuals for consideration as directors, in accordance with the criteria disclosed on the Company's website

## Annual General Meeting of Shareholders 2026

from November 28, 2024, to January 17, 2025. However, no shareholders nominated any individuals for consideration as directors at the 2025 Annual General Meeting of Shareholders, either by postal mail or electronic mail (E-mail).

The Nomination and Remuneration Committee conducted the nomination process by considering and screening candidates based on the composition of the Board of Directors, including qualifications, knowledge, abilities, experience, and expertise deemed most beneficial to the Company's operations. Therefore, the Committee proposed the election of 3 individuals as directors to replace those retiring, as follows:

1. Mr. Chatcharas Sriarun, Director
2. Mr. Jirayut Rungsritthong, Independent Director
3. Mr. Sam Tanskul, Independent Director

The individual in the first position is a current director of the Company who has been nominated for re-election for another term.

The individuals in the second and third positions were considered based on their performance, knowledge, and abilities, which are deemed beneficial to the Company's operations in accordance with the composition of the Board of Directors. For those nominated as independent directors, the Board of Directors has considered them to be individuals capable of providing independent opinions and meeting the relevant criteria. Interested directors did not participate in the consideration and voting on this matter in the Board of Directors meeting.

**The Chairman** allowed the shareholders present at the Meeting to raise questions or to share opinions.

- No shareholders raised any questions.-

**The Chairman** requested the shareholders to vote on the approval of the election of directors to replace those retiring by rotation.

**Resolution of the Meeting:** Approve the re-election of directors who are due to retire by rotation for the year 2025, as follows:

- (1) Re-elect Mr. Chatcharas Sriarun as a director of the company for another term. were approved by a unanimous vote from the majority of shareholders and proxies present and entitled to vote, excluding abstentions from the voting base, as follows:

Votes	Number of votes	Percentage
Approval	99,300,181	100.0000
Disapproval	0	0.0000
Abstention	20,000	-
<b>Total (349 persons)</b>	<b>99,320,181</b>	-

## Annual General Meeting of Shareholders 2026

- (2) Elect Mr. Jirayut Rungsrithong to the position of Independent Director and Member of Audit Committee of the company. were approved by a unanimous vote from the majority of shareholders and proxies present and entitled to vote, excluding abstentions from the voting base, as follows:

Votes	Number of votes	Percentage
Approval	99,300,181	100.0000
Disapproval	0	0.0000
Abstention	20,000	-
<b>Total (349 persons)</b>	<b>99,320,181</b>	<b>-</b>

- (3) Elect Mr. Sam Tanskul to the position of Independent Director and Member of Audit Committee of director of the company. were approved by a unanimous vote from the majority of shareholders and proxies present and entitled to vote, excluding abstentions from the voting base, as follows:

Votes	Number of votes	Percentage
Approval	99,296,181	99.9959
Disapproval	4,000	0.0040
Abstention	20,000	-
<b>Total (349 persons)</b>	<b>99,320,181</b>	<b>-</b>

### Agenda 7: Consideration and approval of the remuneration of company directors and subcommittee directors 2025

The Chairman delegated Mr.Chakaphat Naskan, Chairman of Audit Committee, to report to the Meeting.

Mr.Chakaphat Naskan, Chairman of Audit Committee. Presented to the meeting that, The Article 22 of the company's Articles of Association, which stipulates that "Company directors are entitled to receive director remuneration from the company in the form of rewards, meeting allowances, gratuities, bonuses, or other compensations as determined by the shareholders' meeting's resolution with votes no less than 2/3 (two-thirds) of the total votes of shareholders attending the meeting. The remuneration may be set as a fixed amount or based on certain criteria, and it may be determined as a one-time payment or effective until changed by a resolution of a subsequent shareholders' meeting. Additionally, company directors are entitled to various allowances and benefits in accordance with company regulations."

## Annual General Meeting of Shareholders 2026

The Nomination and Remuneration Committee has considered a comparative study of the remuneration for company directors and subcommittee directors for the year 2025 at new rates, benchmarked against listed companies in the Stock Exchange of Thailand within the same industry group and of comparable business size. The proposed remuneration is fair and reasonable, reflecting the duties and responsibilities in closely overseeing both policies and strategies, enabling the company to operate efficiently and effectively, with total remuneration not exceeding 4,500,000 baht. The remuneration details are as follows:

### Board of Directors' Remuneration

- Chairman 37,500 baht
- Director 22,000 baht

### Audit Committee Remuneration

- Chairman 32,000 baht
- Director 22,000 baht

### Executive Committee Remuneration

- Chairman 10,000 baht
- Director 6,000 baht

### Risk Management Remuneration / Nomination and Remuneration Committee Remuneration / Environment Social and Corporate Governance Committee Remuneration

- Chairman 30,000 baht
- Director 15,000 baht

**Director Bonus** : The Company will calculate the bonus payment from the remaining approved director compensation amount, with the Board of Directors considering the conditions, details and bonus payment rates as appropriate.

**The Chairman** allowed the shareholders present at the Meeting to raise questions or to share opinions.

- No shareholders raised any questions.-

**The Chairman** proposed the Meeting to approve the remuneration of the Company's directors and subcommittee members for the year 2025.

**Resolution of the Meeting:** Approved the determination of directors' remuneration for the year 2025 with an affirmative vote of not less than two-thirds (2/3) of the total number of shareholders attending the meeting, including abstentions from the calculation base, as follows:

Annual General Meeting of Shareholders 2026

Votes	Number of votes	Percentage
Approval	99,296,181	99.9758
Disapproval	0	0.0000
Abstention	24,000	0.0241
Total (349 persons)	99,320,181	100.0000

Agenda 8: Consideration of approval of the appointment of the Company's auditor and determination of the auditor's remuneration 2025

The Chairman delegated Mr.Chakaphat Naskan, Chairman of Audit Committee, to report to the Meeting.

Mr.Chakaphat Naskan, Chairman of Audit Committee, presented to the meeting that, In accordance with Section 120 of the Public Limited Companies Act and Article 37 of the company's Articles of Association, which require the annual general meeting of shareholders to appoint an auditor and determine the auditor's fees each year, the appointment of the same auditor is possible.

Therefore, at this Annual General Meeting of Shareholders, it is necessary to appoint the company's auditor and set the remuneration for the auditor for the year 2025. In selecting an auditor with the appropriate qualifications and reasonable audit fees for the year 2025, the Audit Committee has considered and recommends the appointment of one of the auditors from PricewaterhouseCoopers ABAS Ltd. (PwC) as follows:

1. Ms. Sukhumaporn Wong-ariyaporn, CPA No. 4843 and/or
2. Ms. Waraporn Worathitikun, CPA No. 4474 and/or
3. Ms. Naphanuch Aphichatsathian, CPA No. 5266

The audit fee for the financial year ending December 31, 2025, is proposed at 2,000,000 Baht, as thoroughly considered by the Audit Committee.

The Chairman allowed the shareholders present at the Meeting to raise questions or to share opinions.

- No shareholders raised any questions.-

The Chairman proposed the Meeting to approve of the appointment of the Company's auditor and determination of the auditor's remuneration 2025.

Resolution of the Meeting: Approved the appointment of auditor and determination of audit fee for the year 2025 with the unanimous vote of shareholders attending the meeting and costing their votes, excluding abstentions from the calculation base, as follows:

Votes	Number of votes	Percentage
Approval	99,300,181	100.0000
Disapproval	0	0.0000
Abstention	20,000	-
Total (349 persons)	99,320,181	-

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

**The Chairman** As this agenda item is 'Other Matters', the Company has no other matters to propose for the shareholders' meeting to consider. informed that this agenda was open for shareholders' opinions, suggestions and questions regarding operations

**Mr. Diswaran Denpaisan**, a shareholder, asked the following:

1. Lately, there have been significant discounts, such as a 10% employee discount or 3-layer pork for 33 baht, and cheaper menus have been introduced across all four main brands. What is the reason for this, has it helped sales, and how will it affect the Gross Profit Margin (GPM)?
2. Since a new brand is going to be opened at Mega Bangna, could you please explain the concept of this new brand?
3. What is the company's GPM target for this year, and what plans are in place to achieve this target?

**Mrs. Tipawan Tantipongse, Chief Financial Officer**, Explanation for question 1: Price reductions or promotions are a strategy that the Company implements to stimulate service usage and increase frequency so that customers return for repeat service. Given the current slowdown in purchasing power, offering promotions is a way to compete, especially in the Quick Meal and 'run' segments, such as the Something Together brand, which has received a fairly good response from customers. The Gross Profit Margin (GPM) is still within a range that the Company can manage.

