



Invitation to the Extraordinary General Meeting of Shareholders No. 1/2025

Nation Group (Thailand) Public Company Limited

Friday 31 October 2025 at 2 p.m.

Via electronic means (E-EGM) only
The Company will not provide physical meeting

The registration will start at 12.00 a.m.

- **Attend in person**

Shareholders will be able to register through the system from Friday 24 October 2025, at 8.30 a.m. to Friday 31 October 2025 until the end of the meeting.

- **Attend in proxy (Recommend to grant proxy to Independent Director)**

Shareholders shall submit the registration documents to the Company within Wednesday 29 October 2025 as follows;

Company Secretary
Nation Group (Thailand) Public Company Limited
No.1854 9th Floor, Debaratana Road, Bangna-Tai Sub-District,
Bangna District, Bangkok 10260

- **Guidelines to attend the Extraordinary General Meeting of Shareholders No. 1/2025**

The Company would like to ask for the shareholders' Preventive Measures in Enclosure 4

-Translation-

16 October 2025

Subject : Invitation to the Extraordinary General Meeting of Shareholders No. 1/2025

Attention : Shareholders of Nation Group (Thailand) Public Company Limited

Enclosures :

1. Copy of the Minutes of the 2025 Annual General Meeting of Shareholders (**for consideration of Agenda Item 2**)
2. Capital Increase Report Form (F 53-4) (**for consideration of Agenda Items 3 - 4**)
3. Articles of Association of Nation Group (Thailand) Public Company Limited, Chapter 6: Shareholders' Meeting
4. Explanation on Meeting Attendance Registration, Proxy Appointment, and Submission of Questions in Advance, and Guidelines for Attending Electronic Meeting by Inventech Connect
5. Brief Profile of the Independent Director being appointed as Proxy
6. Meeting Registration Form via QR Code
7. Proxy Form A, Form B, and Form C (or such proxy forms can be downloaded from the Company's website at www.nationgroup.com)
8. Questionnaire Forms for the Extraordinary General Meeting of Shareholders No. 1/2025
9. Privacy Policy for the Shareholders' Meeting of the Company

The Board of Directors' Meeting No. 6/2025 of Nation Group (Thailand) Public Company Limited (the "**Company**") held on Friday 19 September 2025, resolved to call the Extraordinary General Meeting of Shareholders No. 1/2025 to be held on **Friday, October 31, 2025 at 2.00 P.M., as an electronic media (e-meeting) only** according to the Emergency Decree on Electronic Meetings B.E. 2563 (as amended) and the relevant regulations (if you are unable to attend the e-meeting, the Company recommends that you appoint an independent director as your proxy instead of attending the meeting in person), with the business on the agenda as follows.

Agenda Item 1: Matters to be informed by the Chairman for Acknowledgement.

Voting: This agenda item is for acknowledgment, so no voting is required.

Agenda Item 2: To consider and adopt the minutes of the 2025 Annual General Meeting of Shareholders held on Tuesday, 29 April 2025.

Facts and Reasons: The Company has prepared the minutes of the 2025 Annual General Meeting of Shareholders held on Tuesday, 29 April 2025, and has already submitted such minutes of the meeting to the Stock Exchange of Thailand (the "**SET**") within 14 days from the date of the meeting and the Ministry of Commerce within the period as required by law. The Company has also published such minutes on its website at www.nationgroup.com, allowing all shareholders to verify their accuracy within a reasonable timeframe. In this regard, there was no objection or request for revision by any shareholder, and a copy of such minutes is shown in Enclosure 1.

Opinion of the Board of Directors: The Board of Directors has viewed that such minutes were prepared with complete accuracy and has deemed it appropriate to propose such minutes to the Extraordinary General Meeting of Shareholders No. 1/2025 for consideration and adoption.

Voting: The resolution for this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes.

Regarding the matters proposed for resolution in Agenda Item 3 and Agenda Item 4 at the Extraordinary General Meeting of Shareholders No. 1/2025, they are essentially interconnected and mutually dependent. Accordingly, provided that any matters under Agenda Item 3 and Agenda Item 4 have not been approved by the Extraordinary General Meeting of Shareholders No. 1/2025, it shall be regarded that the agenda(s) which has been approved is ceased and the subsequent agenda(s) shall not be proposed to the Extraordinary General Meeting of Shareholders No. 1/2025 for consideration.

Agenda Item 3: To consider and approve the increase in the registered capital of the Company by THB 6,468,072,875.58 from the registered capital of THB 7,905,422,403.31 to the registered capital of THB 14,373,495,278.89 by issuing 12,203,911,086 newly issued ordinary shares, with a par value of THB 0.53 per share, and the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the increase in the registered capital of the Company.

Facts and Reasons: The Company intends to raise additional capital to be used as working capital for the Company and/or its subsidiaries, in an approximate proportion of 21 percent of the total proceeds received and to repay debts, loans, bills of exchange (BE) and outstanding payables, in an approximate proportion of 79 percent of the total proceeds received, the Company shall allocate its newly issued ordinary shares to the existing shareholders in proportion to their respective shareholdings, as shall be proposed to the Extraordinary General Meeting of Shareholders No. 1/2025 for approval under Agenda Item 4. Consequently, the Company is required to increase its registered capital by THB 6,468,072,875.58 through the issuance of 12,203,911,086 new ordinary shares with a par value of THB 0.53 per share, and to amend Article 4 of the Company's Memorandum of Association accordingly, to reflect the increase in the registered capital, with the details as follows;

- (1) the increase in the registered capital of the Company by THB 6,468,072,875.58 from the registered capital of THB 7,905,422,403.31 to the registered capital of THB 14,373,495,278.89 by issuing 12,203,911,086 newly issued ordinary shares, with a par value of THB 0.53 per share, additional details are provided in the Capital Increase Report Form (F 53-4), enclosed herewith as Enclosures 2 and
- (2) the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the increase in the registered capital, where the following wordings will be adopted and the replacement of the existing wordings:

“Clause 4. Registered Capital 14,373,495,278.89 Baht (Fourteen billion three hundred seventy-three million four hundred ninety-five thousand two hundred seventy-eight baht and eight-nine satang)

Divided into	27,119,802,413	shares	(Twenty seven billion one hundred nineteen million eight hundred two thousand four hundred thirteen shares)
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Par value per share	0.53	Baht	(Fifty three satang)
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Consisting of:

Ordinary Shares	27,119,802,413	shares	(Twenty seven billion one hundred nineteen million eight hundred two thousand four hundred thirteen shares)
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Preferred Shares	-0-	shares	(-)
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In this regard, it is appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2025 to consider and approve the authorization of the authorized director(s) of the Company and/or any person authorized by such authorized director(s) to have authority to submit applications for registration of the increase in the registered capital and the amendment to Clause 4 of the Memorandum of Association of the Company to the Public Company Registrar, the Department of Business Development, the Ministry of Commerce, and to revise or amend the application forms or any statements in such documents, and to undertake any actions necessary for and relevant to the foregoing so as to comply with the applicable laws, rules, and regulations, as well as the recommendation or order of the registrar or officer to complete such registration.

Opinion of the Board of Directors: The Board of Directors considered and deemed appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2025 to consider and approve the increase in the registered capital of the Company by THB 6,468,072,875.58 from the registered capital of THB 7,905,422,403.31 to the registered capital of THB 14,373,495,278.89 by issuing 12,203,911,086 newly issued ordinary shares, with a par value of THB 0.53 per share, and the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the increase in the registered capital of the Company, including the authorization of the authorized director(s) of the Company and/or any person authorized by such authorized director(s) to have authority to submit applications for registration of the increase in the registered capital and the amendment to Clause 4 of the Memorandum of Association of the Company as detailed above.

Voting: This agenda shall be approved with votes of not less than three-fourth (3/4) of the total votes of shareholders attending the meeting and entitled to vote.

Agenda Item 4: To consider and approve the allocation of 12,203,911,086 newly issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering)

Facts and Reasons: With reference to the increase of the registered capital as described under Agenda Item 3, it is proposed that the Extraordinary General Meeting of Shareholders No. 1/2025 consider and approve the allocation of 12,203,911,086 newly issued ordinary shares of the Company, with a par value of THB 0.53 per share, to be offered to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering), at the allocation ratio of 1 existing ordinary share to 1 newly issued ordinary share, at the offering price of THB 0.04 per share, which is lower than the par value, given that the Company has incurred an accumulated losses for a period of not less than one year. It is determined with reference to the volume-weighted average price of the Company's ordinary shares traded for the past 15 consecutive business days before the date of the Board of Directors' Meeting No. 6/2025 held on Friday 19 September 2025 (i.e., during Wednesday 29 August 2025, to September 18 2025), which equals Baht 0.04 per share, and has determined the date on which the names of shareholders entitled to be allocated the newly issued ordinary shares in proportion to their shareholding on Monday 6 October 2025 (Record Date). The subscription period of the newly issued ordinary shares is 1-4, 8-9, 11-12, and 15-16 December 2025 (totaling ten business days).

In this regard, it is appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2025 to consider and approve the authorization of the Board of Directors and/or Executive Committee and/or any person(s) authorized by the Board of Directors and/or Executive Committee shall be authorized to undertake actions necessary for and relevant to the allocation of the newly issued ordinary shares, including, but not limited to:

- (a) determining details with respect to the allocation of the newly issued ordinary shares, e.g., method of allocation of the newly issued ordinary shares, whether in single or sequential allocations, offering period, offering price, payment methods, and any other conditions and details in connection with such allocation of the newly issued ordinary shares;
- (b) entering into negotiations and agreements, executing the relevant documents and agreements, executing applications, waivers, and any other documents and evidence necessary for and relevant to the said allocation of the newly issued ordinary shares, including but not limited to providing information and submitting documents and evidence to the Securities and Exchange Commission, the SET, Thailand Securities Depository Company Limited, the Ministry of Commerce, or other relevant agencies, and listing the newly issued ordinary shares on the SET; and
- (c) undertaking any other actions necessary for and relevant to the allocation of such newly issued ordinary shares, including the appointment of attorneys-in-fact to undertake actions in items (b) to (c).

Details of the allocation of newly issued ordinary shares of the Company are provided in Enclosure 2.

Opinion of the Board of Directors: The Board of Directors considered and deemed appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2025 to consider and approve the allocation of 12,203,911,086 newly issued ordinary shares of the Company, with a par value of THB 0.53 per share, to be offered to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering), at the allocation ratio of 1 existing ordinary share to 1 newly issued ordinary share, at the offering price of THB 0.04 per share, which is lower than the par value, given that the Company has incurred an accumulated losses for a period of not less than one year. It is determined with reference to the volume-weighted average price of the Company's ordinary shares traded for the past 15 consecutive business days before the date of the Board of Directors' Meeting No. 6/2025 held on Friday 19 September 2025 (i.e., during Wednesday 29 August 2025, to Thursday 18 September 2025), which equals Baht 0.04 per share, and has determined the date on which the names of shareholders entitled to be allocated the newly issued ordinary shares in proportion to their shareholding on Monday 6 October 2025 (Record Date), including the authorization of the Board of Directors and/or Executive Committee and/or any person(s) authorized by the Board of Directors and/or Executive Committee shall be authorized to undertake actions necessary for and relevant to the allocation of the newly issued ordinary shares as detailed above.

Voting: The resolution for this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes.

Agenda Item 5: To consider other business (if any).

Section 105 of the Public Company Limited Act B.E. 2535 (as amended) stipulates that the shareholders collectively holding no less than one-third of the total shares sold can propose other matters for consideration at the shareholders' meeting.

The Company would like to invite shareholders to attend the Extraordinary General Meeting of Shareholders No. 1/2025, which will be held as an electronic meeting (e-meeting) only on the date and at the time stated above. The Company will allow the shareholders to register to attend the meeting in advance from 8.30 a.m. on Friday 24 October 2025.

In case any shareholder would like to appoint a director of the Company or a proxy to attend the meeting and cast votes on the shareholder's behalf, please study the profiles of the independent director for proxy appointment as detailed in Enclosure 5, use one of the proxy forms as detailed in Enclosure 7 or the shareholders can download Proxy Form A, Form B or Form C from the Company's website at www.nationgroup.com, provided that only one of these proxy forms as specified shall be used, and enclose the shareholder's evidence of the right to attend the meeting as detailed in Enclosure 4. To facilitate the document verification process, the Company kindly requests all shareholders to send the completed proxy form and the relevant documents required for registration to attend the meeting via post to the Company at the following address by **5.00 p.m. on Wednesday 29 October 2025**:

Company Secretary Department

Nation Group (Thailand) Public Company Limited

No. 1854, 9th Floor, Debaratna Road, Bangna-Tai Sub-District, Bangna District, Bangkok 10260

In case any shareholders would like to the Company to answer their questions at the Extraordinary General Meeting of Shareholders No. 1/2025, the Company would like to invite the shareholders to submit their questions before the meeting date by specifying the questions together with their name, address, telephone number, and email address (if any) and send them to the Company by **5.00 p.m. on Wednesday 29 October 2025**, via any of the following channels:

- Send the question to the Company together with the proxy form; or
- Email: corporate_secretary@nationgroup.com.

On the meeting day, the company provides shareholders and/or proxies with an opportunity to request additional information by typing a question and inquiring through the microphone within 1 minute. In this regard, the Company will conduct the meeting in accordance with the Articles of Association of the Company relating to shareholders' meetings as detailed in Enclosure 3 and requests that the shareholders study the Guidelines for Attending Electronic Meetings as detailed in Enclosure 4. This meeting will be conducted through the electronic meeting system of Inventech Systems (Thailand) Co., Ltd. For any queries relating to the electronic meeting system, please contact the Company Secretary Department via telephone at 02-338-3289-91.

In addition, the Company has determined the date for determining the name of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2025 (Record Date) on Monday 6 October 2025.

The Company is fully committed to protect your personal information as a shareholder, proxy, or attorney of such persons, and to assure you that the Company can provide you with protection and treat your personal data in accordance with the Personal Data Protection Act B.E. 2562, the Company would like to inform you of the details relating to the personal data that may be processed, together with your rights regarding your personal data as shown in the Privacy Policy of the Company.

Please be informed accordingly.

Sincerely yours,

-Signature-

(Mr. Marut Arthakaivalvatee)

Chairman of the Board of Directors

Nation Group (Thailand) Public Company Limited

-Traslation-**Minutes of the 2025 Annual General Meeting of Shareholders****as an electronic media (e-meeting)****Nation Group (Thailand) Public Company Limited****Date, Time and Place**

The 2025 Annual General Meeting of Shareholders as an electronic media (e-meeting) of Nation Group (Thailand) Public Company Limited (“the Company”) was held Tuesday, April 29, 2025, at 2 p.m., at meeting room, 10th floor, No. 1854 Debaratana Road, Bangna-Tai Sub-District, Bangna District, Bangkok 10260.

Directors attending the meeting in the meeting room (2 Directors)

- | | | |
|----|----------------------------|---|
| 1. | Mr. Marut Arthakaivalvatee | Chairman of the Board of Directors |
| 2. | Mr. Thanachai Santichaikul | Independent Director, Member of the Audit Committee,
and Chairman of the Nomination and Remuneration Committee |

Directors attending the meeting as an electronic media (e-meeting) (6 Directors)

- | | | |
|----|-----------------------------|---|
| 1. | Mr. Shine Bunnag | Vice Chairman of the Board of Directors (No.1), Chairman of the Executive Committee and Chief Executive Officer |
| 2. | Mr.Somchai Meesen | Vice Chairman of the Board of Directors (No.2) ,
Member of the Nomination and Remuneration Committee,
Member of the Corporate Governance and Sustainability Committee |
| 3. | Mr. Apivut Thongkam | Independent Director and Chairman of the Audit Committee |
| 4. | Mr. Chaivasit Puvapiromquan | Independent Director and Member of the Audit Committee, Chairman of the Corporate Governance and Sustainability Committee |
| 5. | Mr. Jessada Buranapansri | Director, Member of the Corporate Governance and Sustainability Committee |
| 6. | Mr. Ka Ming Jacky Lam | Director, Member of the Nomination and Remuneration Committee |

Total There were 8 directors attending the meeting, representing 100% of the total number of directors.

