บริษัท เอ็กซ์ ไบโอไซเอนซ์ จำกัด (มหาชน)
304 อาคารวานิช เพลซ อารีย์ (อาคารA) ชั้นที่ 18 ห้อง เลขที่ 1803-1806 ถนนพหลโยธิน แขวงสามเสนใน เขตพญาไท กรุงเทพมหานคร 10400
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X BIOSCIENCE PUBLIC COMPANY LIMITED
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Minutes of the Extraordinary General Meeting of Shareholders No. 2/2025

X Bioscience Public Company Limited

Friday, 26 September 2025 conducted via electronic media (E-EGM)

Date, Time and Location

The Extraordinary General Meeting of Shareholders No. 2/2025 ("**EGM**") of X Bioscience Public Company Limited (the "**Company**" or "**XBIO**") was held on Friday, 26 September 2025, at 10:00 AM. The meeting was conducted via electronic means (E-EGM) in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other relevant laws. The meeting control venue is at the meeting room at the headquarters of X Bioscience Public Company Limited.

Directors Attending the Meeting

1.	Mr. Tanawat Ueasiripan	Vice Chairman of the Board of Directors, Director
2.	Miss Saowanee Khaoubol	Director, Chief Executive Officer (Deputy), Company Secretary (Deputy)
3.	Mr. Phurit Wongkham	Director
4.	Miss Naphat Tavisaengsiri	Director
5.	Mr. Sivaporn Chomsuwan	Independent Director
6.	Mr. Sarayut Rueangsuwan	Independent Director / Chairman of the Audit Committee
7.	Mr. Yuthaveera Achawangkul	Independent Director / Member of the Audit Committee
8.	Mr. Tom Chalermkarnchana	Independent Director / Member of the Audit Committee

Other Attendees

1.	Mr. Phongsaran Termariyabut	Financial Advisor from Wealth Plus Advisory Co., Ltd.

List of Legal Advisors attending the Meeting

1.	Miss.Araya Putthipongthorn	Legal Advisor from Araya & Partners Co., Ltd.

Commencement of the Meeting at 10.00 hrs.

Miss Napthong Kaeo-yu acted as a moderator of the meeting (the "**Moderator**") and provided details to the participants of the Extraordinary General Meeting of Shareholders No. 2/2025

(the "**Meeting**") that there were 2 shareholders attending the meeting online, representing 1,339,942 shares, 56 proxies attending the meeting on behalf of shareholders, representing 986,706,961 shares, and 3 proxy attending the meeting online on behalf of shareholders, representing 40,000,147 shares. Therefore, the total number of shareholders attending the meeting was 61, representing a total of 1,028,047,050 shares, accounting for 49.0037 percent of the total 2,097,894,841 issued shares, which constituted a quorum pursuant to Section 103 of Public Limited Companies Act B.E. 2535 (1992) ("**Public Company Limited Act**") and Article 32 of the Company's Articles of Association. Currently, the Company does not have a Chairman of the Board of Directors, therefore, Mr. Tanawat Ueasiripan, Vice Chairman, acted as the chairman of the Meeting (the "**Chairman**") in accordance with Section 104 of the Public Company Limited Act.

After the Chairman declared the Meeting open, during the course of the Meeting, 1 additional shareholder joined the meeting online, holding 736,700 shares. This brought the total number of shareholders attending the meeting to 62, holding an aggregate of 1,028,783,750 shares, representing 49.0388 percent of the Company's total issued shares.

Before commencing the meeting, the Moderator introduced the directors, executives, auditors, and legal advisors who are responsible for ensuring that the shareholders' meeting is conducted transparently and in compliance with the laws and the Company's Articles of Association. They were also appointed to oversee the vote counting and tabulation of votes cast by the attendees at the meeting. There are a total of 8 directors of the Company, all of whom attended the meeting, representing 100 percent of the total number of directors.