**Mr. Jakkrit Saisomboon, Chief Executive Officer**, Explanation for question 2: Regarding the new restaurant brand that the Company has announced will be opened at Mega Bangna, it is currently under development. The initial concept is Japanese food with a price point significantly lower than Maguro, with the aim for this brand to be able to expand widely, be easily accessible, and suitable for frequent dining.

**Mrs. Tipawan Tantipongse, Chief Financial Officer**, Explanation for question 3: The Company is expanding its branches and opening new brands with a better Gross Profit Margin (GPM) than before, which is improving the overall GPM of the Company.

**Mr. Jakkrit Saisomboon, Chief Executive Officer**, adding to the point about GPM, there is also the introduction of new seasonal menus with the goal of improving the GPM as well."

## Annual General Meeting of Shareholders 2026

Ms. Siriwan Yodsirijinda, a shareholder, asked the following:

1. What is the trend of the Q1 performance? What is the Same-Store Sales Growth (SSSG)?
2. What are the revenue and Gross Profit Margin (GPM) targets for the year 2025?
3. What do you think are the challenges that could prevent us from reaching the targets?
4. How has the reception been for the two additional Tonkatsu Aoki branches that were opened?

Mrs. Tipawan Tantipongse, Chief Financial Officer, Explanation:

1. In the first quarter, the profit figures were in line with the estimates that had been set. Regarding Same-Store Sales Growth (SSSG), there was a slight negative figure, which aligns with the economic situation, including the earthquake and the reduced number of days in February, as well as instances of cannibalization between branches.
2. the year 2025, the Company is still targeting a growth of approximately 30%. The Gross Profit Margin (GPM) is expected to be in the range of 48%-49%.

Mr. Jakkrit Saisomboon, Chief Executive Officer, Explanation:

3. Regarding the economic situation, we are monitoring it closely. The Company has been continuously assessing risks and is placing significant importance on risk management this year. Every investment and expansion has been carefully planned and considered, and various action plans have been prepared to address unexpected situations.
4. The second Tonkatsu Aoki branch at Vela Sindhorn Village Langsuan and the third branch at One Bangkok have performed beyond the set targets. However, as they are newly opened branches in their initial phase, close monitoring is necessary.

The Chairman The meeting was opened for shareholders attending the meeting to inquire about details and offer additional comments. It appeared that no one made any inquiries or expressed any opinions. Therefore, the meeting was adjourned thanks to the shareholders and proxy holders who attended the Company's 2025 Annual General Meeting of Shareholders.

The Meeting ended at 15.30 hrs.



(Mrs. Waewkane Assoratgoon)

Chairman of Board Directors

Maguro Group Public Company Limited



(Mr. Peerapon Stirayakon)

Chief People Officer and Company Secretary

Minute Taker

Annual Report for the Year 2025 / Form 56-1 One Report  
and Financial Statements for the Year Ended  
December 31, 2025 (QR Code.)  
(Documents for Agenda 3-4)



Use of QR Code for downloading the Annual Report 2025 / Form 56-1 One Report.

**IOS System (iOS 11 and higher models)**

1. Turn on a mobile camera.
2. Scan a QR code.
3. A notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

**Remark:** If the notification does not appear on the mobile phone, the QR code can be scanned with other applications such as QR CODE READER, Facebook and Line.

**For Android System**

1. Open applications such as QR CODE READER, Facebook or Line.

**How to scan the QR code with Line application**

- 1.1 Open Line application → Add friend
- 1.2 Choose "QR Code"
- 1.3 Scan the QR Code
2. Scan the QR Code to access documents.

## Information of individuals nominated for election as directors. (Documents for Agenda 7)

Name-Surname:	Mrs. Waewkanee Assoratgoon	
Ages:	59 Years	
Proposed Director Type:	Independent Director	
Position:	Independent Director / Chairman of the Board Director / Member of the Environmental, Social and Governance (ESG) Committee	
Appointed Date of Director:	9 May 2022 – Present	
Shareholding interests in the Company:	None	
Shareholding of Spouse or Minor Children:	None	
Family Relationship Among Executives:	None	
Education	<ul style="list-style-type: none"> <li>• Bachelor degree of Business Administration, Marketing, Yokohama National University, Japan</li> <li>• Master degree of International Business, International Marketing, San Diego State University, USA</li> </ul>	
Related Training Program held by Thai Institute of Directors Association (IOD):	<ul style="list-style-type: none"> <li>• Strategic Board Master Class (SBM), Class of 52/2022</li> <li>• Role of the Chairman Program (RCP), Class of 239/2017</li> <li>• Director Certificate Program (DCP) Class of 15/2024</li> </ul>	
Working experience:	<p><b>2025 – Present:</b> Independent Director / Chairman of the Nomination Committee, Western Decor Corporation Public Company Limited</p> <p><b>2023 – Present:</b> Chairman of the Executive Committee, Laundry You Public Company Limited</p> <p><b>2022 – Present:</b> Independent Director / Chairman of the Board / Member of the Environmental, Social, and Governance (ESG) Committee, Maguro Group Public Company Limited</p>	
Holding positions in other businesses that may cause conflicts of interest:	None	

## Annual General Meeting of Shareholders 2026

- Meeting Attendance in 2025:
- Board of Directors Meeting 9/9
  - Audit Committee Meeting 1/1
  - Nomination and Remuneration Committee 1/1
  - Environmental, Social and Governance (ESG) Committee 3/3

Conflict of special interest in this meeting:

None

Criteria / Method of

Nomination:

The Board of Directors, having considered the opinion of the Nomination and Remuneration Committee, is of the view that **Mrs. Waewkane Assoratgoon** possesses all qualifications required by law, as well as the knowledge, competence, and experience that will effectively support the Company's business operations. She is also a person of integrity and high ethical standards. Therefore, the Board deems it appropriate to propose her appointment as a director of the Company for shareholders' consideration.


## Information of individuals nominated for election as directors. (Documents for Agenda 7)

<p><b>Name-Surname:</b></p> <p><b>Ages:</b></p> <p><b>Proposed Director Type:</b></p> <p><b>Position:</b></p> <p><b>Appointed Date of Director:</b></p> <p><b>Shareholding interests in the Company:</b></p> <p><b>Shareholding of Spouse or Minor Children:</b></p> <p><b>Family Relationship Among Executives:</b></p> <p><b>Education:</b></p> <p><b>Related Training Program held by Thai Institute of Directors Association (IOD):</b></p>	<p><b>Mr. Ronnakad Chinsamran</b></p> <p>45 Years</p> <p>Director</p> <p>Director / Chairman of the Environmental, Social and Governance (ESG) Committee / Member of the Executive Committee / Member of the Nomination and Remuneration Committee</p> <p>13 February 2015 – Present</p> <p>Own shares: 13,825,000 shares, representing 10.97%</p> <p>None</p> <p>Co-Founder</p> <ul style="list-style-type: none"> <li>• Bachelor’s Degree in Business Administration, University of the Thai Chamber of Commerce</li> </ul> <ul style="list-style-type: none"> <li>• Risk Management Program for Corporate Leaders (RCL), Class of 41/2025</li> <li>• Board Nomination and Compensation Program (BNCP), Class of 24/2025</li> <li>• Role of Chairman Program (RCP), Class of 59/2025</li> <li>• The Board’s Role in Mergers and Acquisitions (BMA), Class of 12/2025</li> <li>• ESG in the Board Room (ESG), Class of 7/2025</li> <li>• Strategic Board Master Class (SBM), Class of 15/2024</li> <li>• Director Certificate Program (DCP), Class of 264/2018</li> </ul>	
<p><b>Working experience:</b></p>	<p><b>2021 – Present:</b> Director, The Prodigy (Thailand) Public Company Limited</p> <p><b>2021 – Present:</b> Director, Maguro Group Holding Company Limited</p> <p><b>2015 – Present:</b> Director / Chairman of the Environmental, Social, and</p>	

## Annual General Meeting of Shareholders 2026

	Governance (ESG) Committee / Executive Director / Member of the Nomination and Remuneration Committee, Maguro Group Public Company Limited
Holding positions in other businesses that may cause conflicts of interest:	None
Meeting Attendance in 2025:	<ul style="list-style-type: none"><li>• Board of Directors Meeting 9/9</li><li>• Executive Committee Meeting 13/13</li><li>• Nomination and Remuneration Committee 3/3</li><li>• Environmental, Social and Governance (ESG) Committee 3/3</li></ul>
Conflict of special interest in this meeting:	None
Criteria / Method of Nomination:	The Board of Directors, having considered the opinion of the Nomination and Remuneration Committee, is of the view that <b>Mr. Ronnakad Chinsamran</b> possesses all qualifications required by law, as well as the knowledge, competence, and experience that will effectively support the Company's business operations. She is also a person of integrity and high ethical standards. Therefore, the Board deems it appropriate to propose her appointment as a director of the Company for shareholders' consideration.