Executive attending the meeting and in the meeting room

- | | | |
|----|---------------------------|--|
| 1. | Miss Nutwara Saengwarin | Member of the Executive Committee, Chief Marketing Officer |
| 2. | Miss Natenapa Pusittanont | Chief Financial Officer, Member of the Corporate Governance and Sustainability Working Group, Corporate Governance Sub-Committee, Member of the Artificial Intelligence (AI) Working Group and Member of the Risk Management |

Corporate Secretary

Miss Saowaluck Chotrungrot

Auditors from EY Office Company Limited

Mr. Pornanan Kitjanawanchai

Legal Advisor from Wise Equity Legal Counsel Co., Ltd.

Mr. Sittiwate Jewsittipapai

Prior to the commencement of the meeting, Mr. Achawin Suksi and Miss Varunsuda Karunayadhaj were assigned by the Chairman of the Board to conduct the meeting. (the "Meeting Facilitator") clarified compliance with the Board of Directors meeting, therefore, approved holding the electronic media the 2025 Annual General Meeting of Shareholders as an electronic media (e-meeting) only solely through Inventech e-Shareholder Meeting System provided by Inventech Systems (Thailand) Co., Ltd, as endorsed by the Electronic Transactions Development Agency or ETDA.

In addition, the guidelines for attendance were communicated via electronic media. Details are shown in Enclosure 8 of the Meeting Invitation. This is in line with the Good Corporate Governance Policy RE: Equitable Treatment of Shareholder's Right as follows:

1. The Company provided the opportunities to shareholders to propose agenda for the 2025 Annual General Meeting of Shareholders and to nominate directors through the Board of Directors. The nomination form could be downloaded from www.nationgroup.com and sent to the Chairman of the Board of Directors via postal mail from November 1, 2024 to December 31, 2024.

Consequently, no nomination of Directors was made and no additional agenda were proposed by shareholders.

2. The Company provided the opportunities to shareholders to send the questions in advance of the 2025 Annual General Meeting of Shareholders via www.nationgroup.com from March 31, 2025, to April 27, 2025, to the Board and executives to gather information and prepare the answers for the Meeting.

Consequently, one shareholder, the Thai Investors Association, who has submitted four questions to the company in advance. These questions relate to the Group's performance. The management will address these questions for shareholders' acknowledgment with agenda 3: To acknowledge the operating results of the Company for the year 2024.

3. The Company opens an opportunity for shareholders to delegate an independent director as a proxy to attend the meeting and to vote on behalf of the shareholders. The independent director as proxy authorized by the Company by this time is Mr. Apivut Thongkam. A brief biography of Mr. Apivut Thongkam appears in Enclosure 9 of the Meeting Invitation. The shareholders may send the Appointment of Proxy and required documents to the Company within April 27, 2025, to post via:

Company Secretary

Nation Group (Thailand) Public Company Limited

No. 1854, 9th, Debaratna Road, Bangna-Tai Sub-District, Bangna District, Bangkok 10260

Criteria for the Shareholders' Meeting of the Company shall be under the Articles of Association, Chapter 6 "Shareholders' Meeting", Article 35 to Article 36 as attached to the Meeting Invitation to inform the shareholders in advance as follows:

Article 35 "The chairman of the shareholder's meeting shall conduct the meeting in compliance with the law and the articles of association of the company relating to meetings, and to follow the sequence of the agenda items stipulated in the notice calling for the meeting, unless the meeting passes a resolution by a vote of no less than two-thirds of the number of the shareholders attending the Meeting allowing a change in the sequence of the agenda items."

Article 36 "The decisions made, or resolutions passed at the shareholders' meeting shall be by a majority vote of the shareholders attending the meeting and casting their votes, whereby one share is equivalent to one vote. A shareholder who has a vested interest in any matter shall not be entitled to vote on such matter, except for voting on an election of directors. In the case of an equality of votes, the chairman of the meeting shall have an additional vote as a casting vote."

Voting Procedures

1. Voting for each agenda shall be conducted openly. The shareholders or proxies shall only vote for agree or disagree or abstain. The splitting of votes or voting in part is not allowed (except in the case of custodian).
2. Only shareholders who wish to vote for 'disagree' or 'abstain', press the button on the 'Disagree' or 'Abstain' box in the Inventech program. Voting results shall be announced at the meeting.
3. The Company requires that the shareholder voting on each agenda item shall last 1 minute and voting may change until that agenda is closed for voting results.
4. In the case that the shareholders do not vote by the e-Shareholder Meeting voting program or do not press the button on the voting system, the vote will be automatically counted as "Agree".
5. In case the shareholder delegates the director or independent director to act, the voting shall be based on the shareholder's intention.

Vote counting criteria

In the Shareholders' Meeting of the Company, vote counting criterias shall be as follows:

1. Voting results in each agenda, the Company shall count the votes of the shareholders in the meeting only for those who vote 'Disagree' and/or 'Abstain', and then shall be deducted from the total number of votes of shareholders in the meeting, the remainder will be counted as "Agree" votes, including the votes

completely made by the proxies in the Proxy Letter, such votes are recorded in advance after complete registration for the meeting.

2. Voting results shall be identified as 'Agree', 'Disagree', and 'Abstain'. In each agenda, the latest number of shares of attendees shall apply, therefore, the votes in each agenda may differ.
3. In the case where it is avoided ballot, it refers to the shareholders or the proxy in the electronic voting expressing ambiguous intention, for example, marking more than one column of boxes in the electronic voting or separate voting (except for in case of custodian).
4. The system processing is based on the votes of shareholders according to the voting procedures in each agenda and shall report to the shareholders of the vote counting results for every agenda.

The aforementioned cases shall include shareholders attending the meeting in person and proxy, which this practice shall apply to all meeting agendas, except for Agenda 6 regarding the appointment of directors in replacement of those who retire by rotation, the meeting shall vote to elect individual directors for transparency purpose and under the Good Corporate Governance policy. After voting results by agenda are announced, it is considered as voting for that agenda ends.

Questioning at the meeting

1. Before voting on each agenda, the Company allows the shareholders or the proxy to ask questions or express opinions on issues relating to that respective agenda as appropriate.
2. In typing questions, the shareholder is required to type his given name and last name and identified status as shareholder or proxy, and in the question column, specify the agenda item the question is raised, then send questions into the system.
3. To offer opinions or questions, make sure that the questions or issues are relevant and concise to secure an effective meeting. The Company reserves the right to take appropriate action.
4. In case there are numerous related questions are transmitted into the system, the Company at its discretion shall select the questions as appropriate.

Preliminary Proceedings

The meeting facilitator informed the meeting that at this the 2025 Annual General Meeting of Shareholders as an electronic media (e-meeting).

There were 1 shareholder with 450 shares, attending the Meeting in person and 35 proxies with 7,343,345,445 shares. There were the total number of 36 persons, holding the number of 7,343,345,895 shares in the aggregate, equivalent to 60.1720 percent of the total number of 12,203,911,086 shares sold, constituting a quorum according to the Company's Articles of Association Article 33.

Mr. Marut Arthakaivalvatee, Chairman of the Board of Directors acting as the chairman of the meeting ("Chairman"). The Chairman welcomed the shareholders and opened the 2025 Annual General Meeting of Shareholders as an electronic media (e-meeting) via the Inventech e-Shareholder Meeting System provided by Inventech Systems (Thailand) Co., Ltd, with the delegated Meeting facilitator to present the details of each agenda to the meeting.

Agenda 1 : Message from the Chairman.

The Chairman informed the meeting that in 2024, the Group has emphasized and committed to develop the business by producing content on news information, together with the adoption of Generative AI technology to enhance performance, including the use of female AI anchors "Natcha" and male AI anchors "Netran" on Nation TV channel, which helps reduce long-term costs while adding more cheerful to news reading on the TV screen. The company has also appointed an Artificial Intelligence (AI) Working Committee to help drive the AI plan to be more efficient and robust in the future.

This agenda is aimed to inform matters only and no voting is necessary.

Agenda 2 : To consider and adopt the minutes of the 2024 Annual General Meeting of Shareholders held on April 19, 2024.

The meeting facilitator notified the meeting that the 2024 Annual General Meeting of Shareholders which was held on April 19, 2024, and had prepared the said minutes of such meeting, completely correct and completed within the time prescribed by the law. It was also delivered to the Stock Exchange of Thailand ("SET") within 14 days. In addition, the Company has published the minutes of the meeting through the Company's website at www.nbc.co.th in order for the shareholders to acknowledge the minutes of the meeting and be able to verify its accuracy within a reasonable time. However, there is no objection or amendment and whatsoever. A copy of the minutes the 2024 Annual General Meeting of Shareholders as appeared in Enclosure 1 of the Meeting Invitation Letter, has completely been delivered to all shareholders.

The Board of Directors has considered and viewed that the Minutes of the 2024 Annual General Meeting of Shareholders was recorded correctly, truthfully and completely. It was therefore deemed appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the said minutes.

The Meeting facilitator allowed the shareholders to ask questions and express further opinions.

No shareholder asked any questions or comments.

The Meeting facilitator therefore asked the shareholders' meeting to approve the minutes the 2024 Annual General Meeting of Shareholders which was held on April 19, 2024.

Meeting's Resolution The Meeting resolved to adopt resolved to adopt the minutes of the 2024 Annual General Meeting of Shareholders which was held on April 19, 2024 with a unanimously votes as follows:

Shareholders' vote	Number of votes (Votes)	Percentage
Approval	7,343,345,895	100.0000
Disapproval	-	-
Abstention	-	-
Voided Ballot	-	-
Total (36 shareholders)	7,343,345,895	100.0000

Remark : The resolution for this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes.

Agenda 3 : To acknowledge the operating results of the Company for the year 2024.

The meeting facilitator notified the meeting that the Company has provided a summary of the operating results and significant changes occurring in the year 2024, details appeared in the Annual Registration Statement and the 2024 Annual Report (One Report), delivered by the Company to all shareholders in the form of QR Code as shown in Enclosure 10 of the Meeting Invitation Letter mailed to the shareholders. In addition, shareholders may examine further details from the MD&A Report or the Management Discussion and Analysis, that detailed operating results have been shown in the Annual Registration Statement and the 2024 Annual Report (One Report) and exhibited on the Company's website and the SET's website completely.

The meeting facilitator invited Miss Natenapa Pusittanont Chief Financial Officer, to report the Company's operating result for the year 2024 to the shareholders.

Miss Natenapa Pusittanont reported to the meeting that 2024 was another year where the media business has continuously faced challenges out of various factors, including the slowing domestic economy and global economy, thereby resulting in a decrease in advertising spending in line with the economic recession. In addition, consumer behavior has changed from consuming traditional media to consuming media through online channels, social media, and a continuously increasing number of streaming platforms, leading to high competition in the media industry and has also affected the Group inevitably.

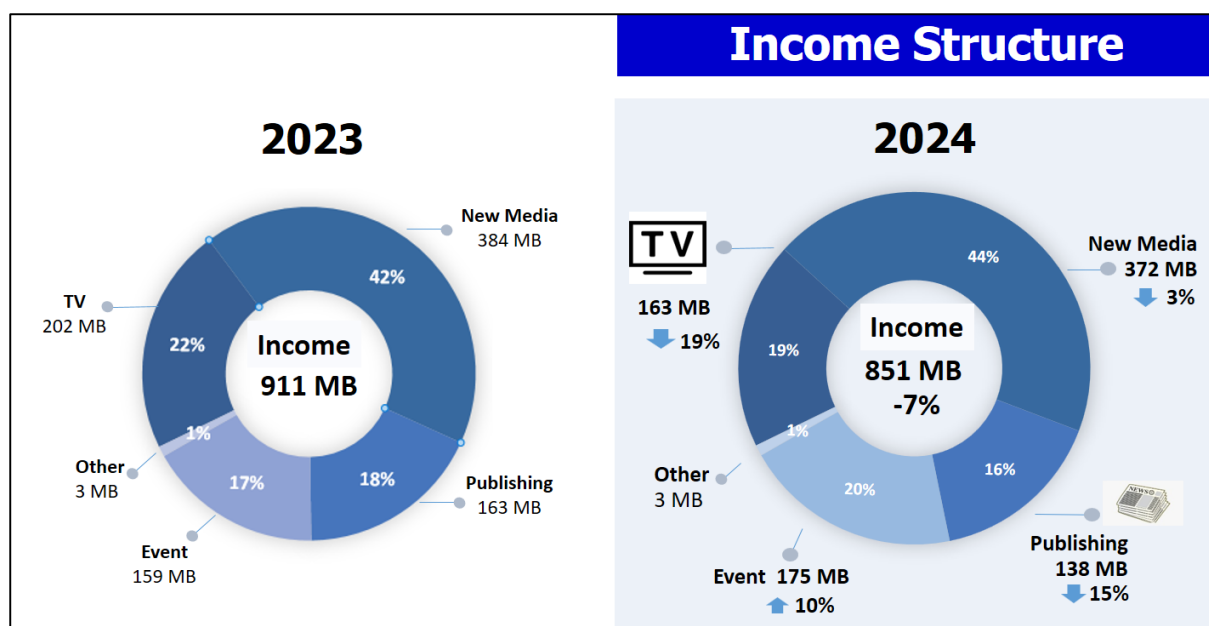
For the year ended December 31, 2024, the Company recorded total revenue from sales and services of 851 million baht, representing a decrease of 60 million baht or 7 percent compared to the same period of the previous year, which stood at 911 million baht.

The revenue structure for the year is categorized into five segments as follows:

1. Revenue from digital tv media (TV) amounted to 163 million baht, decreasing by 39 million baht or 19 percent compared to the previous year's total of 202 million baht;
2. Revenue from online media (New Media) amounted to 372 million baht, decreasing by 12 million baht or 3 percent compared to the previous year's total of 384 million baht;
3. Revenue from print media (Publishing) amounted to 138 million, decreasing by 25 million baht or 15 percent compared to the previous year's total of 163 million baht;
4. Revenue from events amounted to 175 million baht, an increase of 16 million baht or 10 percent compared to the previous year's total of 159 million baht, this is because in the past year. The Group has focused on organizing national-level "Big Events" that could create an impact and be a social and economic trend overall, for example, organizing a 'Dinner Talk' in August 2024, a 'Sustainability Forum' seminar, an 'ASEAN Economic Outlook' seminar, a 'GO THAILAND 2024: GREEN ECONOMY – LANDBRIDGE', a Golden Opportunity? A

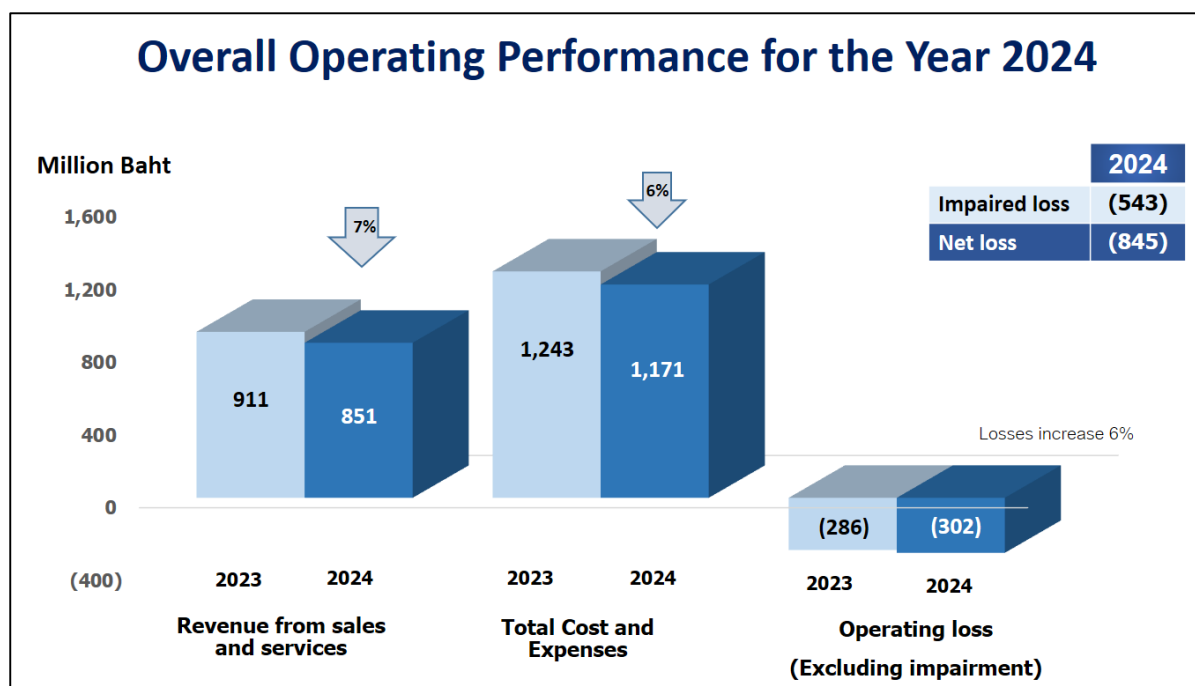
seminar on Artificial Intelligence (AI), which is a current trend and has been of interest in the business world. The Group' events have relatively gotten a good response, and the Group will also continue to develop events that are beneficial to society and seek new revenue channels to strengthen the organization's revenue.