In this regard, to ensure the transparency and accuracy of the voting on all agendas, the Company has engaged the services of Online Asset Co., Ltd., a service provider for conference controlling system certified by the Electronic Transactions Development Agency, to gather, collect and process the number of votes for this Meeting. Besides, Additionally, to comply with the principles of good corporate governance concerning the conduct of the meeting, the Moderator informed the Meeting on the procedures for counting the quorum, conducting the Meeting, casting the votes, counting the votes and the submission of questions or suggestions as follows:

Quorum : According to Article 103 of the Public Company Act and Article 32 of the Company's Articles of Association prescribed the rule in relation to the quorum that at least 25 shareholders and proxies attending

the meeting or not less than half of the total number of shareholders who aggregately held shares in the number of not less than one-third (1/3) of the total number of sold shares in the Company shall constitute the quorum.

Conducting the Meeting : According to Section 104 of the Public Company Act prescribed the rule in relation to the chairman of the Board of Directors shall be the chairman of the meeting. In the event that the Chairman of the Board is absent or unable to perform his duties, the Vice Chairman of the Board shall preside over the meeting. If there is no Vice Chairman of the Board, the shareholders present at the meeting shall elect one shareholder to act as the chairman of the meeting.

Voting Procedures :

1. Every shareholder shall have the number of votes equal to the number of shares held. One share was equal to one vote.
2. Vote casting in each agenda may be different. In each agenda, the Moderator shall inform the Meeting before the vote casting.
3. For convenience to count the votes, if no shareholders press the “Disapproval” button or “Abstain” button and confirmation within the specified time, it shall be deemed that the Meeting resolved to approve the matter as proposed. In case of shareholders casting votes for disapproval or abstention, please press the “Disapproval” button or “Abstention” button and after casting the vote please press the “Confirmation” button in order for the Company shall record the votes into the system. In this regard, the shareholders are required to cast the vote and confirm the vote within the specified time and when the voting and confirmation time is over, the staff of IR Plus shall close the voting system for such agenda item.In consolidating the votes, the Company will deduct the votes of disapproved, abstained and voided ballots from the total votes and the remaining shall be regarded as agreeing votes.
4. If the shareholders granted a proxy with comments or votes in advance, by IR PLUS AGM Application, the Company would count the votes based upon the shareholders’ intention to vote as granted in all respects.
5. For the proxies attending the Meeting, please examine the appointer’s instruction and cast the votes in accordance with the votes specified by the appointer.
6. The shareholders or proxies who registered for the Meeting and participated in the electronic shareholders’ meeting system (E-AGM) but had not taken the votes and were not able to participate until the end of the Meeting, may press a voting button and submit the votes in

advance in the agendas which the Company have not proposed to the Meeting. The Company will count those votes when it is considered in the agenda item that the shareholders have voted.

7. The votes of shareholders in each agenda may not be equal due to the entry of shareholders and proxies into the meeting room.
8. If any shareholder who joins the meeting in person logs out of the system during the meeting, the system will exclude that shareholder's voting rights for the respective agenda item from the vote count. This is to comply with the Notification of the Ministry of Digital Economy and Society regarding Security Standards for Electronic Meetings B.E. 2563 (2020). However, the shareholder may log back into the system and rejoin the meeting at any time until the meeting is adjourned.

Submission of questions or suggestions

The Chairman, or a person designated by the Chairman, will provide an opportunity for shareholders or proxies to ask questions regarding the agenda item under consideration. Questions may only be asked after the Moderator has completed presenting the details of each agenda item, using the following methods:

- Ask a question via chat at the question button displayed on every agenda, or you can click on the Video Conference button to ask a question via Video Call by typing the question you want to ask, and then waiting for approval from staff to prepare for further questions in the meeting. Please kindly inform your name, surname, and status as a shareholder or proxy before starting to ask questions or give suggestions each time.

- For the questions or suggestions that the Company received in advance, the Company will answer such questions or suggestions when proceeding with the agenda related to those questions.

In the event of receiving a large number of questions, the Company reserves the right to review and select questions to answer as appropriate. In case any shareholder encounters issues accessing the system, please follow the instructions and contact the officers as detailed in the meeting invitation letter, Enclosure 9.