## Information of individuals nominated for election as directors. (Documents for Agenda 7)

<p><b>Name-Surname:</b></p> <p><b>Ages:</b></p> <p><b>Proposed Director Type:</b></p> <p><b>Position:</b></p> <p><b>Appointed Date of Director:</b></p> <p><b>Shareholding interests in the Company:</b></p> <p><b>Shareholding of Spouse or Minor Children:</b></p> <p><b>Family Relationship Among Executives:</b></p> <p><b>Education</b></p> <p><b>Related Training Program held by Thai Institute of Directors Association (IOD):</b></p> <p><b>Working experience:</b></p>	<p><b>Mr. Eakkalurk Sangsareedumrong</b></p> <p>47 Years</p> <p>Director</p> <p>Director / Executive Director / Member of the Risk Management Committee</p> <p>1 February 2010 – Present</p> <p>Own shares: 16,825,000 shares, representing 13.35%</p> <p>None</p> <p>Co-Founder</p> <ul style="list-style-type: none"> <li>• Bachelor degree of Business Administration B Major in Advertising, Business Administration Major in Advertising, Assumption University (ABAC)</li> <li>•</li> <li>• Master degree of International Business, International Business, University of Wollongong, Sydney, Australia</li> </ul> <ul style="list-style-type: none"> <li>• Board’s Roles in Purpose-driven Transition (PDT), Class of 7/2025</li> <li>• Risk Management Program for Corporate Leaders (RCL), Class of 40/2025</li> <li>• Director Certificate Program (DCP), Class of 314/2022</li> </ul> <p><b>2021 – Present:</b> Director, Maguro Group Holding Company Limited</p> <p><b>2018 – Present:</b> Director, Sammakorn Plus Company Limited</p> <p><b>2021 – Present:</b> Executive Director, AssetPro Group Company Limited</p> <p><b>2010 – Present:</b> Director / Executive Director / Risk Management Committee Member, Maguro Group Public Company Limited</p>	
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## Annual General Meeting of Shareholders 2026

Holding positions in other businesses that may cause conflicts of interest: None

Meeting Attendance in 2025:

- Board of Directors Meeting 9/9
- Executive Committee Meeting 12/13
- Risk Management Committee 4/4

Conflict of special interest in this meeting: None

Criteria / Method of Nomination:

The Board of Directors, having considered the opinion of the Nomination and Remuneration Committee, is of the view that **Mr. Eakkalurk Sangsareedumrong** possesses all qualifications required by law, as well as the knowledge, competence, and experience that will effectively support the Company's business operations. She is also a person of integrity and high ethical standards. Therefore, the Board deems it appropriate to propose her appointment as a director of the Company for shareholders' consideration.

# Information of nominees for appointments as auditors. (Documents for Agenda 8)

**Name-Surname:** Miss Waraporn Worathitikul  
**Age:** 57 Years  
**Certified Public Accountant No:** 4474  
**Nationality:** Thai  
**Workplace:** PricewaterhouseCoopers ABAS Limited (PwC)  
**Duration of employment:** More than 30 Years  
**Position:** Audit Partner



### Education

- Master of Business Administration in Accounting and Finance, Michigan State University, USA
- Advanced Certificate in Auditing, Thammasat University
- Bachelor of Accountancy, Thammasat University

### Members of professional organizations

- Member of the Accounting Profession Council
- Certified Public Accountant of Thailand
- Certified Public Accountant approved by the Securities and Exchange Commission (SEC)

### Work Experience

Currently serves as an audit partner, with over 30 years of experience in auditing. This includes approximately 3 years of working at PricewaterhouseCoopers Co., Ltd. in Detroit, Michigan, USA. Has extensive experience auditing a wide range of industries, including manufacturing, automotive, trading, service industries, oil and gas, and telecommunications businesses—particularly subsidiaries of U.S.-based companies.

Having other interests apart from providing audit services to the company / subsidiary / associated company or any juristic person that may have conflicts of interest, which may result in the inability to perform duties independently

- None

### History of illegal acts

- None

## Annual General Meeting of Shareholders 2026

Name-Surname: Mr. Krit Chatchavalwong  
Age: 57 Years  
Certified Public Accountant No: 5016  
Nationality: Thai  
Workplace: PricewaterhouseCoopers ABAS Limited (PwC)  
Duration of employment: 28 Years  
Position: Office Partner



### Education

- Master of Science in Computer and Management Engineering, Assumption University
- Bachelor of Business Administration, Assumption University

### Professional Memberships

- Member of the Federation of Accounting Professions
- Certified Public Accountant (Thailand)
- Approved Auditor by the Securities and Exchange Commission (SEC), Thailand
- Director Certification Program (DCP), Class 245
- Leadership Succession Program (IRDP), Class 9

### Work Experience

Currently serves as an office partner with over 28 years of experience in auditing. This includes experience working with PricewaterhouseCoopers Co., Ltd. (PwC). Possesses extensive expertise in auditing a wide range of entities, including listed companies, large private companies, and multinational corporations, across various industries such as healthcare, energy, industrial businesses, construction materials, electrical appliances, and automotive.

Having other interests apart from providing audit services to the company / subsidiary / associated company or any juristic person that may have conflicts of interest, which may result in the inability to perform duties independently

- None

### History of illegal acts

- None

## Annual General Meeting of Shareholders 2026

Name-Surname: Miss Sanicha Akarakittilap  
Age: 44 Years  
Certified Public Accountant No: 8470  
Nationality: Thai  
Workplace: PricewaterhouseCoopers ABAS Limited (PwC)  
Duration of employment: More than 23 Years  
Position: Audit Partner



### Education

- Bachelor of Accountancy (First Class Honour), Kasetsart University

### Members of professional organizations

- Certified Public Accountant of Thailand
- Subcommittee member of the Thai Federation of Accounting Professions
- Accredited IFRS expertise of PwC network

### Work Experience

Currently serves as a Partner in Audit and Accounting Advisory, with over 23 years of experience at PwC, including 3 years of experience in financial reporting advisory at PwC Hong Kong. A Certified Public Accountant of listed and non-listed companies, as well as multinational corporations across various industries, including wholesale and retail, manufacturing, automotive, real estate, construction, logistics, services, healthcare, and hospitality.

Has extensive expertise in advising companies on IPO readiness, the implementation of Thai Financial Reporting Standards (TFRS) and International Financial Reporting Standards (IFRS), both in Thailand and internationally, as well as the development of financial reporting systems and processes.

Key audit clients include Property Perfect Public Company Limited, Principal Capital Public Company Limited, Sonic Interfreight Public Company Limited, Twenty Four Con & Supply Public Company Limited, Inoue Rubber (Thailand) Public Company Limited, and Ittirit Nice Corporation Public Company Limited.

**Having other interests apart from providing audit services to the company / subsidiary / associated company or any juristic person that may have conflicts of interest, which may result in the inability to perform duties independently**

- None

### History of illegal acts

- None

## Information of Independent Directors (for shareholders' proxy appointment).

<b>Name-Surname:</b>	<b>Mr. Chakaphat Naskan</b>	
<b>Position:</b>	Independent Director / Chairman of the Audit Committee / Chairman of the Risk Management Committee	
<b>Ages:</b>	46 Years	
<b>Shareholding interests in the Company:</b>	None	
<b>Family relationships between executives:</b>	None	
<b>Education:</b>	<ul style="list-style-type: none"> <li>• Bachelor of Business Administration in Accounting, Ramkhamhaeng University</li> <li>• Master of Science Program in Corporate Governance, Chulalongkorn University</li> </ul>	
<b>Related Training Program held by Thai Institute of Directors Association (IOD):</b>	<ul style="list-style-type: none"> <li>• Role of the Chairman Program (RCP) Class of 50/2022</li> <li>• Director Leadership Certification Program (DLCP) (IOD) Class of 2/2021</li> <li>• Advanced Audit Committee Program (AAP) Class of 30/2018</li> <li>• Director Diploma Examination Class of 63/2018</li> <li>• Director Certificate Program (DCP) Class of 250/2017</li> <li>• ESG in the Boardroom: A Practical Guide for Board (ESG) Class of 4/2024</li> </ul>	
<b>Working experience:</b>	<p>2023 – Present: Independent Director, Rhom Bho Property Public Company Limited</p> <p>2023 – Present: Director, Laundry You Public Company Limited</p> <p>2022 – Present: Ethics Committee Member, Federation of Accounting Professions</p> <p>2021 – Present: Independent Director, Maguro Group Public Company Limited</p> <p>2019 – Present: Director's Pool (2018 Batch, 4th Round), State Enterprise Policy Office</p> <p>2017 – Present: Director, ThinkMate Business Consulting Co., Ltd.</p>	