5. Other Income: Such as B2C business activities, which generated revenue to 3 million baht, remains the same as the previous year.



Total costs and expenses for the year ending December 31, 2024, amounted to 1,171 million baht, a decrease of 6 percent compared to the same period of the previous year, which was 1,243 million baht.

For the Company's and its subsidiaries' performance according to the consolidated financial statements for the year ending December 31, 2024, the Company had a net loss of 302 million baht, an increase of 6 percent compared from the same period of the previous year, which had a net loss of 286 million baht. However, if the loss from asset impairment of 543 million baht was included, the Company's net loss was 845 million baht. Due to the decrease in revenue, the Management has acknowledged the problems and has set a direction and measures to improve the internal structure and synergy within the Group to reduce work redundancy and providing a continuous control and reducing the unnecessary expenses, including the use of Artificial Intelligence (AI) technology within the organization to increase the efficiency among departments and enhance future competitiveness.



For the consolidated financial statements for the year ending December 31, 2024, the Company's total assets amounted to 866 million baht, a decrease of 631 million baht or 42 percent compared to the end of the previous year, which was 1,497 million baht. The Company's shareholders' equity was 37 million baht, a decrease of 830 million baht or 96 percent compared to the end of the previous year, which was 867 million baht. When compared to the company's paid-up capital of 6,468 million baht, after deducting the share premium of 2,410 million baht, the shareholder equity to paid-up capital ratio was 0.9 percent, which was less than 50 percent of the Company's paid-up capital, resulting in the Stock Exchange continuing to place a "CB" sign on NATION securities.

Consolidated financial statements			
Unit: Million Baht	31 Dec 2023	31 Dec 2024	+/-
Total assets	1,497	866	▼ 42%
Current assets	264	272	
Non-current assets	1,233	594	
Total liabilities	630	829	▲ 32%
Current liabilities	347	595	
Non-current liabilities	283	234	
Shareholders' equity	867	37	▼ 96%
Shareholders' Equity - Parent Company Equity	867	37	
Shareholders' equity: Paid-up capital	21%	0.9%	"CB" sign

The meeting facilitator informed the meeting that, in accordance with the Company's invitation for shareholders to submit questions in advance for the 2025 Annual General Meeting of Shareholders via email at corporate_secretary@nationgroup.com during the period from March 31, 2025, to April 27, 2025, one shareholder, Miss Poonsri Kanchareonkulwong a shareholder rights volunteer representative and proxy holder authorized by the Thai Investors Association, submitted four questions in advance to the company, including;

1. What is NATION's strategy to correct its continuous losses and clear its accumulated deficit, and when is the company expected to remove the "CB" sign?
2. Given the auditor's observation regarding the company's ability to operate on a going-concern basis, including NATION's continuous negative cash flow from operations, what is NATION's plan to address this?
3. Because the NATION made a significant impairment of investments in its subsidiaries in 2024 (an additional impairment of more than 800 million baht and an allowance for impairment of more than 1,000 million baht), where the remaining Book Value was only 200 million baht, and some subsidiaries' Book Value is now zero. In 2022, the Company had a transaction to acquire NNV shares and provide a loan to NNV to repay debt to NBC (the former name) to merge and become "One NATION," with a total amount of approximately 460 million baht. As such, we would like to inquire about the reasons for the impairment of each subsidiary, the management strategy for the subsidiaries, and the future business direction of the Group.
4. According to notes to the financial statements 10.1 and 10.2, it was found that NATION increased its capital in NATION TV while also setting up an allowance for impairment of the investment in NATION TV in the same year (currently, the net investment value is zero). Furthermore, the license to use the frequency and operate the television business of NATION TV has a remaining value of zero. We therefore would like to inquire about the reasons and objectives of such a capital increase, as well as the details of each project (amount and duration).

Miss Natenapa Pusittanont, Chief Financial Officer, clarified questions items 3 and 4 regarding the impairment of investments in subsidiaries in 2024, stating that the Group recognized an impairment loss on investments of approximately 800 million baht in the separate financial statements and an asset impairment of approximately 543 million baht in the consolidated financial statements. This includes a TV license impairment of 170 million baht, an intangible asset impairment of 15 million baht, and a goodwill impairment of 358 million baht in accordance with the Group's accounting policy, which emphasizes presenting asset values appropriately and in line with the current situation. Currently, the Group regularly assesses asset impairment and considers it when there are indications that an asset may be impaired. However, the Group immediately recognizes an impairment loss when the recoverable amount of the asset is lower than its book value where the valuation is based on estimating future discounted cash flows.

For 2024, some subsidiaries faced losses, and the parent company had to increase capital in the subsidiaries to enable them to pay off debts and to continue its operations, combined with uncontrollable external factors such as the slowing and highly volatile domestic and international economic conditions, political uncertainty, and foreign situations. The fluctuation of exchange rates and inflation also affected consumer purchasing power costs. These factors directly affected the estimation of future cash flows of the Group. Therefore, when there were indications of impairment due to these situations, the Group had to record an impairment loss on those assets so that the book value of the assets would truly reflect the expected recoverable value, which is in accordance with the relevant financial reporting standards and based on conservative accounting principles to ensure that the Group's financial statements accurately and transparently present the financial position and operating results. If the situation recovers, the Group will be able to reverse the impairment loss.

Mr. Shine Bunnag, Vice Chairman of the Board (No. 1), Executive Chairman, and CEO, clarified question item 1 and 2 regarding strategies, solutions, and future plans, stating that it is well known that the media business still faces challenges and changes in technology, platforms, and consumer behavior, more people consuming media through online channels and social media. These changes have been ongoing for a long time, and the Company has a continuous operational plan, which includes restructuring the organization and reducing fixed costs, such as salaries and rent, which are relatively high costs. Currently, the Group has almost 1,000 employees, which is a relatively high number, and it will proceed cautiously and gradually. However, such organizational restructure is to enable the organization to move forward in the future.

In addition, the Group plans to use various Artificial Intelligence (AI) technologies to help reduce work steps, lower costs and expenses, and enhance the company's competitiveness. This will lead to higher work efficiency and more consistent and stable quality. Over the past year up to the present, the Company has continued to be strict in managing costs and expenses. On the revenue, an important factor besides the economic situation is consumer behavior, with advertising budgets changing according to platforms. For the operational plan in 2025, the Management is confident that revenue will increase from the previous year due to the addition of other revenue channels, such as revenue from public relations for government agencies and local authorities, and the addition of online programs from its media network to serve the new generation target audience on social and online platforms. As for creditors, the Company has continuously managed to reduce outstanding debt.

Accordingly, Miss Natenapa Pusittanont, Chief Accounting and Finance Officer, was assigned to clarify the matter regarding the removal of the "CB" (Caution: Financial Condition) sign and the approach for eliminating the accumulated losses, for the meeting's acknowledgment.

Miss Natenapa Pusittanont, Chief Financial Officer, was assigned to clarify the matter of removing the "CB" sign and the approach to clearing the accumulated deficit to the meeting.

Miss Natenapa Pusittanont, Chief Financial Officer, explained that for the approach to clearing the accumulated deficit and removing the "CB" sign, the Company has a plan to consider finding appropriate funding sources for the situation and the needs of the group of companies from various parts, including those with and without interest burdens, for example, a plan to increase capital to strengthen the financial structure and increase long-term liquidity. However, the Management will consider finding solutions to improve performance to address the "CB" sign, and once a conclusion is reached, it will be presented to the shareholders.

The Meeting Facilitator informed the meeting that the Company has emphasized the importance of conducting business with honesty, integrity, and transparency, adhering to principles and implementing Anti-Corruption policies and guidelines. It recognized the significance of combating corruption and has been certified as a member of the Thai Private Sector Collective Action Against Corruption (CAC), which has the policies aimed at raising awareness among the Thai private sector and collaborating to address corruption issues by encouraging companies to establish policies and practices to prevent the giving and receiving of bribes, as well as corruption in all forms, since September 30, 2017.

The CAC membership has a term of three years per session. The company was granted its first membership renewal on September 30, 2020, and the second renewal on September 30, 2023. In 2025, the company has prepared a plan for the next membership renewal, which is set to expire in September 2026. This demonstrates the company's commitment and reaffirms its awareness and emphasis on establishing an anti-corruption system, which has been continuously implemented.

Additionally, the Corporate Governance Task Force, which reports directly to the Governance and Sustainability Committee, has implemented the display of the Nation Way (Ethics for Journalists) and the Code of Conduct (Ethics for Employees) in the Nation House application and Line groups used for work-related communication. Employees are members of five different groups: Sales Group, IT Support Group, Producer Group, Supporting Nation Group, and MD Group. Two messages are posted each month, rotating every three months per cycle. Furthermore, these messages are also displayed in front of the elevators to reinforce awareness and enhance understanding among executives and employees in carrying out their duties.

In 2025, there are plans to enroll directors, senior executives, and business unit heads in training programs related to business adaptation in the modern era. These include courses on the application of AI in the workplace to provide foundational knowledge and understanding of AI usage, as well as courses related to ESG (Environmental, Social, and Governance).

This agenda is aimed to inform matters only and no voting is necessary.

Agenda 4 : To consider and approve the Company's statement of financial position and statement of comprehensive income for the fiscal period ended December 31, 2024.

The Meeting facilitator informed the meeting that in compliance with Section 112 of the Public Limited Companies Act B.E. 2535 (as amended) (the "Public Limited Companies Act") and Article 39 of the Articles of Association of the Company, which require the Board of Directors to arrange for the preparation of the financial statements, profit and loss statement, and auditor's report, as well as the annual report of the Board of Directors as of the last date of the fiscal year of the Company in order to propose the same to the annual general meeting of shareholders for consideration and approval.

The Company has prepared its separate financial statements and the consolidated financial statements of the Company and its subsidiaries for the fiscal year ended December 31, 2024, which have been audited by the Company's auditor that is a certified public accountant, reviewed by the Audit Committee, and approved by the Board of Directors to be in line with the financial reporting standards as detailed in the Annual Registration Statement and Annual Report 2024 (Form 56-1 One Report) made available to the shareholders via the QR Code as shown in Enclosure 10.

The Board of Directors has considered and deemed it appropriate to propose the statement of financial position and statement of comprehensive income for the fiscal period ended December 31, 2024, which have been audited by the Company's auditor that is a certified public accountant, reviewed by the Audit Committee, and approved by the Board of Directors, to the 2025 Annual General Meeting of Shareholders for consideration and approval.

The Meeting facilitator provided the opportunity to the shareholders to ask questions and express opinions.

No shareholder asked any questions or comments.

The Meeting facilitator therefore proposed that the shareholders' meeting vote on the matter to consider and approve the Company's statement of financial position and statement of comprehensive income for the fiscal period ended December 31, 2024, which have been audited by the Company's certified auditor and has been reviewed by the Audit Committee. It has already been approved by the Board of Directors' meeting.

Meeting's Resolution The Meeting resolved approve the Company's statement of financial position and statement of comprehensive income for the fiscal period ended December 31, 2024, which had been audited by the certified public accountant of the Company, reviewed by the Audit Committee, and approved by the Board of Directors' meeting with a unanimously votes as follows:

Shareholders' vote	Number of votes (Votes)	Percentage
Approval	7,343,345,895	100.0000
Disapproval	-	-
Abstention	-	-
Voided Ballot	-	-
Total (36 shareholders)	7,343,345,895	100.0000

Remark : The resolution for this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes.

Agenda 5 : To consider and approve the non-allocation of the net profit as legal reserve and the suspension of dividend payments for the operating results for the year 2024.

The meeting facilitator informed the meeting that in order to comply with Section 115 of the Public Limited Companies Act and Article 42 of the Articles of Association of the Company, which prohibit the payment of dividends from proceeds other than profits, as well as Section 116 of the Public Limited Companies Act and Article 40 of the Articles of Association of the Company, which require the Company to allocate a portion of the annual net profit as a reserve fund of not less than 5 percent of the annual net profit less accumulated losses carried forward (if any) until this reserve fund is at least 10 percent of the registered capital.

The Company has a policy to pay dividends of not more than 65 percent of the net profit from the Company's separate financial statements, subject also to the investment plan, necessity, and other appropriate reasons in the future under the condition that the foregoing is in the best interest of the shareholders.

As for the operating results of 2024, the Company had a net loss of 845 million Baht according to the consolidated financial statements and 1,040 million Baht according to the separate financial statements. Furthermore, the Company had a retained loss of 4,093 million Baht according to the consolidated financial statements and 4,092 million Baht according to the separate financial statements. Therefore, the Company is unable to allocate its net profit as legal reserve or pay dividends for the operating results of 2024.

The Board of Directors has considered and deemed it appropriate to propose the non-allocation of net profit as legal reserve and the suspension of dividend payments for the operating results of 2024 due to the Company's retained loss to the 2025 Annual General Meeting of Shareholders for consideration and approval as detailed above.

The Meeting facilitator provided the opportunity to the shareholders to ask questions and express opinions. No shareholder asked any questions or comments.

The Meeting facilitator therefore requested that the shareholders' meeting consider and approve the non-allocation of the net profit as legal reserve and the suspension of dividend payments for the operating results of 2024.

Meeting's Resolution The Meeting resolved to and approve the non-allocation of the net profit as legal reserve and the suspension of dividend payments for the operating results of 2024 with a unanimously votes as follows:

Shareholders' vote	Number of votes (Votes)	Percentage
Approval	7,343,345,895	100.0000
Disapproval	-	-
Abstention	-	-
Voided Ballot	-	-
Total (36 shareholders)	7,343,345,895	100.0000

Remark : The resolution for this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes.

Agenda 6 : To consider and approve the re-election of directors to replace those retiring by rotation

The meeting facilitator informed the Meeting that in order to comply with Section 71 of the Public Limited Companies Act and Article 15 of the Articles of Association of the Company, which require that one-third of the directors must retire from office at every annual general meeting of shareholders. If the number of directors cannot be divided into three parts, then the number of directors closest shall retire where the retiring directors may be re-elected into office.

At present, the Company has eight directors, where two directors retiring by rotation at the 2025 Annual General Meeting of Shareholders are as follows:

1) **Mr.Somchai Meesen**

Position : Vice Chairman of the Board of Director (No.2), Member of the Nomination and Remuneration Committee, Member of the Corporate Governance and Sustainability Committee, Advisor to the Executive Board

Holding the position until now for about 6 year 11 months with Experience knowledge and expertise in business administration.