Regarding the voting process, shareholders are requested to take approximately 2 minutes to cast their votes after the announcement to open voting. The results of each agenda item will then be announced to the meeting. The resolutions must be approved in accordance with the law, as detailed below:

- Agenda items requiring approval by a majority vote of the shareholders present and voting: Agenda item 1

- Agenda items requiring approval by not less than three-fourths (3/4) of the total votes of shareholders present and entitled to vote: Agenda items 2, 3, 5, and 6
- Agenda items requiring approval by not less than three-fourths (3/4) of the total votes of shareholders present and entitled to vote, excluding votes of shareholders with vested interests: Agenda item 4

The Chairman therefore welcomed all shareholders attending the Extraordinary General Meeting of Shareholders No. 2/2025 via electronic media (E-EGM) and informed the Meeting that quorum is constituted as specified in the Company's Articles of Association. Therefore, open the Meeting to consider and approve the agenda items.

Agenda 1 Consider and approve the minutes of the Extraordinary General Meeting of Shareholders No. 1/2025, which was held on 8 August 2025

The Chairman informed the Meeting and invited the Moderator to present the information in support of the consideration of this agenda item to the shareholders' meeting.

The Moderator clarified to the meeting that shareholders are invited to jointly consider and approve the minutes of the Extraordinary General Meeting of Shareholders No. 1/2025, held on August 8, 2025. The minutes were prepared and submitted to the Stock Exchange of Thailand ("SET") within 14 days of the Extraordinary General Meeting of Shareholders No. 1/2025 and published on the Company's website. Details can be found in copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2025 (Enclosure 1), which has been sent to all shareholders along with the invitation letter. In this regard, the Board of Directors has reviewed the minutes of the meeting and concluded that they have been accurately recorded. Therefore, the Board proposes to the Extraordinary General Meeting of Shareholders No. 2/2025 at this meeting to consider and approve said minutes.

For this agenda, the resolution must be passed by a majority vote of the shareholders present and casted their votes.

The Chairman then invited the shareholders to ask questions or express their opinions.

Since no shareholder raised any questions or expressed any opinions, the Chairman proposed that the meeting consider and approve the minutes of the Extraordinary General Meeting of Shareholders No. 1/2025, which was held on 8 August 2025, as proposed in all respects.

Resolution

The Meeting resolved to approve the minutes of the Extraordinary General Meeting of Shareholders No. 1/2025, which was held on 8 August 2025 as proposed in all respects, with majority votes of total votes of the shareholders attending the meeting and casting their votes, as follows:

Shareholders' Votes	Number (votes)	Percentage of shareholders attending the meeting and casting their votes
Approved	1,028,683,717	100.0000
Disapproved	0	0.0000
Abstained	100,033	-
Invalid Ballot	0	0.0000
Total	**1,028,783,750**	**100.0000**

Remark The resolution for this agenda must be approved by the majority votes of total votes of the shareholders attending the meeting and casting their votes.

Agenda 2 **Consider and approve the decrease of the Company's registered capital by canceling unissued ordinary shares and the amendment of the Company's Memorandum of Association Clause 4 to be in line with the decrease of the Company's registered capital**

The Chairman informed the Meeting and invited the Moderator to present the information in support of the consideration of this agenda item to the shareholders' meeting.

The Moderator clarified to the meeting that the Company intends to change in a par value of the shares of the Company by combining shares and intends to the increase of registered capital of the Company to accommodate the allocation of newly issued ordinary shares to offer to the existing shareholders in proportion to their shareholding (Right Offering) and to accommodate the exercise of warrants to purchase ordinary shares of the Company No. 8 (XBIO-W8) issued and offered to the existing shareholders. In accordance with Section 136 of the Public Limited Companies Act

B.E. 2535 (and its amendments) ("**Public Limited Companies Act**"), which stipulates that a company may increase its registered capital by issuing new shares only after all previously issued shares have been sold or fully paid, or in cases where not all shares have been sold, the remaining shares must be those issued to accommodate convertible debentures or warrants for the purchase of shares.

Presently, the Company has a registered capital of THB 3,360,843,609, paid-up capital of THB 2,097,894,841, and the reserved registered capital of THB 1,262,948,768, There remain 1,262,948,768 unsold shares with a par value of 1.00 Baht per share, which are common shares issued to accommodate the following matters:

(1) To issue and offer the newly issued ordinary shares to the existing shareholders in proportion to their shareholding (Right Offering) pursuant to the Resolution of the Extraordinary General Meeting of shareholder No. 1/2024 held on 24 December 2024 ("EGM 1/2024") at the amount of 302,682,540 shares

(2) To issue and offer the newly issued ordinary shares to Specific Investors (Private Placement) through General Mandate pursuant to the Resolution of the EGM 1/2024 at the amount of 21,250,000 shares.