## Annual General Meeting of Shareholders 2026

Holding positions in other  
businesses that may cause  
conflicts of interest:

None

Meeting Attendance in 2025:

- Board of Directors Meetings 9/9
- Audit Committee Meetings 7/7
- Risk Management Committee meetings 5/5

Conflict of special interest  
in this meeting:

None

## Information of Independent Directors (for shareholders' proxy appointment).

Name-Surname:	Mr. Sam Tanskul	
Position:	Independent Director / Member of the Audit Committee / Member of the Nomination and Remuneration Committee / Member of the Risk Management Committee	
Ages:	45 Years	
Shareholding interests in the Company:	None	
Family relationships between executives:	None	
Education:	<ul style="list-style-type: none"> <li>• BBA in Finance and Banking (Hons, Cum Laude), Assumption University</li> <li>• Msc. Economics in Finance and Management, University of Bristol, UK</li> <li>• Certificate in Digital Transformation, Massachusetts Institute of Technology (MIT)</li> </ul>	
Related Training Program held by Thai Institute of Directors Association (IOD):	<ul style="list-style-type: none"> <li>• Director Leadership Certification Program (DLCP), Class of 3/2023</li> <li>• Director Certificate Program (DCP), Class of 249/2016</li> </ul>	
Working experience:	<p><b>2025 – Present:</b> Independent Director / Audit Committee Member / Nomination and Remuneration Committee Member / Risk Management Committee Member, Maguro Group Public Company Limited</p> <p><b>2025 – Present:</b> Director, Ramkhamhaeng Hospital Public Company Limited</p> <p><b>2025 – Present:</b> Director, Next Point Public Company Limited</p> <p><b>2021 – Present:</b> Chief Executive Officer, Tanskul Holding Company Limited</p>	
Holding positions in other businesses that may cause conflicts of interest:	None	
Meeting Attendance in 2025:	<ul style="list-style-type: none"> <li>• Board of Directors Meetings 6/6</li> <li>• Audit Committee Meetings 6/6</li> <li>• Nomination and Remuneration meetings 2/2</li> <li>• Risk Management Committee meetings 4/4</li> </ul>	
Conflict of special interest in this meeting	None	

## หนังสือมอบฉันทะแบบ ก.

## Proxy Form (A)

Duty Stamp  
20 Baht  
ติดอากรแสตมป์  
20 บาท

เขียนที่ / Made at .....

วันที่/ Date .....เดือน/ Month .....พ.ศ /Year .....

1) ข้าพเจ้า I/We .....สัญชาติ/Nationality .....  
อยู่บ้านเลขที่/Residing at.....ถนน/Road.....ตำบล/แขวง/Sub district .....  
อำเภอ/เขต /District .....จังหวัด /Province .....รหัสไปรษณีย์ /Postal Code .....

2) เป็นผู้ถือหุ้นของบริษัท **มากูโร กรุ๊ป จำกัด (มหาชน)** จำนวนหุ้น.....หุ้น  
as a shareholder of **Maguro Group Public Company Limited**, holding a total amount of .....shares.

3) ขอมอบฉันทะให้/ hereby appoint

(1) ชื่อ /Name.....อายุ /Age .....ปี  
อยู่บ้านเลขที่ /Residing at No..... ถนน /Road .....ตำบล/แขวง /Sub district .....  
อำเภอ/เขต/District .....จังหวัด/Province.....รหัสไปรษณีย์/Postal Code.....

หรือ/or มอบฉันทะให้ กรรมการอิสระ/กรรมการตรวจสอบ /the Independent Director/ Member of the Audit Committee

นายชัชพัฒน์ นัสการ อายุ 46 ปี หรือ  นายแซม ต้นสกุล อายุ 46 ปี  
Mr. Chakaphat Naskan age 46 or Mr. Sam Tanskul age 46

เลขที่/Residing at No. 1706/26 อาคารเซฟบ็อกซ์ ออฟฟิศ กรุงเทพฯ/ Safebox Office Bangkok ห้องเลขที่ 8, 9, 10, 11/Room No. 8, 9, 10, 11 ถนน/Road พระราม 6/ Rama 6 ตำบล/แขวง/ Sub district รongmuang อำเภอ/เขต/District ปทุมวัน/Pathum Wan จังหวัด/Province กรุงเทพฯ/Bangkok รหัสไปรษณีย์/Postal Code 10330

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น บริษัท มากูโร กรุ๊ป จำกัด (มหาชน) ประจำปี 2569 ในวันพุธที่ 29 เมษายน 2569 เวลา 14.00 น. ณ โรงแรม เดอะ เบอร์เคลีย์ ประตูน้ำ ห้อง SOMERSET A BALLROOM ชั้น 5 เลขที่ 559 ถนนราชปรารภ แขวงมักกะสัน เขตราชเทวี กรุงเทพมหานคร 10400 หรือจะพึงเลื่อนไปในวันเวลา และสถานที่อื่นด้วย

Only one of above is assigned as my/our proxy to attend and vote in the 2026 Annual General Meeting of Shareholders on Wednesday, April 29, 2026, at 14.00 hours. At The Berkeley Hotel Pretunum, SOMERSET A BALLROOM, 5<sup>th</sup> Floor, No 559 Ratchaprarop Road, Makkasan Subdistrict, Ratchathewi District, Bangkok 10400 or at any adjournment thereof to any other date, time, and venue.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ได้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act (s) undertaken by the Proxy at such meeting shall be deemed as my/our own act (s) in every respect.

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

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

วันที่/ Date ...../...../.....

## หมายเหตุ / Remarks

ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้ / A shareholder assigning a proxy can authorize only one proxy to attend the meeting and cast the vote on his/her/their behalf and all votes of a shareholder cannot be split for more than one proxy.



## หนังสือมอบฉันทะแบบ ข.

## Proxy Form (B)

เขียนที่ / Made at .....

วันที่/ Date .....เดือน/ Month .....พ.ศ /Year .....

1) ข้าพเจ้า I/We .....สัญชาติ/Nationality .....  
อยู่บ้านเลขที่/Residing at.....ถนน/Road.....ตำบล/แขวง/Sub district .....  
อำเภอ/เขต /District .....จังหวัด /Province .....รหัสไปรษณีย์ /Postal Code .....

2) เป็นผู้ถือหุ้นของ/as a shareholder of บริษัท มากูโร กรุ๊ป จำกัด (มหาชน)/ Maguro Group Public Company Limited,  
โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้  
holding a total amount of ..... shares, and is entitled to cast.....votes.  
หุ้นสามัญ/Ordinary share.....หุ้น/shares และออกเสียงลงคะแนนได้เท่ากับ /and is entitled to cast.....เสียง/votes.  
หุ้นบุริมสิทธิ/Preferred share.....หุ้น/shares และออกเสียงลงคะแนนได้เท่ากับ/and is entitled to cast.....เสียง/votes.

3) ขอมอบฉันทะให้/ hereby appoint

(1) ชื่อ /Name.....อายุ /Age .....ปี  
อยู่บ้านเลขที่ /Residing at No.....ถนน /Road .....ตำบล/แขวง /Sub district .....อำเภอ/  
เขต/District .....จังหวัด/Province.....รหัสไปรษณีย์/Postal Code.....