2) **Mr. Chaiyasit Puvapiromquan**

Position : Independent Director and Member of the Audit Committee, Chairman of the Corporate Governance and Sustainability Committee

Holding the position until now for about 7 year 3 months with Experience, knowledge and expertise in business administration.

In this regard, the Nomination and Remuneration Committee (by disinterested members), having carefully scrutinized and considered the qualifications of the two directors retiring by rotation at the 2025 Annual General Meeting of Shareholders in accordance with the rules and procedure for nomination of directors, has viewed that these two candidates had the knowledge, experience, and skills that would be beneficial to the Company's operations, that they possessed the qualifications suitable for the Company's business operations, that they had the qualifications and did not have any prohibited characteristics as prescribed by the Public Limited Companies Act and the Securities and Exchange Act B.E. 2535 (as amended), as well as the relevant notifications. In addition, the candidate nominated as the independent director was qualified in line with the definition of independent directors of the SET and the Company, as well as the relevant law and regulations of the Office of the Securities and Exchange Commission (the "SEC Office"), and can provide their opinions independently in accordance with the relevant guidelines and no independent director has held the position of independent director of the company more than nine years.

The Nomination and Remuneration Committee ("NRC"), therefore proposed to the Board of Directors Meeting, the Board of Directors Meeting resolved to propose to the shareholders' meeting to consider and approve the appointment of two directors who retired by rotation to be re-appointed for another term as follows:

- | | |
|--------------------------------|--|
| 1. Mr.Somchai Meesen | Position Vice Chairman of the Board of Director (No.2),
Member of the Nomination and Remuneration
Committee, Member of the Corporate Governance
and Sustainability Committee, Advisor to the
Executive Board |
| 2. Mr. Chaivasit Puvapiromquan | Position Independent Director and Member of the Audit
Committee ,Chairman of the Corporate Governance
and Sustainability Committee |

The profile of the persons nominated to replace the directors who retire by rotation appears as in attached document No.5.

In this regard, the Company had provided an opportunity for the shareholders to nominate persons in consideration of appointment of director of the Company through the Company's website since from November 1, 2024 to December 31, 2024.; however, there were no shareholders nominating any additional person to be considered as the Company's director

The Board of Directors, by the consideration and recommendation of the NRC, (excluding the directors having vested interest) had deliberately and carefully screened and considered and deemed appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the appointment of the directors to resume their directorship for another term.

The Chairman informed the meeting that in this agenda item, Mr. Somchai Meesen and Mr. Chaivasit Puvapiromquan are directors who has retired. and being considered as stakeholders, these two directors have temporarily left the screen of the meeting system during the consideration and voting in this agenda for transparency and compliance with good corporate governance principles.

The Meeting facilitator provided the opportunity to the shareholders to ask questions and express opinions.

No shareholder asked any questions or comments.

The Meeting facilitator, therefore, requested the shareholders' meeting to consider and vote to approve the appointment of two directors who had to retire by rotation to return to serve as directors of the Company for another term. In order to be transparent and in line with the good corporate governance policy, the Company asked the shareholders' meeting to consider voting for each director individually, in case that the shareholders did not vote in the voting system or did not press the voting button in the system, the non-vote shall be counted as part of the votes to agree.

Meeting's Resolution The Meeting unanimously resolved to approve the approve the re-election of directors to replace those retiring by rotation as follows:

- 1.) Approved the appointment of **Mr.Somchai Meesen** to resume her directorship as Vice Chairman of the Board of Director (No.2), Member of the Nomination and Remuneration Committee, Member of the Corporate Governance and Sustainability Committee, Advisor to the Executive Board for another term with a unanimously votes as follows:

Shareholders' vote	Number of votes (Votes)	Percentage
Approval	7,343,345,895	100.0000
Disapproval	-	-
Abstention	-	-
Voided Ballot	-	-
Total (36 shareholders)	7,343,345,895	100.0000

- 2.) Approved the appointment of **Mr. Chaityasit Puvapiromquan** to resume his directorship as Independent Director and Member of the Audit Committee, Chairman of the Corporate Governance and Sustainability Committee for another term with a unanimously votes as follows:

Shareholders' vote	Number of votes (Votes)	Percentage
Approval	7,343,345,895	100.0000
Disapproval	-	-
Abstention	-	-
Voided Ballot	-	-
Total (36 shareholders)	7,343,345,895	100.0000

Remark : 1. The resolution for this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes.

2. In considering in this agenda, the Company proposed to the Meeting for approval the appointment of the Directors on an individual basis

After voting to appoint directors in replacement of those who retire by rotation completely on the agenda, the Chairman invited Mr. Somchai Meesen and Mr. Chaityasit Puvapiromquan, directors who retire upon the expiration of office, and temporarily leaving the e-meeting to reinstate in the e-meeting.

Agenda 7 : To consider and approve the determination of remuneration of the Company's directors and sub-committees for 2025.

The meeting facilitator informed the meeting that to comply with Section 90 of the Public Limited Companies Act and Article 20 of the Articles of Association of the Company, which provide that the directors are entitled to receive remuneration from the Company where the shareholders' meeting may determine such remuneration in

a fixed amount or set criteria for the same and may fix such remuneration for a limited period from time to time or for an indefinite period until changes are made.

The Company has a policy for its Nomination and Remuneration Committee to consider and screen director candidates for further nomination and consider the remuneration of directors. The Nomination and Remuneration Committee has considered with great care and transparency, has taken into account various factors as appropriate, i.e., the Company's performance, size of the Company's business, business expansion, and suitability of the duties and responsibilities of the Board of Directors and the sub-committees, and has compared the same with those in the same industry, as well as the average remuneration of other businesses with a similar size. Therefore, it was appropriate to propose the determination of remuneration of the Company's directors for 8 persons and sub-committees for 2025 in the amount of 2,200,000 Baht (decreased by 200,000 baht compared to the year 2024, which had 9 Directors) where such remuneration shall be paid quarterly (excluding meeting allowances that shall be paid per meeting to the Nomination and Remuneration Committee and the Corporate Governance and Sustainability Committee, as the said sub-committees shall not be entitled to receive annual remuneration or any other benefits apart from such meeting allowances) to the 2025 Annual General Meeting of Shareholders for consideration and approval, the details of which are as follows:

Position	Remuneration		Unit
	2025 (Proposed)	2024	
Annual Remuneration (Paid in every quarter)			
Chairman of the Board of Directors	400,000	400,000	Baht/person/year
Chairman of the Audit Committee	400,000	400,000	Baht/person/year
Members of the Audit Committee	300,000	300,000	Baht/person/year
Non-Executive Directors	200,000	200,000	Baht/person/year
Executive Directors	200,000	200,000	Baht/person/year
Meeting Allowances (Paid per meeting)			
Chairman of the Nomination and Remuneration Committee	20,000	20,000	Baht/person/meeting
Members of the Nomination and Remuneration Committee	10,000	10,000	Baht/person/meeting
Chairman of the Corporate Governance and Sustainability Committee	20,000	20,000	Baht/person/meeting
Members of the Corporate Governance and Sustainability Committee	10,000	10,000	Baht/person/meeting
Other benefits	None	None	

The Board of Directors, having considered and concurred with the recommendation of the Nomination and Remuneration Committee, has considered and deemed it appropriate to propose the determination of remuneration of the Company's directors and sub-committees for 2025 total of 8 persons in the amount of 2,200,000 Baht (decrease of 200,000 Baht compared to the year 2024, which had 9 Directors, due to the resignation of one director with on replacement appointed.) where such remuneration shall be paid quarterly (excluding meeting allowances that shall be paid per meeting to the Nomination and Remuneration Committee and the Corporate Governance and Sustainability Committee, as the said sub-committees shall not be entitled to receive annual remuneration or any other benefits apart from such meeting allowances) to the 2025 Annual General Meeting of Shareholders for consideration and approval as detailed above.

The Meeting facilitator provided the opportunity to shareholders to ask questions and make comments.

No shareholder asked any question or comment.

The Meeting facilitator therefore requested the Meeting to consider and vote on determining the remuneration of the Company's directors and sub-committees for the year 2025, including the authorization as proposed.

Meeting's Resolution The Meeting resolved to approve the determination of remuneration of the Company's directors and sub-committees for 2025 in the amount of 2,200,000 Baht where such remuneration shall be paid quarterly (excluding meeting allowances that shall be paid per meeting to the Nomination and Remuneration Committee and the Corporate Governance and Sustainability Committee, as the said sub-committees shall not be entitled to receive annual remuneration or any other benefits apart from such meeting allowances), including the authorization with a unanimously votes as follows:

Shareholders' vote	Number of votes (Votes)	Percentage
Approval	7,343,345,895	100.0000
Disapproval	-	-
Abstention	-	-
Voided Ballot	-	-
Total (36 shareholders)	7,343,345,895	100.0000

Remark: The resolution for this agenda item requires a majority vote of not less than two-thirds (2/3) of the shareholders attending the meeting and casting their votes.

Agenda 8 : To consider and approve the appointment of the auditors and the determination of remuneration of the auditors fee for 2025.

The meeting facilitator informed the Meeting that in order to comply with Section 120 of the Public Limited Companies Act and Article 46 of the Articles of Association of the Company, which provide that the annual general meeting of shareholders must appoint an auditor and determine the audit fee of the Company every year where any existing auditor may be re-appointed.

The Audit Committee, having considered the qualifications and working experience of the auditors, has selected the auditors fee for 2025 and proposed them to the Board of Directors' meeting for consideration. The Board of Directors has resolved to propose the appointment of the auditors from EY Office Company Limited, an audit firm with independence and expertise in auditing, as the auditors of the Company for 2025 where any of the following auditors shall audit and provide an opinion on the Company's financial statements year for third years to the 2025 Annual General Meeting of Shareholders for consideration and approval (for third years):

- (1) Mr. Pornanan Kitjanawanchai CPA Registration No. 7792, and/or
(being the Company's auditor for 2 year and signing the
Company's Financial Statements for 2 year)
- (2) Mr. Kittiphan Kiatsompop CPA Registration No. 8050, and/or
(being the Company's auditor for 2 year but never signed
the Company's Financial Statements)
- (3) Mr. Chatchai Kasemsrithanawat CPA Registration No. 5813
(being the Company's auditor for 2 year but never signed
the Company's Financial Statements)

Details of the auditors nominated for 2025 are as shown in Enclosure 6.

In the event that the auditors named above are unable to perform their duties, EY Company Limited may appoint any of its other auditors who are qualified to audit the Company to act as the Company's auditor and express an opinion on the Company's financial statements on behalf of those auditors.

In addition, the three auditors have no relationship or interests with the Company, its subsidiaries, executives, major shareholders or any related parties thereof. Therefore, they would be able to independently audit and provide an opinion on the financial statements of the Company. Their performance has also been satisfactory, and none of them has performed their duties to audit, review or express an opinion on the Company's financial statements for more than seven years. Therefore, the said auditors possess the qualifications as required by the relevant law and regulations.

Moreover, the Board of Directors has deemed it appropriate to propose the determination of remuneration of the auditors of the Company and its subsidiaries, totaling 10 companies, for 2025 in the amount of 5,700,000 Baht to the 2025 Annual General Meeting of Shareholders for consideration and approval, the details of which are as follows:

Detail	Remuneration of the Auditors		Increase (Decrease)
	2025 (Proposed)	2024	
Number of companies	10 companies	10 companies	-
Audit fee	5,700,000 Baht	5,700,000 Baht	-
Non-audit fee	None	None	-

The Board of Directors, having considered and concurred with the recommendation of the Audit Committee, has considered and deemed it appropriate to propose the appointment of the auditors from EY Office Company Limited as the auditors of the Company and its subsidiaries and the determination of remuneration of the auditors as detailed above to the 2025 Annual General Meeting of Shareholders for consideration and approval as detailed above.

The meeting facilitator provided the opportunity to shareholders to ask questions and make comments.

No shareholder asked any question or comment.

The meeting facilitator therefore, proposed to the meeting to consider and approve the appointment of auditors and determine the auditor's remuneration for the year 2025 as proposed.

Meeting's Resolution The meeting unanimously resolved to approve the appointment of auditors from EY Office Company Limited., to be the auditors for the year 2025 of the Company as follows:

- (1) Mr. Pornanan Kitjanawanchai CPA Registration No. 7792, and/or
(being the Company's auditor for 2 year and signing the
Company's Financial Statements for 2 year)
- (2) Mr. Kittiphan Kiatsompop CPA Registration No. 8050, and/or
(being the Company's auditor for 2 year but never signed
the Company's Financial Statements)
- (3) Mr. Chatchai Kasemsrithanawat CPA Registration No. 5813
(being the Company's auditor for 2 year but never signed
the Company's Financial Statements)

By appointing Mr. Pornanan Kitjanawanchai as the auditors shall be the signatory on the financial statements of the Company for year 2025 for the third year, and determining the audit fee of the Company and its total ten subsidiaries, totaling 5,700,000 Baht with a unanimous vote as follows:

Shareholders' vote	Number of votes (Votes)	Percentage
Approval	7,343,345,895	100.0000
Disapproval	-	-
Abstention	-	-
Voided Ballot	-	-
Total (36 shareholders)	7,343,345,895	100.0000

Remark : The resolution for this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes.

Agenda 9 : To consider other matters (if any)

The meeting facilitator opened the floor for shareholders to ask additional questions or provide suggestions.

Ms. Poonsri Karncharoenkulwong, a volunteer representative for the protection of shareholder rights and a proxy from the Thai Investors Association, proposed that the Thai Investors Association has a policy to suggest that companies listed on the Stock Exchange of Thailand hold both on-site and online general meetings of shareholders, or what is called "Hybrid," to facilitate meetings, communication, and questioning between shareholders, management, and the board of directors. This is in line with the circular letter given by the Securities and Exchange Commission (SEC), No. SEC. Nor. (Wor) 2/2567, on the cooperation regarding the organization of general meetings of shareholders dated January 10, 2024. Therefore, it proposes that the Company considers implementing the "Hybrid" meeting proposal in accordance with the Thai Investors Association's policy as earlier stated.

The Chairman expressed appreciation and informed the meeting that the company will consider and proceed with the proposal as deemed appropriate.

No shareholder asked any question or comment.

The Chairman thanked all the shareholders who attended the meeting and closed the Meeting.

The meeting ended at 4.35 p.m.

Signature _____ *- Signature -* _____.

(Mr. Marut Arthakaivalvatee)

Chairman of the Board of Directors and Chairman of the meeting

Signature _____ *- Signature -* _____

(Miss Saowaluck Chotrungrot)

Corporate Secretary and Minutes reviewed

Signature _____ *- Signature -* _____

(Mr.Yot Boonyuen)

Assistant Company Secretary and Minutes Taker

(F 53-4)

[Translation]

Capital Increase Report Form
Nation Group (Thailand) Public Company Limited
19 September 2025

We, Nation Group (Thailand) Public Company Limited (the “**Company**”), hereby report on the resolutions of the Board of Directors’ Meeting No. 6/2025, held on 19 September 2025, in respect of a capital increase and allocation of newly issued ordinary shares, as follows:

1. Capital increase

- 1.1 The Board of Directors’ Meeting No. 6/2025 resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2025 for consideration and approval of the increase in the registered capital of the Company by THB 6,468,072,875.58 from the registered capital of THB 7,905,422,403.31 to a registered capital of THB 14,373,495,278.89 by issuing 12,203,911,086 newly issued ordinary shares, with a par value of THB 0.53 per share, to be allocated to the existing shareholders proportionate to their respective shareholdings, totaling 12,203,911,086 shares, whereby the details of the capital increase are as follows:

Type of capital increase	Type of shares	Number of shares (shares)	Par value (THB per share)	Total (THB)
☒ Specific use of proceeds	Ordinary shares	12,203,911,086	0.53	6,468,072,875.58
☐ General mandate	Ordinary shares	-	-	-

2. Allocation of newly issued shares

The Board of Directors’ Meeting No.6/2025 resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2025 for consideration and approval of the allocation of 12,203,911,086 newly issued ordinary shares, with a par value of THB 0.53 per share, to the existing shareholders proportionate to their respective shareholdings, the details of which are as follows:

2.1 Specific use of proceeds

Allocated to	Number of shares (shares)	Ratio (existing: new)	Offering price (THB per share)	Date and time of subscription and payment	Remark
To the existing shareholders proportionate to their respective shareholdings	Up to 12,203,911,086 shares	<u>Allocation Ratio:</u> One existing ordinary share to One newly issued ordinary share	THB 0.04	1-4, 8-9, 11-12, and 15-16 December 2025 (totaling ten business days)	See remarks Nos. 1 and 2.