(3) (3) To accommodate the exercising of the warrants to purchase ordinary shares of the Company No. 6 (XBIO-W6) pursuant to the Resolution of the Extraordinary General Meeting of shareholder No. 2/2023 held on 21 November 2023 ("EGM 2/2023") at the amount of 45,483,822 shares.

(4) To accommodate the exercising of the warrants to purchase ordinary shares of the Company No. 7 (XBIO-W7) pursuant to the Resolution of the AGM 2024 at the amount of 893,532,406 shares.

Therefore, in compliance with Section 136 of the Public Limited Companies Act, the Board of Directors has resolved to propose to the Extraordinary General Meeting of Shareholders No. 2/2025 to consider and approve the decrease of the Company's registered capital at the amount of 323,932,543 Baht from the existing registered capital of 3,360,843,609 Baht to the new registered capital of 3,036,911,066 Baht by cancelling unissued ordinary shares at the amount of 323,932,543 shares, with a par value of 1.00 Baht, which is newly issued ordinary shares allocated to accommodate as follows:

(1) To issue and offer the newly issued ordinary shares to the existing shareholders in proportion to their shareholding (Right Offering) pursuant to the Resolution of the EGM 1/2024 at the amount of 302,682,540 shares

(2) To issue and offer the newly issued ordinary shares to Specific Investors (Private Placement) through General Mandate pursuant to the Resolution of the EGM 1/2024 at the amount of 21,250,000 shares.

(3) To accommodate the exercising of the warrants to purchase ordinary shares of the Company No. 7 (XBIO-W7) pursuant to the Resolution of the AGM 2024 at the amount of 3 shares.

However, after the cancelling unissued ordinary shares mentioned above, the Company still has ordinary shares that have not yet been issued at the amount of 939,016,225 shares, with a par value of 1.00 Baht, which is allocated to accommodate as follows:

(1) To accommodate the exercising of the warrants to purchase ordinary shares of the Company No. 6 (XBIO-W6) pursuant to the Resolution of the EGM 2/2023 at the amount of 45,483,822 shares.

(2) To accommodate the exercising of the warrants to purchase ordinary shares of the Company No. 7 (XBIO-W7) pursuant to the Resolution of AGM 2024 at the amount of 893,532,403 shares.

In addition, approved to propose to the Extraordinary General Meeting of Shareholders No. 2/2025 to consider and approve the amendment of Clause 4 under the Company's Memorandum of Association to be in accordance with the decrease of registered capital as follows:

"Clause 4.	Registered Capital	3,036,911,066 Baht	(Three Thousand Thirty-Six Million, Nine Hundred Eleven Thousand and Sixty-Six Baht)
	Divided into	3,036,911,066 Shares	(Three Thousand Thirty-Six Million, Nine Hundred Eleven Thousand and Sixty-Six Shares)
	Share value	1.00 Baht	(One Baht)

Categorized into:		
Ordinary share	3,036,911,066 Shares	(Three Thousand Thirty-Six Million, Nine Hundred Eleven Thousand and Sixty-Six Shares)
Preferred share:	- Share	(-)"

Including, the meeting approved to propose to the to the Extraordinary General Meeting of Shareholders No. 2/2025 the authorization to authorized directors of the Company or any person designated by authorized directors of the Company as the authorized person to determine the conditions and details of the relevant procedures regarding such decrease of capital; as well as correcting words or phrases of the minutes of the shareholders' meeting, Memorandum of Association, and/or any application, and/or any proceeding to comply with the Registrar's instruction in order to file for registration of decrease of capital and amendment of the Company's Memorandum of Association to the Department of Business Development, Ministry of Commerce.

For this agenda, the resolution must be approved by votes of not less than three-fourths (3/4) of the total votes of shareholders who are present and have the right to vote.

The Chairman then invited the shareholders to ask questions or express their opinions.

Since no shareholder raised any questions or expressed any opinions, the Chairman proposed that the meeting to consider and approve the decrease of the Company's registered capital by canceling unissued ordinary shares and the amendment of the Company's Memorandum of Association Clause 4 to be in line with the decrease of the Company's registered capital and the relevant authorization, as proposed in all respects.