หรือ/or มอบฉันทะให้ กรรมการอิสระ/กรรมการตรวจสอบ /the Independent Director/ Member of the Audit Committee

 นายชัคพัฒน์ นัสการ อายุ 46 ปี หรือ  นายแซม ต้นสกุล อายุ 46 ปี

Mr. Chakaphat Naskan age 46 or Mr. Sam Tanskul age 46

เลขที่/Residing at No. 1706/26 อาคารเซฟบ็อกซ์ ออฟฟิศ กรุงเทพฯ/ Safebox Office Bangkok ห้องเลขที่ 8, 9, 10, 11/Room No. 8, 9,  
10, 11 ถนน/Road พระราม 6/ Rama 6 ตำบล/แขวง/ Sub district รongmuang อำเภอ/เขต/District ปทุมวัน/ Pathum Wan  
จังหวัด/Province กรุงเทพฯ/Bangkok รหัสไปรษณีย์/Postal Code 10330

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญ  
ผู้ถือหุ้น บริษัท มากูโร กรุ๊ป จำกัด (มหาชน) ประจำปี 2569 ในวันพุธที่ 29 เมษายน 2569 เวลา 14.00 น. ณ โรงแรม เดอะ เบอร์เคลีย์ ประตูน้ำ  
ห้อง SOMERSET A BALLROOM ชั้น 5 เลขที่ 559 ถนนราชปรารภ แขวงมักกะสัน เขตราชเทวี กรุงเทพมหานคร 10400 หรือจะพึงเลื่อนไปในวัน  
เวลา และสถานที่อื่นด้วย

Only one of above is assigned as my/our proxy to attend and vote in the 2026 Annual General Meeting of  
Shareholders on Wednesday, April 29, 2026, at 14.00 hours. At The Berkeley Hotel Pratunum, SOMERSET A BALLROOM, 5<sup>th</sup>  
Floor, No 559 Ratchaprarop Road, Makkasan Subdistrict, Ratchathewi District, Bangkok 10400 or at any adjournment thereof  
to any other date, time, and venue.

4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We, hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:

 วาระที่ 1 : เรื่องที่ประธานฯ แจ้งให้ที่ประชุมทราบ

Agenda 1: Chairman's Report.

 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate  
in all respects.

 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

 เห็นด้วย / Approve ไม่เห็นด้วย / Not approve งดออกเสียง / Abstain

## Annual General Meeting of Shareholders 2026

วาระที่ 2 : พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2568

Agenda 2 : To consider and adopt the minutes of the Annual General Meeting of Shareholders 2025.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows.

เห็นด้วย / Approve                       ไม่เห็นด้วย / Not approve                       งดออกเสียง / Abstain

วาระที่ 3 : รับทราบรายงานผลการดำเนินงานกิจการของบริษัทฯ ประจำปี 2568

Agenda 3 : To acknowledge the reports of board of directors and operating results for the year 2025.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows.

เห็นด้วย / Approve                       ไม่เห็นด้วย / Not approve                       งดออกเสียง / Abstain

วาระที่ 4 : พิจารณานุมัติงบการเงินประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2568

Agenda 4 : To consider and approve the financial statements for the year ended December 31, 2025.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows.

เห็นด้วย / Approve                       ไม่เห็นด้วย / Not approve                       งดออกเสียง / Abstain

วาระที่ 5 : พิจารณานุมัติการจัดสรรกำไรสุทธิเป็นทุนสำรองตามกฎหมาย และการจ่ายเงินปันผล ประจำปี 2568

Agenda 5 : To consider and approve the allocation of the net profit as a legal reserve and dividend payment 2025.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows.

เห็นด้วย / Approve                       ไม่เห็นด้วย / Not approve                       งดออกเสียง / Abstain

วาระที่ 6 : พิจารณานุมัติค่าตอบแทนกรรมการบริษัทและกรรมการชุดย่อย ประจำปี 2569

Agenda 6 : To consider and approve the directors' remuneration and the subcommittee member for the year 2026.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

## Annual General Meeting of Shareholders 2026

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy may consider the matters and vote on my/our behalf as follows.
- เห็นด้วย / Approve       ไม่เห็นด้วย / Not approve       งดออกเสียง / Abstain

วาระที่ 7 : พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ

Agenda 7 : To consider and approve the appointment of directors to replace the directors who retired by rotation.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy may consider the matters and vote on my/our behalf as follows.

- การแต่งตั้งกรรมการทั้งชุด / The appointment of the whole Board of Directors
- เห็นด้วย / Approve       ไม่เห็นด้วย / Not approve       งดออกเสียง / Abstain

- การแต่งตั้งกรรมการเป็นรายบุคคล / The appointment of individual Directors

1. นางแวกณีย์ อัสโสรัตน์กุล (Mrs. Waewkane Assoratgoon)

- เห็นด้วย / Approve       ไม่เห็นด้วย / Not approve       งดออกเสียง / Abstain

2. นายรณกาจ ชินสำราญ (Mr. Ronnakad Chinsamran)

- เห็นด้วย / Approve       ไม่เห็นด้วย / Not approve       งดออกเสียง / Abstain

3. นายเอกฤกษ์ แสงเสรีดำรง (Mr. Eakkalurk Sangsareedumrong)

- เห็นด้วย / Approve       ไม่เห็นด้วย / Not approve       งดออกเสียง / Abstain

วาระที่ 8 : พิจารณานุมัติแต่งตั้งผู้สอบบัญชีของบริษัท และกำหนดค่าตอบแทนแก่ผู้สอบบัญชี ประจำปี 2569

Agenda 8 : To consider and approve the appointment of auditors and the determination of audit fees for the year 2026.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy may consider the matters and vote on my/our behalf as follows.

- เห็นด้วย / Approve       ไม่เห็นด้วย / Not approve       งดออกเสียง / Abstain

วาระที่ 9 : เรื่องอื่นๆ (ถ้ามี) / Agenda 9 : Others (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy may consider the matters and vote on my/our behalf as follows.

- เห็นด้วย / Approve       ไม่เห็นด้วย / Not approve       งดออกเสียง / Abstain

## Annual General Meeting of Shareholders 2026

5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น

The Proxy's voting on any matters that are not pursuant to what is specified in this Proxy Form is considered invalid and would not be regarded as a shareholder voting.

6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการลงคะแนนเสียงในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case that I/we do not express my/our intention to vote on a particular matter, or do not express my/our intention clearly, or in case that the Meeting considers and resolves matters other than those specified above, as well as the case that there is any amendment made or provision of additional facts, the Proxy is entitled to consider and vote on my/our behalf as the Proxy deems appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณี que ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act (s) undertaken by the Proxy at such meeting shall be deemed as my/our own act (s) in every respect.

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

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

วันที่/ Date ...../...../.....

### หมายเหตุ / Remarks

ก. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้

A shareholder assigning a proxy can authorize only one proxy to attend the meeting and cast the vote on his/her/their behalf and all votes of a shareholder cannot be split for more than one proxy.

ข. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

In agenda regarding the appointment of new directors, the appointment can be made for all directors or for individual director.

## Annual General Meeting of Shareholders 2026

### ใบประจำต่อแบบพิมพ์หนังสือมอบฉันทะ (แบบ ข.) / Annex to the Form of Proxy (Form B)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท มากูโร กรุ๊ป จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2569 ในวันที่ 29 เมษายน 2569 เวลา 14.00 น. ณ โรงแรม เดอะ เบอร์เคลีย์ ประตูน้ำ ห้อง SOMERSET A BALLROOM ชั้น 5 เลขที่ 559 ถนนราชปรารภ แขวงมักกะสัน เขตราชเทวี กรุงเทพมหานคร 10400 หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Grant of proxy as a shareholder of **Maguro Group Public Company Limited** At the 2026 Annual General Meeting of Shareholders on Wednesday, April 29, 2026, at 14.00 hours. At The Berkeley Hotel Pratunum, SOMERSET A BALLROOM, 5<sup>th</sup> Floor, No 559 Ratchaprarop Road, Makkasan Subdistrict, Ratchathewi District, Bangkok 10400 or at any adjournment thereof to any other date, time, and venue.

วาระที่ /Agenda..... เรื่อง /Subject.....

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

เห็นด้วย/Approve .....เสียง/vote(s)  ไม่เห็นด้วย/Not approve .....เสียง/vote(s)  งดออกเสียง/Abstain .....เสียง/ vote(s)

วาระที่ /Agenda..... เรื่อง /Subject.....

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

เห็นด้วย/Approve .....เสียง/vote(s)  ไม่เห็นด้วย/Not approve .....เสียง/vote(s)  งดออกเสียง/Abstain .....เสียง/ vote(s)

วาระที่ 7 : พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ

Agenda 7 : To consider and approve the appointment of directors to replace the directors who retired by rotation.

ชื่อกรรมการ .....

เห็นด้วย/Approve .....เสียง/vote(s)  ไม่เห็นด้วย/Not approve .....เสียง/vote(s)  งดออกเสียง/Abstain .....เสียง/ vote(s)

ชื่อกรรมการ .....

เห็นด้วย/Approve .....เสียง/vote(s)  ไม่เห็นด้วย/Not approve .....เสียง/vote(s)  งดออกเสียง/Abstain .....เสียง/ vote(s)

ชื่อกรรมการ .....

เห็นด้วย/Approve .....เสียง/vote(s)  ไม่เห็นด้วย/Not approve .....เสียง/vote(s)  งดออกเสียง/Abstain .....เสียง/ vote(s)

ชื่อกรรมการ .....