Remarks:

- The Company has determined the offering price of the newly issued ordinary shares offered to the existing shareholders proportionate to their respective shareholdings at THB 0.04 per share, which is less than the par value, due to the fact that the Company has incurred an accumulated loss for not less than one year, by referring to the volume weighted average price of the Company's ordinary shares traded for 15 consecutive business days prior to the date of the meeting of the Board of Directors No. 6/2025, held on 19 September 2025 (between 29 August - 18 September 2025), which is equivalent to THB 0.04, and has determined the date on which the names of shareholders entitled to be allocated the newly issued ordinary shares proportionate to their respective shareholdings on 6 October 2025 (Record Date). The allocation of the newly issued ordinary shares is still uncertain as it requires approval from the Extraordinary General Meeting of Shareholders No. 1/2025.

In this regard, the Company may issue and offer the newly issued ordinary shares in whole or in part and in single or sequential offerings where the shareholders may oversubscribe for the newly issued ordinary shares, but the oversubscribed shares will be allocated only if there are shares remaining from the first round of share allocation to the existing shareholders proportionate to their respective shareholdings. The Company shall allocate such remaining shares to the existing shareholders who wish to oversubscribe for such shares at the same offering price as the rights issue shares. In the allocation of such newly issued ordinary shares, the Company will allocate the shares to the shareholders who wish to oversubscribe for the newly issued ordinary shares until the shares are fully subscribed or no newly issued ordinary shares remains from the allocation, whichever happens first. In the event that there are remaining shares from the allocation to the shareholders, the Company will proceed to reduce its registered capital by cancelling the unallocated shares and will not offer the same via private placement.

Any allocation of oversubscribed shares shall not result in any shareholder of the Company (including the persons under Section 258 of the Securities and Exchange Act B.E. 2535 (as amended) of such shareholders) holding shares in violation of the foreign limit as specified under the Company's Articles of Association. In addition, in the event that the oversubscription by any existing shareholder results in such shareholder's shareholding ratio triggering a tender offer, such shareholder shall be required to undertake a tender offer in compliance with the relevant rules.

2. In allocating the newly issued ordinary shares of the Company, the Board of Directors and/or Executive Committee and/or any person(s) authorized by the Board of Directors and/or Executive Committee shall be authorized to undertake actions necessary for and relevant to the allocation of the newly issued ordinary shares, including, but not limited to:
 - (1) Determining details with respect to the allocation of the newly issued ordinary shares, e.g., method of allocation of the newly issued ordinary shares, whether in single or sequential allocations, offering period, offering price, payment methods, and any other conditions and details in connection with such allocation of the newly issued ordinary shares;
 - (2) entering into negotiations and agreements, executing the relevant documents and agreements, executing applications, waivers, and any other documents and evidence necessary for and relevant to the said allocation of the newly issued ordinary shares, including but not limited to providing information and submitting documents and evidence to the Securities and Exchange Commission, the Stock Exchange of Thailand ("SET"), Thailand Securities Depository Company Limited, the Ministry of Commerce, or other relevant agencies, and listing the newly issued ordinary shares on the SET; and
 - (3) undertaking any other actions necessary for and relevant to the allocation of such newly issued ordinary shares, including the appointment of attorneys-in-fact to undertake actions in (2) to (3).

2.2 General Mandate

-None-

2.3 Actions to be taken by the Company in case of a fraction of shares

In the event that there is a fraction of shares, such fraction of shares shall be disregarded.

3. Schedule for the shareholders' meeting to approve the capital increase and allocation of newly issued shares

The Extraordinary General Meeting of Shareholders No. 1/2025 of the Company has been scheduled to be held on 31 October 2025 at 2.00 p.m. as an electronic meeting (e-meeting) only. The record date for determining the names of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2025 has been set on 6 October 2025 (Record Date).

4. Application for approval of the capital increase/allocation of newly issued shares by the relevant governmental agencies and approval conditions

4.1 The Company will register the increase of the registered capital and the amendment of the Memorandum of Association with the Department of Business Development, the Ministry of Commerce, within 14 days from the date on which the shareholders' meeting has approved the increase of the registered capital and the amendment of the Memorandum of Association, and the Company will register the amendment of the paid-up capital with the Department of Business Development, the Ministry of Commerce, within 14 days from the date of payment of the newly issued ordinary shares.

4.2 The Company shall submit an application to the SET for approval to list the newly issued ordinary shares as listed securities and to commence trading on the SET within 30 days starting from the closing date of the offering period.

5. Objectives of the capital increase and use of proceeds

The Company is planning to use the proceeds from the issuance and offering of the newly issued ordinary shares allocated to the existing shareholders proportionate to their respective shareholdings within 2 years from the date the proceeds are received, as follows:

5.1 To be used as working capital for the Company and/or its subsidiaries, in an approximate proportion of 21 percent of the total proceeds received.

5.2 To repay debts, loans, bills of exchange (BE) and outstanding payables, in an approximate proportion of 79 percent of the total proceeds received.

6. Expected benefits of the Company from the capital increase/allocation of newly issued shares

The capital increase will give the Company flexibility and financial readiness for the business operations of the Company and its subsidiaries as the Company will be able to use the proceeds from the issuance and offering of the newly issued ordinary shares to the existing shareholders proportionate to their respective shareholdings in line with the use of proceeds as indicated above on time, which will be beneficial to its operations.

7. Expected benefits of the shareholders from the capital increase/allocation of newly issued shares

Dividend policy

7.1 The Company has a policy to pay dividends at a rate of up to 65 percent of the net profit from its separate financial statements after tax, legal reserve, and other reserves, subject also to the investment plans, necessity, and appropriateness in the future.

7.2 The subscribers of the newly issued ordinary shares will be entitled to dividend payment paid from the Company's operating results once they have been recorded in the share register book of the Company

8. Other details necessary for shareholders to approve the capital increase/allocation of newly issued shares

The shareholders may be affected by the exercising of the rights to subscribe for the newly issued ordinary shares allocated to the existing shareholders proportionate to their respective shareholdings as follows:

8.1 Control Dilution

If any existing shareholder does not wish to exercise the rights to subscribe for the newly issued ordinary shares allocated to the shareholder proportionate to the shareholder's respective shareholdings and other shareholders exercise their rights to subscribe for all of the newly issued ordinary shares in accordance with their rights and/or oversubscribe for all newly issued ordinary shares, there will be control dilution which can be calculated as follows:

$$\begin{aligned}
 \text{Control Dilution} &= \text{Number of ordinary shares offered} / (\text{Number of total paid-up shares} + \\
 &\quad \text{Number of ordinary shares offered}) \\
 &= \frac{12,203,911,086}{(12,203,911,086 + 12,203,911,086)} \\
 &= 50.00 \text{ percent}
 \end{aligned}$$

8.2 Price Dilution

If the newly issued ordinary shares allocated to the existing shareholders proportionate to their respective shareholdings are fully subscribed, there will be price dilution, which can be calculated as follows:

$$\begin{aligned} \text{Price Dilution} &= (\text{Pre-offering market price} - \text{Post-offering market price}) / \text{Pre-offering market price} \\ &= \frac{(0.04 - 0.04)}{0.04} \\ &= 0.00 \text{ percent} \end{aligned}$$

Whereas:

Pre-offering market price = The volume weighted average price of the Company's ordinary shares traded for 15 consecutive business days prior to the date of the meeting of the Board of Directors No. 6/2025 held on 19 September 2025 (between 29 August - 18 September 2025), which is equivalent to THB 0.04.

$$\begin{aligned} \text{Post-offering market price} &= (\text{Pre-offering market price} \times \text{Number of total paid-up shares}) + (\text{Offering price of newly issued ordinary shares offered} \times \text{Number of newly issued ordinary shares offered}) / (\text{Number of total paid-up shares} + \text{Number of newly issued ordinary shares offered}) \\ &= \frac{(0.04 \times 12,203,911,086) + (0.04 \times 12,203,911,086)}{(12,203,911,086 + 12,203,911,086)} \\ &= \text{THB 0.04} \end{aligned}$$

8.3 Opinion of the Board of Directors on the capital increase/allocation of newly issued shares

After taking into consideration a comparison between the benefits that the shareholders will gain from the capital increase and the allocation of the newly issued ordinary shares of the Company and the effects on the profit sharing, the voting rights of the shareholders or the earnings per share as described above, the Board of Directors viewed that the capital increase and the allocation of the newly issued ordinary shares of the Company would be more beneficial to the shareholders despite the effects on the profit sharing, the voting rights of the shareholders or the earnings per share as the capital increase and the allocation of newly issued ordinary shares of the Company would allow the Company to enjoy the benefits as detailed in item 6 above and the shareholders would also gain the benefits as detailed in item 7 above.

8.3.1 Rationale and necessity for the capital increase

The Board of Directors viewed that it was necessary for the Company to increase its registered capital and allocate its newly issued ordinary shares to the existing shareholders proportionate to their respective shareholdings, where the proceeds from the foregoing would be used for the purposes as described under item 5 above.

8.3.2 Feasibility of the plan to use proceeds from the offering of shares

The Company plans to allocate its newly issued ordinary shares to the existing shareholders proportionate to their respective shareholdings and receive the proceeds from the subscription of such newly issued ordinary shares within December 2025. The Company will use the proceeds from the foregoing for the purposes as described under item 5 above.

8.3.3 Reasonableness of the capital increase, plan to use the proceeds, and projects to be implemented, including sufficiency of the sources of funds in the case where proceeds from the offering are insufficient

The Board of Directors viewed that the allocation of the newly issued ordinary shares to the existing shareholders proportionate to their respective shareholdings was appropriate and reasonable and was in the best interest of the Company and all shareholders because it would allow the Company to enjoy the benefits as detailed in item 6 above and the shareholders would also gain the benefits as detailed in item 7 above.

8.3.4 Potential effect on the business operations of the Company, as well as its financial position and operating results as a result of the capital increase, use of proceeds or implementation of the projects

The Board of Directors viewed that the allocation of the newly issued ordinary shares to the existing shareholders proportionate to their respective shareholdings was in line with the Company's financing plan, which would allow the Company to be able to use the proceeds from the capital increase for the purposes as described under item 5 above. The implementation of the foregoing will be beneficial to the Company and will not have any adverse effect on the business operations of the Company, as well as its financial position and operating results.

9. Schedule of actions if the Board of Directors passes a resolution to approve the capital increase/allocation of newly issued shares

No.	Actions	Date/Month/Year
1.	The Board of Directors' Meeting No. 6/2025	19 September 2025
2.	Date for determining the names of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2025 and be allocated the newly issued ordinary shares (Record Date)	6 October 2025
3.	The Extraordinary General Meeting of Shareholders No. 1/2025	31 October 2025
4.	Date for registration of capital increase and amendment of the Memorandum of Association of the Company with the Department of Business Development, the Ministry of Commerce	Within 14 days from the date of the resolutions of the shareholders' meeting to approve the same
5.	Subscription period of the newly issued ordinary shares	1-4, 8-9, 11-12, and 15-16 December 2025 (totaling ten business days)
6.	Date of registration of the increase of the paid-up capital with the Department of Business Development, the Ministry of Commerce	Within 14 days from the date of payment of the newly issued ordinary shares

10. Representations of the Board of Directors on the capital increase

The Board of Directors affirms that it has performed its duty honestly and diligently to preserve the benefits of the Company in relation to the capital increase. However, if the performance of such duty by any director causes damage to the Company, the shareholders may file legal action against such director on behalf of the Company for damages pursuant to Section 85 of the Public Limited Companies Act B.E. 2535 (as amended). In addition, if the performance of such duty results in any director or his/her related persons obtaining undue benefits, the shareholders may file legal action to claim restitution of such benefits from such director on behalf of the Company pursuant to Section 89/18 of the Securities and Exchange Act B.E. 2535 (as amended).

The Company hereby certifies that the information contained in this report form is true and complete in all respects.

Sincerely yours,

Nation Group (Thailand) Public Company Limited

(Mr. Shine Bunnag and Mr. Marut Arthakaivalvatee)

Authorized Directors

**Articles of Association of Nation Group (Thailand) Public Company Limited,
Chapter 6: Shareholders' Meeting**

(29.) The Board of Directors shall call for an annual general meeting of shareholders within 4 months from the end of the fiscal year of the Company. Shareholder's meeting other than this shall be called extraordinary general meetings.

The Board of Directors may call for an extraordinary general meeting of shareholders at any time as it may deem appropriate. A shareholder or shareholders, holding the total shares of not less than 10 percent of the total number of sold shares, may subscribe their names in a letter requesting for the Board of Directors to call for an extraordinary general meeting of shareholders at any time, but the matter and the reason of the calling for the meeting must be clearly specified in the letter. In such case, the Board of Directors must hold the meeting, as requested by the shareholder(s), within 45 days from the date of receiving the letter from the shareholder(s).

In the event that the Board of Directors does not hold the meeting within the time period specified in the second paragraph, the shareholder(s) who subscribed their names in a letter or other shareholders, holding the total number of shares as prescribed, may call the meeting themselves within 45 days from the date the specified time period in the second paragraph expires. In such event, the meeting shall be deemed as if it is held by the Board of Directors. The Company must be responsible for the necessary expenses incurred in organizing the meeting and providing reasonable facilitation.

In the event that it appears that in any shareholders' meeting called by the shareholders under the third paragraph, the number of the shareholders attending the meeting does not constitute a quorum, as specified in Article 33 of these Articles of Association, the shareholder(s) under the third paragraph must be jointly responsible for reimbursing the expenses incurred from organizing such meeting to the Company.

(30.) The businesses to be transacted at the annual general meeting shall be as follows:

- (1) To acknowledge the Board of Directors' report on the Company's operations during the past year;
- (2) To approve the balance sheet and the profit and loss statement;
- (3) To approve the allocation of profit;
- (4) To elect the directors in place of those retiring by rotation;
- (5) To appoint the auditor and determine the auditor's remuneration;
- (6) Other matters.

(31.) In calling a shareholders' meeting, the Board of Directors shall prepare a notice of the meeting specifying the venue, date, time, agenda items, and materials outlining the proposed matters to the meeting, along with appropriate details. The items should be clearly stipulated whether they will be submitted to the meeting for acknowledgement, approval, or consideration as the case may be, including the Board of Directors' opinions on such matters. The notice must be sent to the shareholders and made available to

the registrars at least 7 days prior to the meeting. The notice of such shareholders' meeting shall be advertised in the newspaper for 3 successive days and at least 3 days prior to the meeting date.

(32.) Shareholder(s) may appoint the proxy to attend the meeting and vote at the shareholders' meeting on their behalf by executing a proxy form in accordance with the format prescribed by law. The proxy shall submit the proxy form to the chairman of the meeting or the person authorized by the chairman at the venue of the meeting before attending the meeting.

(33.) In the shareholders' meeting, at least 25 shareholders and/or proxies, or no less than half of the total shareholders, with shares collectively accounting for at least one-third of the paid-up shares, shall make the quorum.

In case where the number of shareholders who show up one hour after the appointed time of any shareholders' meeting do not make the quorum, and such meeting is called according to the request by the shareholders, such meeting will be suspended. However, in case where such meeting is not requested by the shareholders, the meeting will be rescheduled, and a notice of the shareholders' meeting shall be sent to the shareholders at least 7 days prior to the meeting. The latter case shall not make the requirement on the quorum of the meeting.