Resolution

The Meeting resolved to approved the decrease of the Company's registered capital at the amount of 323,932,543 Baht from the existing registered capital of 3,360,843,609 Baht to the new registered capital of 3,036,911,066 Baht by cancelling unissued ordinary shares at the amount of 323,932,543 shares, with a par value of 1.00 Baht and approved the amendment of Clause 4 under the Company's Memorandum of Association to be in accordance with the decrease of registered capital including and the relevant authorization,

as proposed in all respects, with not less than three-fourths (3/4) of the total number of votes of shareholders attending the meeting and entitled to vote, as follows:

Shareholders' Votes	Number (votes)	Percentage of shareholders attending the meeting and entitle to vote
Approved	988,683,750	96.1022
Disapproved	40,000,000	3.8881
Abstained	100,000	0.0097
Invalid Ballot	0	0.0000
Total	**1,028,783,750**	**100.0000**

Remark The resolution for this agenda must be approved by not less than three-fourths (3/4) of the total number of votes of shareholders attending the meeting and entitled to vote.

Agenda 3 Consider and approve the change in a par value of shares by combining shares of the share value of the Company and the amendment of Clause 4 under the Company's Memorandum of Association to be in the line with the change in par value

The Chairman informed the Meeting and invited the Moderator to present the information in support of the consideration of this agenda item to the shareholders' meeting.

The Moderator clarified to the meeting that the Company intends to change the par value of its shares by combining shares of the share value of the Company. Accordingly, the Board of Directors has resolved to propose to the Extraordinary General Meeting of Shareholders No. 2/2025 to consider and approve the change in a par value of the shares of the Company by combining shares from a par value of 1.00 Baht per share to a par value of 7.00 Baht per share, resulting in a decrease in the number of shares of the Company by 1,798,195,578 shares, from the existing amount at 2,097,894,841 shares, with a par value of 1.00 Baht per share to 299,699,263 shares, with a par value of 7.00 Baht per share. This change in the par value of shares of the Company will impact the number of shares held by each shareholder to decrease at a ratio of 7 existing ordinary shares to 1 new ordinary share, as follows;

	Prior to the change in the par value of the shares	After the change in the par value of the shares
Number of Registered Capital *	3,036,911,066 Baht	3,036,911,066 Baht
Number of Paid-up Capital	2,097,894,841 Baht	2,097,894,841 Baht
Number of Registered Shares *	3,036,911,066 Shares	433,844,438 Shares
Number of Paid-up Shares	2,097,894,841 Shares	299,699,263 Shares
Par Value	1.00 Baht per share	7.00 Baht per share

Remark*:

1. The number of registered capital and the number of registered shares after the decrease in registered capital by canceling unissued ordinary shares at the amount of 323,932,543 shares.
2. After the change in a par value of shares of the Company by combining shares mentioned above, unissued reserved ordinary shares to accommodate the exercise of the following warrants which shall remain at 134,145,175 shares with a par value of 7.00 Baht per share:
   (1) The warrants to purchase ordinary shares of the Company No. 6 (XBIO-W6) pursuant to the resolution of EGM 2/2023 in the remaining amount of 6,497,689 shares with a par value of 7.00 Baht per share;
   (2) The warrants to purchase ordinary shares of the Company No. 7 (XBIO-W7) pursuant to the resolution of AGM2024 in the remaining amount of 127,647,486 shares with a par value of 7.00 Baht per share.

In this regard, the calculation to change a par value of the shares from 1.00 Baht per share to 7.00 Baht per share will result in certain shareholders having fractional shares that are insufficient to convert into new shares. These fractional shares will be discarded in the calculation. For the calculation of the change in a par value of shares and the rounding of fractional shares, the Company will assign Thailand Securities Depository Company Limited ("**TSD**"), which is a share registrar of the Company, to carry out the calculation based on the operational system of the TSD.