เห็นด้วย/Approve .....เสียง/vote(s)  ไม่เห็นด้วย/Not approve .....เสียง/vote(s)  งดออกเสียง/Abstain .....เสียง/ vote(s)

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบพิมพ์หนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I hereby certify that all details in this Annex to the form of proxy are true and correct in every respect.



## หนังสือมอบฉันทะแบบ ค.

## Proxy Form (C)

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลผู้ถือหุ้น)  
(for foreign shareholders who authorize the Custodian in Thailand.)

เขียนที่ / Made at .....

วันที่/ Date .....เดือน/ Month .....พ.ศ /Year .....

1) ข้าพเจ้า I/We .....สัญชาติ/Nationality .....  
อยู่บ้านเลขที่/Residing at.....ถนน/Road.....ตำบล/แขวง/Sub district .....  
อำเภอ/เขต /District .....จังหวัด /Province .....รหัสไปรษณีย์ /Postal Code .....

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้นให้กับ / As the Custodian of (Please specify the fund name / Shareholder name

เป็นผู้ถือหุ้นของ/as a shareholder of บริษัท มากูโร กรุ๊ป จำกัด (มหาชน)/ Maguro Group Public Company Limited,  
โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้  
holding a total amount of ..... shares, and is entitled to cast.....votes.  
หุ้นสามัญ/Ordinary share.....หุ้น/shares และออกเสียงลงคะแนนได้เท่ากับ /and is entitled to cast.....เสียง/votes  
หุ้นบุริมสิทธิ/Preferred share.....หุ้น/shares และออกเสียงลงคะแนนได้เท่ากับ/and is entitled to cast.....เสียง/votes

## 2) ขอมอบฉันทะให้/ hereby appoint

(1) ชื่อ /Name.....อายุ /Age .....

อยู่บ้านเลขที่ /Residing at No.....ถนน /Road .....ตำบล/แขวง /Sub district .....

อำเภอ/เขต/District .....จังหวัด/Province.....รหัสไปรษณีย์/Postal Code.....

หรือ/or มอบฉันทะให้ กรรมการอิสระ/กรรมการตรวจสอบ /the Independent Director/ Member of the Audit Committee

 นายชัคพัฒน์ นัสการ อายุ 46 ปี หรือ นายแซม ต้นสกุล อายุ 46 ปี

Mr. Chakphat Naskan age 46 or

Mr. Sam Tanskul age 46

เลขที่/Residing at No. 1706/26 อาคารเซฟบ็อกซ์ ออฟฟิศ กรุงเทพฯ/ Safebox Office Bangkok ห้องเลขที่ 8, 9, 10, 11/Room No. 8, 9, 10, 11 ถนน/Road พระราม 6/ Rama 6 ตำบล/แขวง/ Sub district รongmuang อำเภอ/เขต/District ปทุมวัน/ Pathum Wan จังหวัด/Province กรุงเทพฯ/Bangkok รหัสไปรษณีย์/Postal Code 10330

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น บริษัท มากูโร กรุ๊ป จำกัด (มหาชน) ประจำปี 2569 ในวันที่พุธที่ 29 เมษายน 2569 เวลา 14.00 น. ณ โรงแรม เดอะ เบอร์เคลีย์ ประตูน้ำ ห้อง SOMERSET A BALLROOM ชั้น 5 เลขที่ 559 ถนนราชปรารภ แขวงมักกะสัน เขตราชเทวี กรุงเทพมหานคร 10400 หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of the above is assigned as my/our proxy to attend and vote in the 22026 Annual General Meeting of Shareholders on Wednesday, April 29, 2026, at 14.00 hours. At The Berkeley Hotel Pratunum, SOMERSET A BALLROOM, 5<sup>th</sup> Floor, No 559 Ratchaprarop Road, Makkasan Subdistrict, Ratchathewi District, Bangkok 10400 or at any adjournment thereof to any other date, time, and venue.

## 3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

We authorize our proxy to attend the meeting and cast the votes on our behalf in the following manner:

 มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

The voting right in all the voting shares held by us is granted to the proxy.

 มอบฉันทะบางส่วน คือ

The voting right in part of the voting shares held by us is granted to the proxy as follows:

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

Ordinary share

shares in total which are entitled to cast votes

## Annual General Meeting of Shareholders 2026

- หุ้นบุริมสิทธิ.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง  
Preferred share shares in total which are entitled to cast votes  
รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด Total .....เสียง/votes

4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We, hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:

วาระที่ 1 : เรื่องที่ประธานฯ แจ้งให้ที่ประชุมทราบ

Agenda 1: Chairman's Report.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy may consider the matters and vote on my/our behalf as follows:  
 เห็นด้วย / Approve                       ไม่เห็นด้วย / Not approve                       งดออกเสียง / Abstain

วาระที่ 2 : พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2568

Agenda 2 : To consider and adopt the minutes of the Annual General Meeting of Shareholders 2025.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy may consider the matters and vote on my/our behalf as follows.  
 เห็นด้วย / Approve                       ไม่เห็นด้วย / Not approve                       งดออกเสียง / Abstain

วาระที่ 3 : รับทราบรายงานผลการดำเนินงานของบริษัทฯ ประจำปี 2568

Agenda 3 : To acknowledge the reports of board of directors and operating results for the year 2025.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy may consider the matters and vote on my/our behalf as follows.  
 เห็นด้วย / Approve                       ไม่เห็นด้วย / Not approve                       งดออกเสียง / Abstain

วาระที่ 4 : พิจารณามติตั้งงบการเงินประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2568

Agenda 4 : To consider and approve the financial statements for the year ended December 31, 2025.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy may consider the matters and vote on my/our behalf as follows.  
 เห็นด้วย / Approve                       ไม่เห็นด้วย / Not approve                       งดออกเสียง / Abstain

## Annual General Meeting of Shareholders 2026

วาระที่ 5 : พิจารณานุมัติการจัดสรรกำไรสุทธิเป็นทุนสำรองตามกฎหมาย และการจ่ายเงินปันผล ประจำปี 2568

Agenda 5 : To consider and approve the allocation of the net profit as a legal reserve and dividend payment 2025.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows.

เห็นด้วย / Approve                       ไม่เห็นด้วย / Not approve                       งดออกเสียง / Abstain

วาระที่ 6 : พิจารณานุมัติค่าตอบแทนกรรมการบริษัทและกรรมการชุดย่อย ประจำปี 2569

Agenda 6 : To consider and approve the directors' remuneration and the subcommittee member for the year 2026.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows.

เห็นด้วย / Approve                       ไม่เห็นด้วย / Not approve                       งดออกเสียง / Abstain

วาระที่ 7 : พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ

Agenda 7 : To consider and approve the appointment of directors to replace the directors who retired by rotation.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows.

การแต่งตั้งกรรมการทั้งชุด / The appointment of the whole Board of Directors

เห็นด้วย / Approve                       ไม่เห็นด้วย / Not approve                       งดออกเสียง / Abstain

การแต่งตั้งกรรมการเป็นรายบุคคล / The appointment of individual Directors

1. นางแวกนีย์ อัลโสรัตน์กุล (Mrs. Waewkanee Assoratgoon)

เห็นด้วย / Approve                       ไม่เห็นด้วย / Not approve                       งดออกเสียง / Abstain

2. นายรณกาจ ชินสำราญ (Mr. Ronnakad Chinsamran)

เห็นด้วย / Approve                       ไม่เห็นด้วย / Not approve                       งดออกเสียง / Abstain

3. นายเอกฤกษ์ แสงเสรีดำรง (Mr. Eakkaluk Sangsareedumrong)

เห็นด้วย / Approve                       ไม่เห็นด้วย / Not approve                       งดออกเสียง / Abstain

วาระที่ 8 : พิจารณานุมัติแต่งตั้งผู้สอบบัญชีของบริษัท และกำหนดค่าตอบแทนแก่ผู้สอบบัญชี ประจำปี 2569

Agenda 8 : To consider and approve the appointment of auditors and the determination of audit fees for the year 2026.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows.

เห็นด้วย / Approve                       ไม่เห็นด้วย / Not approve                       งดออกเสียง / Abstain

Annual General Meeting of Shareholders 2026

วาระที่ 9 : เรื่องอื่นๆ (ถ้ามี) / Agenda 9 : Others (if any)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows.

เห็นด้วย / Approve                       ไม่เห็นด้วย / Not approve                       งดออกเสียง / Abstain

5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น / The Proxy's voting on any matters that are not pursuant to what is specified in this Proxy Form is considered invalid and would not be regarded as a shareholder voting.