(34.) The Chairman of the Board shall preside over the shareholders' meeting. In case where the Chairman of the Board is absent from the meeting or unable to perform his/her duty, if there is a Vice Chairman, the Vice Chairman shall preside over the meeting. If the Vice Chairman is not available or unable to perform this duty, the shareholders who are present at the meeting shall elect one among themselves to act as the Chairman of the meeting.

(35.) The Chairman of the meeting shall oversee the meeting to ensure the meeting is conducted in a manner consistent with the applicable laws and the requirements in the Company's Articles of Association and the order of the agenda items set forth in the notice of the shareholders' meeting, except the case where the meeting resolves with at least two-third of the votes by shareholders who are present at the meeting to change the order of the agenda items.

(36.) Except where otherwise stipulated by these Articles of Association or by law, any decision or resolution of the shareholders' meeting shall be passed by a majority vote of the shareholders who are present at the meeting and entitled to vote. In voting, one share shall count as one vote. Any shareholder who has a special interest in any matter on which the meeting is to pass a resolution shall not be entitled to vote on such matter, except for the election of directors. In the case of a tie vote, the Chairman of the meeting shall have a casting vote.

**Explanation on Meeting Attendance Registration, Proxy Appointment, and Submission of Questions
in Advance, and Guidelines for Attending of Electronic Meeting by Inventech Connect**

Meeting Attendance Registration and Proxy Appointment

1. Shareholders and proxies who wish to attend the e-meeting

1.1 In case of shareholders attending the meeting in person:

- In case of Thai individual shareholders, an identification card or civil servant identification card must be presented.
- In case of foreign individual shareholders, a passport or document used in lieu of a passport must be presented.
- In case of change of first name or surname, evidence of such change must be presented.

For further information, please see the Guidelines for Attending of Electronic Meeting by Inventech Connect as attached herewith

1.2 In case of proxy appointment:

- The shareholder appointing a proxy may grant the rights attached to all, but not a part, of the shares held to the proxy (except in case of custodians).
- The proxy shall submit only one proxy form that has been duly completed and signed (any material amendment, crossing out or erasure must be accompanied by the grantor's signature) and all of the required supporting documents to the Company by email to corporate_secretary@nationgroup.com and submit the originals via post to the following address within Wednesday, 29 October 2025:

Company Secretary's Office

Nation Group (Thailand) Public Company Limited

No. 1854, 9th Floor, Debaratana Road, Bangna-Tai Sub-district, Bangna District, Bangkok 10260

In addition, the Company will provide THB 20 stamp duty to accommodate any shareholder who has not affixed the same on the proxy form.

- Supporting **documents of the proxy**: A copy of the identification card or civil servant identification card certified as true copy by the proxy must be provided.
- Supporting **documents of the grantor**:
 - In case of Thai individual shareholders, a copy of the identification card or civil servant identification card certified as true copy by the grantor must be provided.
 - In case of juristic person shareholders:
 - in case of Thai juristic persons, a copy of the affidavit issued not more than six months by the Department of Business Development, the Ministry of Commerce, certified as true copy by the authorized representative(s) of such juristic person, and a copy of the identification card of the authorized representative(s) certified as true copy by the authorized representative(s) must be provided.

- In case of foreign juristic persons, a copy of the affidavit issued not more than one year by the relevant authority in the country where the juristic person is established, certified as true copy by the authorized representative(s), and a copy of the passport of the authorized representative(s) certified as true copy by the authorized representative(s) must be provided. If the certification of the documents were made in a foreign country, further certification of the signatures by a notary public or an office or a person authorized to certify signatures as generally accepted is also required.
- If using a fingerprint in lieu of a signature, a fingerprint of the left thumb must be affixed together with the wordings “fingerprint of the left thumb of” accompanied by the signatures of two witnesses attesting to the genuineness of such fingerprint. A copy of the identification card or civil servant identification card certified as true copy by the witnesses must also be provided.

1.3 In case of a deceased shareholder, the executor of the estate of the deceased may attend the meeting in person or appoint a proxy. A copy of the court’s order appointing the executor certified as true copy by the executor must be provided.

1.4 In case of a minor shareholder, the father, mother or legal guardian of the shareholder may attend the meeting in person or appoint a proxy. A copy of the household registration or birth certificate or any other identification document of the minor shareholder certified as true copy by the father, mother or legal guardian of the shareholder must be provided.

1.5 In case of an incompetent or quasi-incompetent shareholder, the guardian or custodian of the shareholder may attend the meeting in person or appoint a proxy. A copy of the court’s order appointing the guardian or custodian certified as true copy by the guardian or custodian must be provided.

2. Shareholders who do not wish to attend the e-meeting

For shareholders who are unable to attend the e-meeting by themselves, the Company recommends that they appoint an Independent Director (per Enclosure 5) as their proxy to attend the meeting on their behalf by using only one of the Proxy Forms A, B and C (per Enclosure 7).

Submission of Questions in Advance

Shareholders may submit questions relating to each agenda item in advance by submitting the Question Form for Shareholders’ Meeting (per Enclosure 8), by email to corporate_secretary@nationgroup.com within Wednesday, 29 October 2025. The Company will compile the questions for each agenda items to be recorded in the minutes of the meeting after the meeting is adjourned.

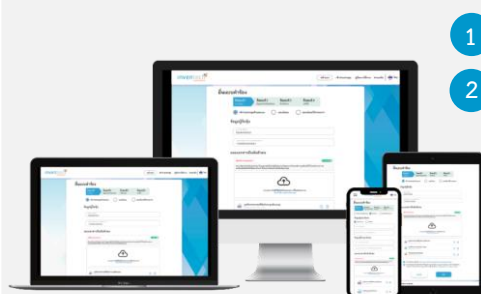
Shareholders or proxies who attend the meeting can also ask questions during the meeting.

Guidelines for attending of Electronic Meeting by Inventech Connect

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows:

Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://app.inventech.co.th/NATION140846R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



**** Merge user accounts, please using the same email and phone number ****

- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting
- 2 Choose type request for request form to 4 step
 - Step 1 Fill in the information shown on the registration
 - Step 2 Fill in the information for verify
 - Step 3 Verify via OTP
 - Step 4 Successful transaction, the system will display information again to verify the exactitude of the information
- 3 Please wait for an email information detail of meeting and Password

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from Friday, 24 October 2025 at 8:30 a.m. and shall be closed on Friday, 31 October 2025 Until the end of the meeting.
3. The electronic conference system will be available on Friday, 31 October 2025 at 12:00 a.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

Appointment of Proxy to the Company's Directors

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by Wednesday, 29 October 2025 at 5.00 p.m.

Company Name	Nation Group (Thailand) Public Company Limited
Department	Company Secretary
Address	1854 9 th Floor, Debaratna Road, Bangna-Tai Sub-District, Bangna District, Bangkok 10260

If you have any problems with the software, please contact Inventech Call Center



02-460-9226



@inventechconnect



The system available during 24 - 31 October 2025 at 08.30 a.m. – 05.30 p.m.

(Specifically excludes holidays and public holidays)

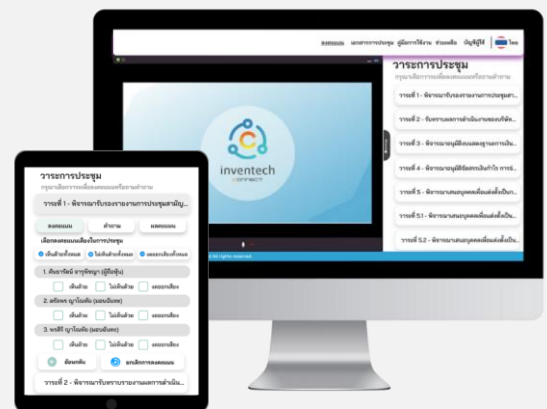


Report a problem

@inventechconnect

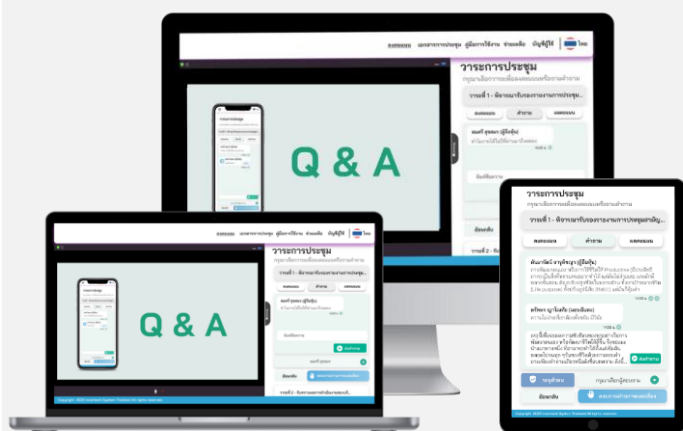
Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button, the system has already registered and counted as a quorum.
- 3 Click on “Join Attendance”, Then click on “Accept” button
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



To cancel the last vote, please press the button “Cancel latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results for that agenda are closed.

Step to ask questions via Inventech Connect



- Select which agenda
- Click on “Question” button
- 1 Ask a question
 - Type the question then click “Send”
- 2 Ask the question via video
 - Click on “Conference”
 - Click on “OK” for confirm your queue
 - Please wait for the queue for you then you can open the microphone and camera

How to use Inventech Connect



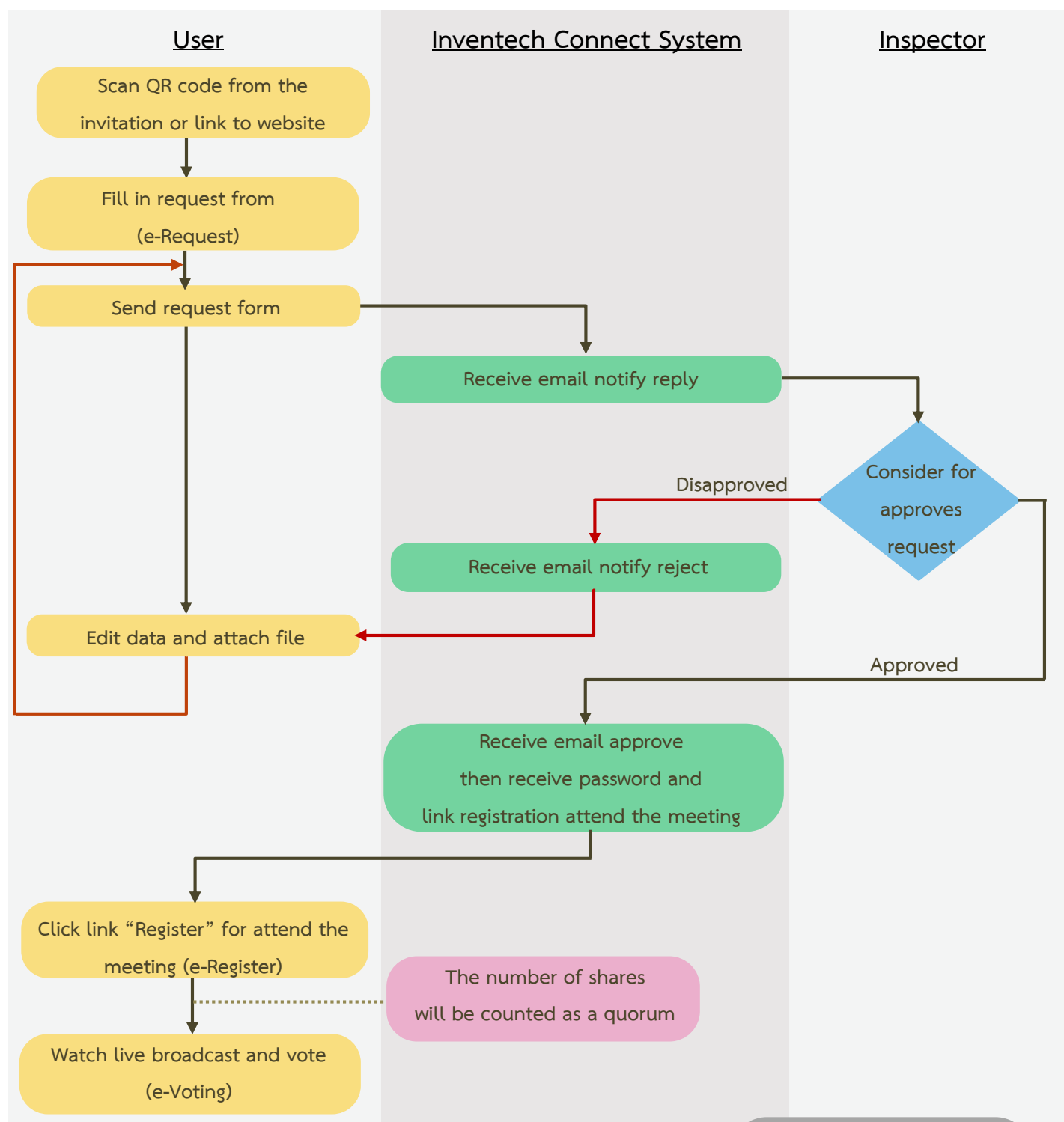
User Manual and Video of using Inventech Connect

* Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements
 - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
 - High Quality Video: Must be have internet speed at 1.0 Mbps.
 - Standard Quality Video: Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
 - Smartphone/Tablet that use IOS or android OS.
 - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge **** The system does not supported internet explorer.**

Carried out before the meeting date

Carried out on meeting day



Condition of use

In case Merge account/change account

In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting. In case Exit the meeting Attendees can click on "Register to leave the quorum", the systems will be number of your shares out from the meeting base.

Brief Profile of the Independent Director being appointed as Proxy



Name : Mr. Apivut Thongkam
Position : Independent Director and Chairman of the Audit Committee
Age : 63 Years
Education : - Master of Laws, American University, USA
- Master of Comparative Law, Harvard University, USA
- Thai Bar Association, Institute of Legal Education of the Thai Bar
- Bachelor of Laws, Ramkhamhaeng University
Address : 27 Soi Inthamara 37, Junction 2, Ratchadaphisek Subdistrict,
Din Daeng District, Bangkok 10400

Appointed as a director : January 3, 2018
Training course for director : **Thai Institute of Directors Association (Thai-IOD)**
- Director Certification Program (DCP) Class 89/2007
- Chartered Director Class (CDC) Class 3/2008

No. of Shares Held as at October 6, 2025 : 1,000 Share

Position held in other listed companies (4 Companies)

February 20, 2025 - Present : Chairman of the Board of Directors
Aqua Corporation Plc.
December 27, 2023 - Present : Director and Chairman of the Risk and Sustainable Development
Management Committee Director
Stecon Group Plc.
February 27, 2023 - Present : Chairman of the Audit Committee and Independent Director
Light Up Total Solution Plc.
October 28, 2022 - Present : Chairman of the Board of Directors
Index Creative Village Plc.

Position held in other non-listed companies (1 Company)

November 6, 2020 - Present : Director
Thai Consumer Distribution Center Co., Ltd.

Position held in a competing business / related business that may cause a conflict of interest

: - None -

Having a special interest in the meeting agenda item

: - None -

Relationship Characteristics:

Item	Relationship Characteristics
Being close relatives of the management or major shareholders of the Company and its subsidiaries	- None -
Having a relationship in any of these characteristics with the Company, parent company, its subsidiaries, affiliated company, or any juristic entity that may cause a conflict of interest to the Company during the past 2 years	
1. Being a director participating in the Company's management operations, or being an officer, employee or consultant who receives regular salary	- None -
2. Being a professional service provider	- None -
3. Having a significant business relationship that may affect the ability to perform duties independently	- None -

Information holding the post of the Company's Director and Meeting Attendance Proportion in 2025

(As of Tuesday, September 30, 2025)

Holding the post of the Company's Director (As of Tuesday, September 30, 2025)	The Meeting Attendance Proportion in 2025		
	The Board of Directors Meeting	The Audit Committee Meeting	The Annual General Meeting of Shareholders
7 year 8 months (Appointed as a director since January 3, 2018)	6/6	5/5	1/1

เรื่อง กำหนดการประชุมสามัญผู้ถือหุ้น
Subject Schedule of Extra-General Meeting of Shareholders

วันที่ 16 ตุลาคม 2568
Date

เรียน
To
บ้านเลขที่
Address

เลขทะเบียนผู้ถือหุ้นหลักทรัพย์
Shareholder's Registration No.