Nonetheless, in order to protect the rights of shareholders affected by the rounding of fractional shares, shareholders may buy or sell fractional shares (odd lot) on the SET to ensure that they have a sufficient number of shares for the share combining calculation before the change in the par value of shares of the Company becomes effective. However, for shareholders who have insufficient fractional shares to convert into new shares, which will be discarded after the calculation, the Company is willing to compensate for the fractional shares that are discarded at a price of 1.00 Baht per share (Equivalent to the original par value of the Company). Each affected shareholder can claim the compensation for the fractional shares through the following procedures:

(1) Request cash compensation for fractional shares in person at the Company's office, at No.304 Vanit Place Aree Tower (Tower A), Room No.1803-1806,18 Floor, Phahon Yothin Road, Sam Sen Nai Sub-District, Phaya thai District, Bangkok 10400 or

(2) Notify the intention to request compensation for the fractional shares via bank transfer by submitting a written request to the Company through postal mail or by electronic mail (E-mail) to the Company at *investor@xbio.co.th*. The request should include documents confirming the shareholder's identity, which must still be valid (e.g., a copy of the ID card, governmental officer card, state enterprise employee card, passport, or certificate of business registration, etc.), along with a copy of the bank account details for the transfer, where the account holder's name must match the shareholder's name. The Company will transfer the compensation for the fractional shares once the accuracy of the provided information has been verified.

Such request for cash compensation for the fractional shares in person or notification of the intention to request compensation for the fractional shares via bank transfer, the shareholders must take action **within 1 month from the date of a change in par value of the Company is registered** with the Department of Business Development, Ministry of Commerce, which is expected to occur during September-October 2025. The Company will announce further details through the news notification system of the SET. In this respect, any shareholder fails to claim the cash compensation or notify their intention to receive the compensation via bank transfer within the specified period, the Company will consider that shareholder to have waived their right to receive the compensation.

In this regard, the Board of Directors resolved to propose to the Extraordinary General Meeting of Shareholders No. 2/2025 to consider and approve the authorization to the Board of Directors and/or the Executive Committee of the Company and/or Chief Executive Officer or any person designated by Board of Directors and/or Executive Committee and/or Chief Executive Officer of the Company as the authorized person to determine the terms and details related to the implementation of change in the par value of the shares by combining shares, including, but not limited to, determining other terms and conditions for the compensation of discarded fractional shares, and notifying or applying approval to any relevant authorities to ensure compliance with applicable laws and/or regulations.

In addition, approved to propose to the Extraordinary General Meeting of Shareholders No. 2/2025 to consider and approve the amendment of Clause 4 under the Company's Memorandum of Association to be in accordance with the change in par value of the Company as follows:

"Clause 4.	Registered Capital	3,036,911,066 Baht	(Three Thousand Thirty-Six Million, Nine Hundred Eleven Thousand and Sixty-Six Baht)
	Divided into	433,844,438 Shares	(Four Hundred Thirty-Three Million, Eight Hundred Forty-Four Thousand and Four Hundred Thirty-Eight Shares)
	Share value	7.00 Baht	(Seven Baht)
	Categorized into:		
	Ordinary share	433,844,438 Shares	(Four Hundred Thirty-Three Million, Eight Hundred Forty-Four Thousand and Four Hundred Thirty-Eight Shares)
	Preferred share:	- Share	(-)"

Including, the meeting approved to propose to the to the Extraordinary General Meeting of Shareholders No. 2/2025 the authorization to authorized directors of the Company or any person designated by authorized directors of the Company as the authorized person to determine the conditions and details of the relevant procedures regarding such change in par value of shares; as well as correcting words or phrases

of the minutes of the shareholders' meeting, Memorandum of Association, and/or any application, and/or any proceeding to comply with the Registrar's instruction in order to file for registration of the change in par value of shares and amendment of the Company's Memorandum of Association to the Department of Business Development, Ministry of Commerce.