6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการลงคะแนนเสียงในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / In case that I/we do not express my/our intention to vote on a particular matter, or do not express my/our intention clearly, or in case that the Meeting considers and resolves matters other than those specified above, as well as the case that there is any amendment made or provision of additional facts, the Proxy is entitled to consider and vote on my/our behalf as the Proxy deems appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ / Any act (s) undertaken by the Proxy at such meeting shall be deemed as my/our own act (s) in every respect.

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

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

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

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

วันที่/ Date ...../...../.....

หมายเหตุ / Remarks:

- หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงหุ้นต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น / Only foreign shareholders as registered in the registration book who authorize the Custodian in Thailand use the Proxy from C.
- หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ / Evidences to be enclosed with the proxy form are:
  - หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน  
Letter of attorney form shareholders authorizes a custodian to sign the Proxy Form on behalf of the shareholder
  - หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)  
Letter of certification to certify that the signer in the Proxy Form has a permit to act as a Custodian
- ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้ / The shareholder assigning a proxy must authorize only one proxy to attend the meeting and cast the votes on his/her/their behalf and all votes of such shareholder cannot be split for more than one proxy.
- วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล / In agenda regarding the appointment of new directors, the appointment can be made for all directors or for individual director
- ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบ ฉันทะแบบ ค. ตามแนบ / Should the provisions prescribed above are not sufficient to cover all the Proxy's intentions; the Proxy may use the attached Annex to the Proxy Form C.

## Annual General Meeting of Shareholders 2026

### ใบประจำต่อแบบพิมพ์หนังสือมอบฉันทะ (แบบ ค.) /Annex to the Form of Proxy (Form C)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท มากูโร กรุ๊ป จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2569 ในวันที่ 29 เมษายน 2569 เวลา 14.00 น. ณ โรงแรม เดอะ เบอร์เคลีย์ ประตูน้ำ ห้อง SOMERSET A BALLROOM ชั้น 5 เลขที่ 559 ถนนราชปรารภ แขวงมักกะสัน เขตราชเทวี กรุงเทพมหานคร 10400 หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Grant of proxy as a shareholder of **Maguro Group Public Company Limited** At the 2026 Annual General Meeting of Shareholders on Wednesday, April 29, 2026, at 14.00 hours. At The Berkeley Hotel Pratunum, SOMERSET A BALLROOM, 5<sup>th</sup> Floor, No 559 Ratchapraroop Road, Makkasan Subdistrict, Ratchathewi District, Bangkok 10400 or at any adjournment thereof to any other date, time, and venue.

วาระที่ /Agenda..... เรื่อง /Subject.....

(ค) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(ง) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

เห็นด้วย/Approve .....เสียง/vote(s)  ไม่เห็นด้วย/Not approve .....เสียง/vote(s)  งดออกเสียง/Abstain .....เสียง/ vote(s)

วาระที่ /Agenda..... เรื่อง /Subject.....

(ค) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(ง) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

เห็นด้วย/Approve .....เสียง/vote(s)  ไม่เห็นด้วย/Not approve .....เสียง/vote(s)  งดออกเสียง/Abstain .....เสียง/ vote(s)

วาระที่ 7 : พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ

Agenda 7 : To consider and approve the appointment of directors to replace the directors who retired by rotation.

ชื่อกรรมการ .....

เห็นด้วย/Approve .....เสียง/vote(s)  ไม่เห็นด้วย/Not approve .....เสียง/vote(s)  งดออกเสียง/Abstain .....เสียง/ vote(s)

ชื่อกรรมการ .....

เห็นด้วย/Approve .....เสียง/vote(s)  ไม่เห็นด้วย/Not approve .....เสียง/vote(s)  งดออกเสียง/Abstain .....เสียง/ vote(s)

ชื่อกรรมการ .....

เห็นด้วย/Approve .....เสียง/vote(s)  ไม่เห็นด้วย/Not approve .....เสียง/vote(s)  งดออกเสียง/Abstain .....เสียง/ vote(s)

ชื่อกรรมการ .....

เห็นด้วย/Approve .....เสียง/vote(s)  ไม่เห็นด้วย/Not approve .....เสียง/vote(s)  งดออกเสียง/Abstain .....เสียง/ vote(s)

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบพิมพ์หนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I hereby certify that all details in this Annex to the form of proxy are true and correct in every respect.

## Regulations of Maguro Group Public Company Limited

### Specific Sections Related to Shareholders' Meetings

#### Chapter 5: Board of Directors

Clause 16: The shareholders' meeting shall elect the company's directors based on the following principles and procedures:

(1) Each shareholder has one (1) vote per one (1) share.

(2) Each shareholder may use all the votes he/she has under (1) to elect one or more persons as directors. However, the shareholder cannot divide his/her votes among several people.

(3) The persons who receive the highest number of votes in descending order shall be elected as directors equal to the number of directors to be elected at that time. In the event that the next candidate in line has the same number of votes, which exceeds the number of directors to be elected, the chairperson of the meeting shall have the casting vote.

Clause 17: At every Annual General Meeting of Shareholders, one-third (1/3) of the directors shall retire from office. If the number of directors cannot be divided exactly into three, then the number closest to one-third (1/3) shall retire.

A director who retires from the office may be re-elected to the position.

In the first and second year after the registration of the company's conversion, directors retiring from office shall be determined by drawing lots. For subsequent years, the directors who have been in office the longest shall retire.

#### Chapter 6: Shareholders' Meetings

Clause 31: The Board of Directors must convene an Annual General Meeting of Shareholders within four (4) months from the end of the company's fiscal year.

Any other meeting besides the one mentioned above is called an Extraordinary General Meeting. The Board of Directors may call an Extraordinary General Meeting whenever it deems appropriate.

One (1) or more shareholders holding shares collectively amounting to not less than ten percent (10%) of the total shares issued may request, in writing, that the Board of Directors call an Extraordinary General Meeting at any time, provided that the subject matter and reasons for the meeting are clearly specified in the said written request. In such a case, the Board of Directors must convene the shareholders' meeting within 45 (forty-five) days from the date the request is received from the shareholders.

If the Board of Directors does not convene the meeting within the period specified in the third paragraph, the shareholders who made the request or other shareholders holding shares as specified herein may convene the meeting within 45 (forty-five) days from the expiration of the period under the third paragraph. In calling the meeting by the shareholders under this paragraph, the shareholders may send the

## Annual General Meeting of Shareholders 2026

notice of meeting to other shareholders electronically, provided that the shareholders have expressed their intention or given consent to the company or the Board of Directors in advance.

In such a case, a considered a meeting of shareholders called by the Board of Directors. The company must bear appropriate expenses incurred from organizing the meeting and facilitating it reasonably. If it turns out that any shareholders' meeting called under paragraph four lacks a quorum as specified in Clause 32, the shareholders under paragraph four shall jointly bear the expenses incurred from organizing that meeting to the company.

**Clause 32:** For a shareholders' meeting to have a quorum, there must be at least twenty-five (25) shareholders and proxies (if any), or not less than half (1/2) of the total number of shareholders, holding not less than one-third (1/3) of the total issued shares, present at the meeting.

If within one (1) hour from the time appointed for the meeting a quorum is not established and if such meeting was convened at the request of shareholders, it shall be dissolved. If such meeting was not convened at the request of shareholders but called by the Board of Directors, another meeting shall be summoned, and notices calling the meeting shall be sent to shareholders not less than seven (7) days prior to the date of the meeting. At such a second meeting, a quorum shall not be required.

**Clause 33:** At the shareholders' meeting, the chairman of the board shall preside as the chairman of the meeting. In the event that the chairman of the board is not present at the meeting or is unable to perform his/her duties, if there is a vice-chairman, the vice-chairman shall preside as the chairman. If there is no vice-chairman, or the vice-chairman is unable to perform his/her duties, the shareholders present at the meeting shall elect one (1) of their shareholders to preside as the chairman of the meeting.

**Clause 34:** In calling a shareholders' meeting, the board of directors shall prepare and send a meeting notice specifying the place, date, time, agenda of the meeting, and matters to be proposed to the meeting together with appropriate details. It should clearly state whether each matter is to be presented for acknowledgment, for approval, or for consideration, as the case may be, including the opinions of the board of directors on such matters. This notice must be delivered to the shareholders and the registrar not less than seven (7) days before the meeting date.

Furthermore, the notice of the meeting must be published in a newspaper for at least three (3) consecutive days prior to the meeting date. Alternatively, the company may choose to publish the notice of the meeting via electronic media instead of newspaper publication, as prescribed by the registrar.