สิ่งที่ส่งมาด้วย เอกสารประกอบการประชุม ฯลฯ
Attachment Details of meeting document

โดยผู้ถือหุ้นหลักทรัพย์จำนวนทั้งสิ้นรวม
Holding the total amount of

หุ้นสามัญ
Ordinary share

หุ้นบริวารสิทธิ
Preferred share

โดยมีวาระการประชุมตามแนบท้าย
The meeting agenda is attachment

หุ้น/หน่วย
shares/units

หุ้น/หน่วย
shares/units

หุ้น/หน่วย
shares/units

ข้อมูลบริษัท / หลักทรัพย์
Company / Securities Information



<https://www.set.or.th/set/tsd/meetingdocument.do?symbol=NATION&date=251031>

วันที่ประชุม : วันศุกร์ที่ 31 ตุลาคม 2568 เวลา 14:00 น.

Meeting Date : Friday, October 31, 2025 at 14:00 hrs.

สถานที่ประชุม/ช่องทางสอบถามข้อมูล (Meeting Venue / Channel for asking Information) :

ประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) เพียงช่องทางเดียว

held by electronic meeting (E-EGM) Only

ข้าพเจ้า.....เป็น[]ผู้ถือหุ้นหลักทรัพย์ []หรือผู้รับมอบฉันทะ
I/We am/are shareholder or proxy of a shareholder

ของ บริษัท เนชั่น กรุ๊ป (ไทยแลนด์) จำกัด (มหาชน)
of NATION GROUP (THAILAND) PUBLIC COMPANY LIMITED

หมายเลขบัตรประจำตัวประชาชน.....ได้มาเข้าร่วมการประชุมดังกล่าวข้างต้น
which the identification (ID) number attend the above mentioned meeting.

ลงชื่อ.....ผู้เข้าประชุม
Sign Meeting Attendee
(.....)

เพื่อความสะดวกในการลงทะเบียนผู้ถือหุ้นหลักทรัพย์หรือผู้รับมอบฉันทะที่จะมาประชุม โปรดนำเอกสารชุดนี้มาด้วย บริษัทขอสงวนสิทธิ์ไม่รับลงทะเบียนกรณีที่ไม่สามารถนำเอกสารหลักฐานมาครบถ้วนหรือไม่ถูกต้องหรือไม่เป็นไปตามเงื่อนไข
ท่านสามารถค้นหารายละเอียดระเบียบวาระการประชุม พร้อมความเห็นกรรมการในเรื่องดังกล่าว รวมทั้งสิ่งที่จะเสนอต่อที่ประชุมพร้อมรายละเอียดและเอกสารประกอบการประชุมอื่นๆ ผ่าน QR Code หรือ URL <https://www.set.or.th/set/tsd/meetingdocument.do?symbol=NATION&date=251031> หรือ ติดต่อขอรับเอกสารประกอบการประชุมได้ที่บริษัทผู้ออกหลักทรัพย์
เว็บไซต์: www.nationgroup.com / โทร 023833333 ต่อ 3289-91 / email : corporate_secretary@nationgroup.com
สอบถามข้อมูลเพิ่มเติมได้ที่ SET Contact Center เว็บไซต์ : www.set.or.th/contactcenter / โทร 02 009 9999
For registration convenience, shareholders or proxy holders who will attend the meeting, please bring along this set of documents for your registration. The Company reserves the rights not to register if the supporting document or evidence is incomplete, or incorrect, or unqualified.
The details of Meeting document is available online by scanning QR Code on this form or at URL <https://www.set.or.th/set/tsd/meetingdocument.do?symbol=NATION&date=251031>
You can also contact the issuer for the annual report
Website : www.nationgroup.com /Tel. +66 23833333 Ext. 3289-91 / email : corporate_secretary@nationgroup.com
For further information please contact SET Contact Center Website : www.set.or.th/contactcenter /Tel. +662 009 9999

หนังสือมอบฉันทะ แบบ ก

Proxy Form A

เขียนที่

Written at

วันที่..... เดือน..... พ.ศ.....

Date Month Year

(1) ข้าพเจ้า สัญชาติ.....

I / We

Nationality

อยู่บ้านเลขที่ ถนน ตำบล / แขวง.....

Residing at Road Tambol / Khwaeng

อำเภอ / เขต จังหวัด รหัสไปรษณีย์.....

Amphur / Khet Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท เนชั่น กรุ๊ป (ไทยแลนด์) จำกัด (มหาชน)

Being a shareholder of **Nation Group (Thailand) Public Company Limited**

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้

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

หุ้นสามัญ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง

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

หุ้นบุริมสิทธิ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง

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

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทที่ได้รายละเอียดตามสิ่งที่ส่งมาด้วย 9)

Hereby appoint (The shareholder may appoint an independent director of the company as a proxy as detailed in Enclosure 9.)

(1) อายุ ปี

age years

อยู่บ้านเลขที่ ถนน ตำบล / แขวง อำเภอ / เขต

Residing at Road Tambol / Khwaeng Amphur / Khet

จังหวัด..... รหัสไปรษณีย์ หรือ

Province Postal Code or

(2) อายุ ปี

age years

อยู่บ้านเลขที่ ถนน ตำบล / แขวง อำเภอ / เขต

Residing at Road Tambol / Khwaeng Amphur / Khet

จังหวัด..... รหัสไปรษณีย์

Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2568 ของบริษัท เนชั่น กรุ๊ป (ไทยแลนด์) จำกัด (มหาชน) ในวันศุกร์ที่ 31 ตุลาคม 2568 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) เพียงรูปแบบเดียวเท่านั้น โดยถ่ายทอดจากห้องประชุมของสำนักงานของบริษัทฯ

as my/our proxy where only one of them may attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2025 of Nation Group (Thailand) Public Company Limited on Friday, October 31, 2025 at 2.00 P.M., will be held by electronic meeting (E-EGM) channel only broadcasting live from the meeting room of the company's office or such other date, time and place if the meeting is adjourned.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

ลงชื่อ / Signed ผู้รับมอบฉันทะ / Grantor
(.....)

ลงชื่อ / Signed ผู้รับมอบฉันทะ / Grantor
(.....)

หมายเหตุ / Remark

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกคะแนนเสียงได้

A shareholder who appoints a proxy must appoint only one proxy to attend and vote at the meeting and may not split his/her votes to different proxies to vote separately.

โปรดแสดงหลักฐานแสดงตนตามที่ระบุไว้ในเงื่อนไข หลักเกณฑ์ และวิธีปฏิบัติในการเข้าร่วมประชุม รายละเอียดตาม สิ่งที่ส่งมาด้วย 4

Please present evidence as specified in Conditions, Rules and Procedures to Attend the Meeting Enclosure 4.

หนังสือมอบฉันทะ แบบ ข

Proxy Form B

เขียนที่

Written at

วันที่..... เดือน..... พ.ศ.....

Date Month Year

(1) ข้าพเจ้า..... สัญชาติ.....
I/We..... nationality
อยู่บ้านเลขที่.....
Address.....

(2) เป็นผู้ถือหุ้นของ บริษัท เนชั่น กรุ๊ป (ไทยแลนด์) จำกัด (มหาชน)
being a shareholder of Nation Group (Thailand) Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้
holding the total amount of..... shares and have the rights to vote equal to..... votes as follows:
☐ หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
ordinary share..... shares and have the right to vote equal to..... votes
☐ หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
preference share..... shares and have the right to vote equal to..... votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทก็ได้ รายละเอียดตามสิ่งที่ส่งมาด้วย 9)

Hereby appoint (The shareholder may appoint an independent director of the company as a proxy as detailed in Enclosure 9.)

☐ 1. ชื่อ.....นายอภิวัฒน์ ทองคำ.....อายุ 63 ปี อยู่บ้านเลขที่ 27 ซอยอินทามระ 37 แขวง 2
Name Mr. Apivut Thongkam , Independent Director and Chairman of the Audit Committee. Age 62 years, residing at 27 Soi
Inthamara 37, Junction 2,

ถนน.....	ตำบล/แขวง.....	ดินแดน.....	อำเภอ/เขต.....	ดินแดน.....
Road.....	Tambol/Khwaeng.....	Din Daeng.....	Amphur/Khet.....	Din Daeng.....
จังหวัด.....กรุงเทพมหานคร.....	รหัสไปรษณีย์.....	10400.....	หรือ.....	
Province.....Bangkok.....	Postal Code.....	10400.....	or.....	

☐ 2. ชื่อ.....อายุ.....ปี อยู่บ้านเลขที่.....
Name.....Age.....years , residing at.....
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road.....Tambol/Khwaeng.....Amphur/Khet.....
จังหวัด.....รหัสไปรษณีย์.....
Province.....Postal Code.....

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2568 ในวันศุกร์ที่ 31 ตุลาคม 2568 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) เพียงรูปแบบเดียวเท่านั้น โดยถ่ายทอดจากห้องประชุมของสำนักงานของบริษัท หรือที่พึงจะเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As my/our proxy where only one of them may attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2025 on Friday, October 31, 2025 at 14.00 P.M., will be held by electronic meeting (E-EGM) channel only broadcasting live from the meeting room of the company's office or such other date, time and place if the meeting is adjourned.

(4) ข้าพเจ้าได้มอบฉันทะให้ผู้รับมอบฉันทะในการเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้ -

I/we authorize the proxy holder to attend the meeting and vote as this meeting as follows:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
- (a) The proxy holder shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects, or
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall vote in accordance with my intention as follows:

วาระที่ 1 รับทราบเรื่องที่ประธานฯ แจ้งเพื่อทราบ

Agenda 1 To acknowledge the Chairman's notifications

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 2 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2568 ซึ่งประชุมเมื่อวันอังคารที่ 29 เมษายน 2568

Agenda 2 To consider and adopt the minutes of the 2025 Annual General Meeting of Shareholders held on Tuesday April 29, 2025.

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐งดออกเสียง _____ เสียง

Approve votes Disapprove votes Abstain votes

ทั้งนี้ เนื่องจากวาระที่ 3 และวาระที่ 4 เป็นเรื่องที่เกี่ยวข้องกันในเรื่องการเพิ่มทุนจดทะเบียนของบริษัท ดังนั้น หากวาระใดวาระหนึ่งดังกล่าวนี้ ไม่ได้รับการอนุมัติ จะถือว่าวาระอื่นใดในสามวาระดังกล่าวที่ได้รับอนุมัติแล้วเป็นอันยกเลิก และจะไม่มีการพิจารณาในวาระอื่นใดใน 2 วาระดังกล่าวนี้ต่อไป โดยถือว่ามีการพิจารณาอนุมัติในเรื่องที่เกี่ยวข้องกันนั้น ไม่ได้รับอนุมัติจากที่ประชุมผู้ถือหุ้น

Since Agenda 3 and Agenda 4 are related in terms of the increase of the Company's registered capital, therefore, if one of any of agendas is not approved, it shall be deemed that any of the three agendas which are approved were cancelled and there was no further consideration on the said two agendas, whereby the approved agendas shall be deemed that they had not been approved by the shareholders' meeting.

วาระที่ 3 พิจารณาอนุมัติการเพิ่มทุนจดทะเบียนของบริษัทจำนวน 6,468,072,875.58 บาท จากทุนจดทะเบียนจำนวน 7,905,422,403.31 บาท เป็นทุนจดทะเบียนจำนวน 14,373,495,278.89 บาท โดยการออกหุ้นสามัญเพิ่มทุนจำนวน 12,203,911,086 หุ้น มูลค่าที่ตราไว้หุ้นละ 0.53 บาท และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท

Agenda 3 To consider and approve the increase in the registered capital of the Company by THB 6,468,072,875.58 from the registered capital of THB 7,905,422,403.31 to the registered capital of THB 14,373,495,278.89 by issuing 12,203,911,086 newly issued ordinary shares, with a par value of THB 0.53 per share, and the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the increase in the registered capital of the Company.

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐งดออกเสียง _____ เสียง

Approve votes Disapprove votes Abstain votes

วาระที่ 4 พิจารณาอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัท จำนวน 12,203,911,086 หุ้น ให้แก่ผู้ถือหุ้นเดิมตามสัดส่วนการถือหุ้น (Rights Offering)

Agenda 4 To consider and approve the allocation of 12,203,911,086 newly issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering).

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐งดออกเสียง _____ เสียง

Approve votes Disapprove votes Abstain votes

วาระที่ 5 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 5 To consider other business (if any)

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐งดออกเสียง _____ เสียง

Approve votes Disapprove votes Abstain votes

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the proxy does not vote in accordance with my/our voting instruction specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the shareholder.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the event that I/we have not specified or have not clearly specified my/our voting instruction in any agenda, or in the event that the meeting considers or passes resolutions in any matters other than those specified above, including in the event that there is any amendment or addition of any facts, the proxy shall have the right to consider and vote on my/our behalf as the proxy may see fit in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote in accordance with my/our voting instruction specified herein, shall be deemed to be the actions performed by myself/ourselves.

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

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

หมายเหตุ:

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกคะแนนเสียงได้
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุด หรือเลือกตั้งกรรมการเป็นรายบุคคล
3. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข ตามแนบ
4. โปรดแสดงหลักฐานแสดงตนตามที่ระบุไว้ในเงื่อนไข หลักเกณฑ์ และวิธีปฏิบัติในการเข้าร่วมประชุม รายละเอียดตาม สิ่งที่ส่งมาด้วย 4

Remarks:

1. A shareholder who appoints a proxy must appoint only one proxy to attend and vote at the meeting and may not split his/her votes to different proxies to vote separately.
2. In the agenda relating the election of directors, the entire group of nominated directors, or any individual nominated directors, can be elected.
3. In case there are additional agenda items other than those specified above, the shareholder may fill in the Attachment to Proxy Form B as enclosed.
4. Please present evidence as specified in Conditions, Rules and Procedures to Attend the Meeting Enclosure 4.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข

Attachment to Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เนชั่น กรุ๊ป (ไทยแลนด์) จำกัด (มหาชน) ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2568 ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) เพียงรูปแบบเดียวเท่านั้น โดยถ่ายทอดจากห้องประชุมของสำนักงานของบริษัท ในวันที่ **ศุกร์ที่ 31 ตุลาคม 2568 เวลา 14.00 น.** หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Proxy appointment by a shareholder of Nation Group (Thailand) Public Company Limited in respect of the Extraordinary General Meeting of Shareholders No. 1/2025 to be held as an e-meeting on **Friday, October 31, 2025 at 14.00 p.m.** channel only broadcasting live from the meeting room of the company's office or such other date, time and place if the meeting is adjourned.

วาระที่ Agenda item	เรื่อง Subject
☐	(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ (a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; or
☐	(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ (b) The proxy shall vote in accordance with my/our instruction as follows:
	☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง Approve Disapprove Abstain

วาระที่ Agenda item	เรื่อง Subject
☐	(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ (a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; or
☐	(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ (b) The proxy shall vote in accordance with my/our instruction as follows:
	☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง Approve Disapprove Abstain

วาระที่ Agenda item	เรื่อง Subject
☐	(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ (a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; or
☐	(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ (b) The proxy shall vote in accordance with my/our instruction as follows:
	☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง Approve Disapprove Abstain

หนังสือมอบฉันทะ แบบ ค

Proxy Form C

เขียนที่ _____

Written at

วันที่ _____ เดือน _____ พ.ศ. _____

Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____ อยู่บ้านเลขที่ _____
I/We _____ Nationality _____ Address _____
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road _____ Tambol/Kwaeng _____ Amphur/Khet _____
จังหวัด _____ รหัสไปรษณีย์ _____
Province _____ Postal Code _____

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ _____

As the custodian of

(2) เป็นผู้ถือหุ้นของ บริษัท เนชั่น กรุ๊ป (ไทยแลนด์) จำกัด (มหาชน)

Being a shareholder of **Nation Group (Thailand) Public Company Limited**

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
Holding the total amount of _____ shares and have the rights to vote equal to _____ votes as follows:
☐ หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share _____ shares and have the right to vote equal to _____ votes
☐ หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preference share _____ shares and have the right to vote equal to _____ votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทก็ได้ รายละเอียดตามสิ่งที่ส่งมาด้วย 9)

Hereby appoint (The shareholder may appoint an independent director of the company as a proxy as detailed in **Enclosure 9**.)

☐ 1. ชื่อ _____ นายอภิวุฒิ ทองคำ อายุ 63 ปี อยู่บ้านเลขที่ 27 ซอยอินทามระ 37 แยก 2

Name Mr. Apivut Thongkam , Independent Director and Chairman of the Audit Committee. Age 62 years, residing at 27 Soi Inthamara 37, Junction 2,

ถนน _____ ตำบล/แขวง _____ ดินแดง _____ อำเภอ/เขต _____ ดินแดง _____

Road _____ Tambol/Khwaeng _____ Din Daeng _____ Amphur/Khet _____ Din Daeng _____

จังหวัด _____ กรุงเทพมหานคร รหัสไปรษณีย์ 10400 หรือ

Province Bangkok Postal Code 10400 or

☐ 2. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____

Name _____ Age _____ years , residing at _____

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____

Road _____ Tambol/Khwaeng _____ Amphur/Khet _____

จังหวัด _____ รหัสไปรษณีย์ _____

Province _____ Postal Code _____

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2568 ในวันศุกร์ที่ 31 ตุลาคม 2568 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) เพียงรูปแบบเดียวนั้น โดยถ่ายทอดจากห้องประชุมของสำนักงานของบริษัท หรือที่พึงจะเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As my/our proxy where only one of them may attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2025 on Friday, October, 2025 at 14.00 P.M., will be held by electronic meeting (E-EGM) channel only broadcasting live from the meeting room of the company's office or such other date, time and place if the meeting is adjourned.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี ดังนี

I/We authorize the proxy to attend the meeting and vote as follows:

☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่มีสิทธิออกเสียงลงคะแนนได้

Grant my/our proxy the rights to vote in accordance with the total number of shares held and entitled to vote.

☐ มอบฉันทะบางส่วน คือ

Grant my/our proxy the rights to vote partially as follows:

☐ หุ้นสามัญ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Ordinary share: Shares and having the rights to vote equal to votes.

☐ หุ้นบุริมสิทธิ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Preference share: Shares and having the rights to vote equal to votes.

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด _____ เสียง

Totaling _____ votes.

(5) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี ดังนี

I/We authorize the proxy to attend the meeting and vote as follows:

วาระที่ 1 รับทราบเรื่องที่ประธานฯ แจ้งเพื่อทราบ

Agenda 1 To acknowledge the Chairman's notifications

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 2 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2568 ซึ่งประชุมเมื่อวันอังคารที่ 29 เมษายน 2568

Agenda 2 To consider and adopt the minutes of the 2025 Annual General Meeting of Shareholders held on Tuesday April 29, 2025.

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

ทั้งนี้ เนื่องจากวาระที่ 3 และวาระที่ 4 เป็นเรื่องที่เกี่ยวข้องกันในเรื่องการเพิ่มทุนจดทะเบียนของบริษัท ดังนั้น หากวาระใดวาระหนึ่งดังกล่าวนี้ ไม่ได้รับการอนุมัติ จะถือว่าวาระอื่นใดในสามวาระดังกล่าวที่ได้รับอนุมัติแล้วเป็นอันยกเลิก และจะไม่มีการพิจารณาในวาระอื่นใดใน 2 วาระดังกล่าวนี้ต่อไป โดยถือว่ามีการพิจารณาอนุมัติในเรื่องที่เกี่ยวข้องกันนั้น ไม่ได้รับอนุมัติจากที่ประชุมผู้ถือหุ้น

Since Agenda 3 and Agenda 4 are related in terms of the increase of the Company's registered capital, therefore, if one of any of agendas is not approved, it shall be deemed that any of the three agendas which are approved were cancelled and there was no further consideration on the said two agendas, whereby the approved agendas shall be deemed that they had not been approved by the shareholders' meeting.

วาระที่ 3 พิจารณานำมติการเพิ่มทุนจดทะเบียนของบริษัทจำนวน 6,468,072,875.58 บาท จากทุนจดทะเบียนจำนวน 7,905,422,403.31 บาท เป็นทุนจดทะเบียนจำนวน 14,373,495,278.89 บาท โดยการออกหุ้นสามัญเพิ่มทุนจำนวน 12,203,911,086 หุ้น มูลค่าที่ตราไว้หุ้นละ 0.53 บาท และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท

Agenda 3 To consider and approve the increase in the registered capital of the Company by THB 6,468,072,875.58 from the registered capital of THB 7,905,422,403.31 to the registered capital of THB 14,373,495,278.89 by issuing 12,203,911,086 newly issued ordinary shares, with a par value of THB 0.53 per share, and the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the increase in the registered capital of the Company.

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ จดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 4 พิจารณานำมติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัท จำนวน 12,203,911,086 หุ้น ให้แก่ผู้ถือหุ้นเดิมตามสัดส่วนการถือหุ้น (Rights Offering)

Agenda 4 To consider and approve the allocation of 12,203,911,086 newly issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering).

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ จดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 5 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 5 To consider other business (if any)

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ จดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the proxy does not vote in accordance with my/our voting instruction specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the event that I/we have not specified or have not clearly specified my/our voting instruction in any agenda, or in the event that the meeting considers or passes resolutions in any matters other than those specified above, including in the event that there is any amendment or addition of any facts, the proxy shall have the right to consider and vote on my/our behalf as the proxy may see fit in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote in accordance with my/our voting instruction specified herein, shall be deemed to be the actions performed by myself/ourselves.

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

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

หมายเหตุ / Remark

- หนังสือมอบฉันทะแบบ ค นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
This Proxy Form C is used only by any shareholder whose name is recorded in the shareholder register as a foreign investor who has appointed a custodian in Thailand as trustee of the shareholder's shares.
- หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
The following evidence must be enclosed to the proxy form:
 - หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
A power-of-attorney granted by the shareholder to the custodian authorizing the custodian to sign the proxy form on the shareholder's behalf.
 - หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
A letter confirming that the authorized signatory of the proxy form is licensed to operate the custodian business.
- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกคะแนนเสียงได้
A shareholder who appoints a proxy must appoint only one proxy to attend and vote at the meeting and may not split his/her votes to different proxies to vote separately.
- วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุด หรือเลือกตั้งกรรมการเป็นรายบุคคล
In the agenda relating the election of directors, the entire group of nominated directors, or any individual nominated directors, can be elected.
- ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบปะจําต่อแบบหนังสือมอบฉันทะแบบ ค ตามแนบ
In case there are additional agenda items other than those specified above, the shareholder may fill in the Attachment to Proxy Form C as enclosed.
- โปรดแสดงหลักฐานแสดงตนตามที่ระบุไว้ในเงื่อนไข หลักเกณฑ์ และวิธีปฏิบัติในการเข้าร่วมประชุม รายละเอียดตาม สิ่งที่ส่งมาด้วย 4
Please present evidence as specified in Conditions, Rules and Procedures to Attend the Meeting Enclosure 4.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค

Attachment to Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เนชั่น กรุ๊ป (ไทยแลนด์) จำกัด (มหาชน) ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2568 ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-GM) เพียงรูปแบบเดียวเท่านั้น โดยถ่ายทอดจากห้องประชุมของสำนักงานของบริษัท ในวันศุกร์ที่ 31 ตุลาคม 2568 เวลา 14.00 น. หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Proxy appointment by a shareholder of Nation Group (Thailand) Public Company Limited in respect of the Extraordinary General Meeting of Shareholders No. 1/2025 to be held as an e-meeting on **Friday, October 31, 2025 at 14.00 p.m.** channel only broadcasting live from the meeting room of the company's office or such other date, time and place if the meeting is adjourned.

วาระที่	เรื่อง
Agenda item	Subject
☐	(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร <u>หรือ</u>
☐	(a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; <u>or</u>
☐	(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
☐	(b) The proxy shall vote in accordance with my/our instruction as follows:
☐	เห็นด้วย
☐	ไม่เห็นด้วย
☐	งดออกเสียง
	Approve Disapprove Abstain

วาระที่	เรื่อง
Agenda item	Subject
☐	(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร <u>หรือ</u>
☐	(a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; <u>or</u>
☐	(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
☐	(b) The proxy shall vote in accordance with my/our instruction as follows:
☐	เห็นด้วย
☐	ไม่เห็นด้วย
☐	งดออกเสียง
	Approve Disapprove Abstain

วาระที่	เรื่อง
Agenda item	Subject
☐	(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร <u>หรือ</u>
☐	(a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; <u>or</u>
☐	(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
☐	(b) The proxy shall vote in accordance with my/our instruction as follows:
☐	เห็นด้วย
☐	ไม่เห็นด้วย
☐	งดออกเสียง
	Approve Disapprove Abstain

แบบคำถามสำหรับการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2568
ผ่านสื่ออิเล็กทรอนิกส์ (E-EGM)

(Questions from shareholders for the Extraordinary General Meeting of Shareholders No. 1/2025 via electronic meeting (E-EGM))

- ข้าพเจ้า (นาย/นาง/นางสาว/อื่นๆ) (โปรดระบุชื่อ-นามสกุล) / I, (Mr./Mrs./Miss/Other) (please specify name-surname)

.....

- กรุณาทำเครื่องหมาย ✓ ในช่อง () / Please indicate with ✓ in the blank ()

() ผู้ถือหุ้น / a shareholder

() ผู้รับมอบฉันทะจากผู้ถือหุ้นชื่อ

a proxy granted by shareholder, namely

มีคำถามเกี่ยวกับวาระต่างๆ ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2568 ดังนี้

I wish to submit question(s) of agenda for the Extraordinary General Meeting of Shareholders No. 1/2025 as follows:

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หมายเหตุ เมื่อกรอกรายละเอียดข้างต้นเรียบร้อยแล้ว โปรดส่งกลับมายังบริษัท เนชั่น กรุ๊ป (ไทยแลนด์) จำกัด (มหาชน) ภายในวันพุธที่ 29 ตุลาคม 2568 หรือ ส่งมาที่ email: corporate_secretary@nationgroup.com

Remark : Please send the completed form to Nation Group (Thailand) Public Company Limited within on Wednesday, October 29, 2025. Email: corporate_secretary@nationgroup.com

Privacy Policy for the Shareholders' Meeting of Nation Group (Thailand) Public Company Limited

This Privacy Policy ("**Privacy Policy**") describes how Nation Group (Thailand) Public Company Limited (the "**Company**") collects, uses and/or discloses your personal data as a shareholder, proxy, custodian or the authorized person to act on behalf of a corporate shareholder for the Company's meeting of the Shareholders/securities holders.

1. Personal data collected by the Company

The Company may collect your following personal data from you directly:

- 1) **Personal Data** such as full name, gender, nationality, occupation, date of birth, marital status, photographs, pictures, voice recordings, signature, identification number, passport number, taxpayer identification number, government official identification number, company registration certificate, business certificate (e.g., custodian license), as well as information on the driving license or information on any other cards issued by government authorities; details regarding shares/securities holding (such as corporate holder, number of share/securities held, share/securities number, class, shareholding proportion); details on proxy (name, address of the proxy holder, name of the Company's independent director); information regarding voting at the meeting (such as how you voted "for," "against," or "abstained" on each agenda item) and/or dividend amounts.
- 2) **Contact Information** such as address, telephone number, mobile phone number and/or e-mail address.
- 3) **Financial Information** such as information regarding bank accounts (such as account name, account number, bank name, swift code, account address) and/or information on the relevant agreements such as Share Purchase Agreement
- 4) **Sensitive Personal Data** such as health information (for the purpose of screening and control of communicable or epidemic disease)

The Company will collect, use, and/or disclose sensitive personal data only with your explicit consent or as otherwise permitted by law.

2. Purposes and legal ground which the Company relies on for the collection, use and/or disclosure of your personal data

In addition to obtaining your consent where required by law, the Company may rely on or hold to (1) contractual basis for entering into or executing an agreement with you or performing contractual obligations to you; (2) legal obligation basis for the legal compliance of the Company; (3) legitimate interests basis of the Company and third parties; (4) prevention or suppression of danger to life, body, or health of any person basis; and/or (5) public interest basis in carrying out a task for the public interest of or in the exercise of the official authority or other legal grounds as

permitted under applicable personal data protection laws, as the case may be. The Company may collect, use, and/or disclose your personal data for the following purposes:

- 1) to verify, authenticate, and process your requests;
- 2) to convene the meeting of shareholders/securities holders and conduct voting and vote counting at the meeting of shareholders/securities holders;
- 3) to prepare the register book of shareholders/securities holders or to prepare title documents for holding or transferring, issuing of new share/securities certificate and/or splitting share/securities certificates for the sale and purchase and/or exchange of share/securities;
- 4) to process dividend payments to the shareholders/securities holders;
- 5) to ensure security and maintain business safety for the Company's business;
- 6) to compliance with rules, regulation and articles of association of the Company, including laws and/or legitimate orders of the courts, regulatory authorities, government agencies, and/or state organizations;
- 7) to exercise rights or protect the legitimate interest of the Company as necessary, such as auditing and preventing fraud, crime or legal violations;
- 8) for the public interest regarding protecting third parties within areas or premises under the Company's supervision; and
- 9) to prevent or suppress harm to life, body, health, or property of you or others (as applicable), such as for communicable disease or epidemic control.

If you fail to provide the personal data requested by the Company, the Company may not authorize your participation in the meetings held by the Company.

3. Disclosure or transfer of your personal data to third parties

The Company may disclose your personal data to the Company's business partners, securities depository, service providers (such as the company providing services on registration and vote counting system), consultants, law enforcement agencies, courts, state officials, state agencies, and relevant regulators.

4. Cross-border transfer of your personal data

The Company may disclose or transfer your personal data to foreign countries, where the destination country may have higher or lower standards of data protection than those in Thailand. In such cases, the Company will proceed in compliance with applicable legal requirements.

5. Retention Period of Personal Data

The Company retains your personal data for as long as necessary to fulfil the purposes for which the Company collected it. The Company may retain your personal data for longer periods where required for compliance with applicable legal obligations.

6. Your rights as a data subject

Subject to the applicable laws and legal exemptions thereunder, you may have the rights to access to and obtain a copy of your personal data, or to request the Company to disclose the source from which the Company obtained your personal data for which you did not provide consent, to transfer, amend, erase, destroy, and anonymize your personal data, including to object and suspend the collection, use and/or disclosure of your personal data in certain cases. Where the Company relies on your consent, you have the right to withdraw your consent at any time.

7. Security measures

The Company has implemented appropriate security measures, including administrative safety measure, technical safety measure and physical safety measure in relation to the access or control of the access to personal data to maintain the confidentiality, accuracy, and completeness, and readiness for the use of personal data, and to prevent unauthorized or unlawful loss, access, use, change, amendment or disclosure of personal data, in accordance with applicable laws.

8. Company contact information

Should you have any questions, inquiries, or requests to exercise the rights in relation to your personal data, please contact the Company's Corporate Secretary Office at:

Nation Group (Thailand) Public Company Limited

No. 1854 9th Floor, Debaratna Road, Bangna-Tai Sub-District, Bangna District, Bangkok 10260

Tel.: 02-338-3289-91

E-mail address : corporate_secretary@nationgroup.com

Nation Group (Thailand) Public Company Limited

**1854 9th, 10th, 11th Floor, Debaratna Road, Bangna-Tai Sub-District,
Bangna District, Bangkok 10260 , Tel : 02-338-3333**