The delivery of the meeting notice can be made directly to the recipient or their representative or sent by registered mail. If a shareholder has expressed a desire or consent to receive the meeting notice via electronic means, it may be sent electronically, in accordance with the criteria set by the registrar.

The board of directors shall determine another location in Thailand for the meeting as specified in the first paragraph.

## Annual General Meeting of Shareholders 2026

**Clause 35:** The chairman of the shareholders' meeting is responsible for conducting the meeting in accordance with the company's regulations regarding meetings. The meeting must proceed according to the agenda sequence specified in the meeting notice, unless the meeting is resolved by a vote of not less than 2/3 (two-thirds) of the shareholders present to change the agenda order.

After considering each agenda item, shareholders holding not less than one-third (1/3) of the total issued shares may request the meeting to consider other matters not specified in the meeting notice.

If the meeting has not completed the consideration of the items in the agenda as per the first paragraph or the items proposed by shareholders as per the second paragraph, and it becomes necessary to postpone the consideration, the meeting shall determine the place, date, and time for the next meeting. The board of directors shall send a meeting notice specifying the place, date, time, and agenda items to the shareholders not less than seven (7) days before the meeting date, and publish the meeting notice in a newspaper not less than three (3) days before the meeting.

**Clause 36:** In casting votes at a shareholders' meeting, whether by open or secret ballot, one (1) share equates to one (1) vote.

Voting shall be conducted openly, unless at least five (5) shareholders request otherwise, and the meeting resolves to hold a secret ballot. The method of secret voting shall be determined by the chairman of the meeting.

A shareholder with a special interest in any matter shall not be entitled to vote on that particular matter, except for the election of directors. A resolution of the shareholders' meeting shall be constituted with the following votes:

(1) For normal cases, a majority vote of the shareholders present and voting shall be decisive. In the event of a tie, the chairman of the meeting shall cast an additional vote as the decisive vote.

(2) In the following cases, a vote of not less than three-fourths (3/4) of the total votes of the shareholders present and entitled to vote shall be required:

(a) The sale or transfer of the whole or a substantial part of the company's business to another person.

(b) The purchase or acceptance of the transfer of a private company's or a public company's business by the company.

(c) The making, amending, or terminating of contracts relating to the leasing out of the whole or a substantial part of the company's business, the delegation of any other person to manage the company's business, or the merger of the business with another person with an objective of sharing profits and losses.

(d) Amendment to the Memorandum of Association or Articles of Association of the company.

(e) An increase or decrease in the company's registered capital.

(f) The dissolution of the company.

(g) The issuance and offering of debentures by the company.

## Annual General Meeting of Shareholders 2026

(h) The merger of the company with another company.

(i) Any other actions as prescribed by law which require a vote of not less than  $\frac{3}{4}$  (three-fourths) of the total votes of the shareholders present and entitled to vote.

**Clause 37:** The business that should be conducted at an annual general meeting of shareholders includes the following:

(1) Acknowledgement of the board of directors' report on the company's business conducted in the past year.

(2) Consideration and approval of the balance sheet and profit and loss account as of the end of the company's fiscal year.

(3) Consideration and approval of the allocation of profits and the distribution of dividends.

(4) Consideration of the election of new directors to replace those who retire by rotation.

(5) Consideration of the determination of directors' remuneration.

(6) Consideration of the appointment of auditors and determination of audit fees.

(7) Other business.

**Clause 38:** At a shareholders' meeting, a shareholder may appoint a proxy who is of legal age to attend and vote on their behalf. The proxy appointment must be in writing, signed by the shareholder, and submitted to the chairman or a person designated by the chairman at the meeting venue before the proxy attends the meeting. The proxy form must comply with the form prescribed by the registrar under the law governing public limited companies.

In accordance with the first paragraph, a shareholder may appoint a proxy through electronic means, provided that a secure and reliable method is used to ensure that the proxy appointment is conducted by the shareholder, as prescribed by the registrar.

In voting, the proxy holder is entitled to cast votes equal to the total number of votes granted by all shareholders who appointed them as proxy, unless the proxy holder declares to the meeting before voting that they will vote on behalf of only certain shareholders, specifying the names of the shareholders and the number of shares each shareholder holds.

# Question Submission prior to 2026 Annual General Meeting of Shareholders

Please return the completed form to:

Company Secretary Department  
Maguro Group Public Company Limited 1706/26 Safebox Office Bangkok, Room No. 8,9,10,11,  
2nd Floor, Rama 6 Road Rongmuang, Pathum Wan, Bangkok 10330  
Corporate Secretary Department (Inquiry Submission in advance)  
or The Company’s web site: [www.maguro.co.th](http://www.maguro.co.th)  
or E-mail : [ComSec@magurogroup.com](mailto:ComSec@magurogroup.com)

To Company Secretary Department

My name is.....Age.....  
Shareholders on Maguro Group Public Company Limited.....Shares  
residing at..... Village..... Moo.....  
Soi.....Road.....Subdistrict / District.....  
Province.....Code.....Tel.....  
E-mail.....

Would like to submit the following inquiry in Advance of the 2026 Annual General Meeting of Shareholders:

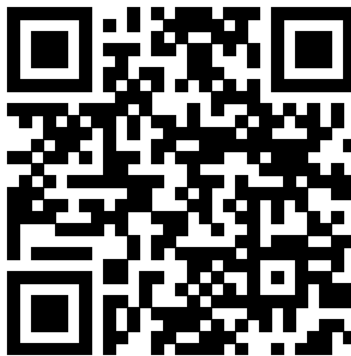
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Shareholders may submit questions regarding the agenda of the Annual General Meeting of Shareholders for the year 2026 from April 2, 2026, onwards.

**Request Form for the Annual Report 2025 / Form 56-1 One Report.**

Dear Shareholders,

The Company has prepared the Annual Report 2025 / Form 56-1 One Report in electronic format. Shareholders may scan the QR Code provided below to access the Company’s Annual Report 2025 / Form 56-1 One Report.



Annual Report 2025 / Form 56-1 One Report

However, if any shareholder wishes to receive a printed copy of the Annual Report 2025 / Form 56-1 One Report, the shareholder may request one by completing the details in the section below, marking ✓ in  and submitting the request to the Company via email at [comsec@magurogroup.com](mailto:comsec@magurogroup.com) The Company will then send the document to the address provided below by post.

- Annual Report 2025 / Form 56-1 One Report (Thai Version)
- Annual Report 2025 / Form 56-1 One Report (English Version)

**Mailing Address**

Name–Surname.....

Address No. .... Moo ..... Soi ..... Village/Building .....

Road ..... Sub-district/Sub-area ..... District .....

Province ..... Postal Code ..... Telephone .....

If you have any inquiries or suggestions, please contact.

Company Secretary Department

Investor Relations

Tel: 095 506 9388

Tel: 081 135 5576

E-mail: [ComSec@magurogroup.com](mailto:ComSec@magurogroup.com)

E-mail: [IR@magurogroup.com](mailto:IR@magurogroup.com)

# Map of the Meeting Venue

**THE BERKELEY HOTEL**  
PRATUNAM

**เวลาเดินทางส่วนบุคคล**  
DRIVING ROUTE

1. ถนนศรีอยุธยา เวลา 06.00 - 10.00 น.  
Si Ayutthaya Road 06.00 - 10.00 hrs.
2. ถนนจตุรทิศ เวลา 06.00 - 10.00 น.  
Chaturathit Road 06.00 - 10.00 hrs.
3. ถนนพญาไท Phaya Thai Road
4. ถนนเพชรบุรี เวลา 06.00 - 10.00 น.  
หรือ ลงทางด่วนเฉลิมมหานคร  
ทางออกถนนเพชรบุรี  
Phetchaburi Road 6.00 - 10.00 hrs.  
or Chalem Maha Nakhon Expressway  
exit Phetchaburi
5. ถนนเพลินจิต หรือ ลงทางด่วนเฉลิมมหานคร  
ทางออกถนนเพลินจิต ฟังเหือ  
Phloen Chit Road  
or Chalem Maha Nakhon Expressway  
exit North Phloen Chit
6. ถนนราชดำริ Ratchadamri Road

**การเดินทางขนส่งสาธารณะ**  
TRANSPORTATION OPTIONS

- แอร์พอร์ตลิงก์ สถานี รatchaprarop ทางออก 4  
Airport Rail Link  
Ratchaprarop Exit 4
- สถานี ชิดลม ทางออก 2  
Chitlom Station Exit 2
- ท่าเรือประตู่  
Pratum Pier