Moreover, in order to change the par value of the Company's shares as mentioned above, the Company must adjust the exercise price and the exercise ratio of the following warrants:

(1) The Warrant to purchase ordinary shares of the Company No. 6 (XBIO-W6), under Terms and Conditions Governing the Rights and Obligations of the Warrants Issuer and Warrants Holders to Purchase Ordinary Shares of X Bioscience Public Company Limited No. 6 (XBIO-W6) for the existing shareholders in proportion to their shareholding (former named as "Terms and Conditions Governing the Rights and Obligations of the Warrants Issuer and Warrants Holders to Purchase Ordinary Shares of Wow Factor Public Company Limited No.6 (W-W6) for the existing shareholders in proportion to their shareholding") ("**Term and Condition XBIO-W6**"); and

(2) The Warrant to purchase ordinary shares of the Company No. 7 (XBIO-W7), under Terms and Conditions Governing the Rights and Obligations of the Warrants Issuer and Warrants Holders to Purchase Ordinary Shares of X Bioscience Public Company Limited No. 7 (XBIO-W7) for the existing shareholders in proportion to their shareholding (former named as "Terms and Conditions Governing the Rights and Obligations of the Warrants Issuer and Warrants Holders to Purchase Ordinary Shares of Wow Factor Public Company Limited No.7 (W-W7) for the existing shareholders in proportion to their shareholding") ("**Term and Condition XBIO-W7**")

In order to maintain the benefits of the warrant holders. The details of the calculation formula are as follows:

The Calculation for the Right's Adjustment of XBIO-W6

	Prior to the Right's Adjustment of XBIO-W6, par value of 1.00 Baht	After the Right's Adjustment of XBIO-W6, par value of 7.00 Baht
Exercise Price (Baht)	1.4311 Baht per share	10.0177 Baht per share
Exercise Ratio	The warrant 1 unit per 1.04814 newly issued ordinary shares	The warrant 1 unit per 0.14973 newly issued ordinary shares

Remark :

1. The change in the exercise price and exercise ratio will be effective immediately when the new par value becomes effective as published through the Stock Exchange's information disclosure system.
2. In case that the number of shares calculated from the exercise of the warrant is a fraction. These fractional shares will be discarded.

The Calculation for the Right's Adjustment of XBIO-W7

	Prior to the Right's Adjustment of XBIO-W7, par value of 1.00 Baht	After the Right's Adjustment of XBIO-W7, par value of 7.00 Baht
Exercise Price (Baht)	0.95407 Baht per share	6.67849 Baht per share
Exercise Ratio	The warrant 1 unit per 1.04814 newly issued ordinary shares	The warrant 1 unit per 0.14973 newly issued ordinary shares

Remark :

1. The change in the exercise price and exercise ratio will be effective immediately when the new par value becomes effective as published through the Stock Exchange's information disclosure system.
2. In case that the number of shares calculated from the exercise of the warrant is a fraction. These fractional shares will be discarded.

For this agenda, the resolution must be approved by votes of not less than three-fourths (3/4) of the total votes of shareholders who are present and have the right to vote.

The Chairman then invited the shareholders to ask questions or express their opinions.

Since no shareholder raised any questions or expressed any opinions, the Chairman proposed that the meeting to consider and approve the decrease of the Company's registered capital by canceling unissued ordinary shares and the amendment of the Company's Memorandum of Association Clause 4 to be in line with the decrease of the Company's registered capital and the relevant authorization, as proposed in all respects.

Resolution

The Meeting resolved to approved the change in a par value of the shares of the Company by combining shares from a par value of 1.00 Baht per share to a par value of 7.00 Baht per share, resulting in a decrease in the number of shares of the Company by 1,798,195,578 shares, from the existing amount at 2,097,894,841 shares, with a par value of 1.00 Baht per share to 299,699,263 shares, with a par value of 7.00 Baht per share. This change in the par value of shares of the Company will impact the number of shares held by each shareholder to decrease at a ratio of 7 existing ordinary shares to 1 new ordinary share and approved the amendment of Clause 4 under the Company's Memorandum of Association to be in accordance with the change in par value of the Company and the relevant authorization as proposed in all respects, with not less than three-fourths (3/4) of the total number of votes of shareholders attending the meeting and entitled to vote, as follows:

Shareholders' Votes	Number (votes)	Percentage of shareholders attending the meeting and entitle to vote
Approved	988,683,717	96.1022
Disapproved	40,000,000	3.8885
Abstained	100,033	0.0097
Invalid Ballot	0	0.0000
Total	**1,028,783,750**	**100.0000**

Remark The resolution for this agenda must be approved by not less than three-fourths (3/4) of the total number of votes of shareholders attending the meeting and entitled to vote.

Agenda 4 Consider and approve the issuance and allocation of Warrants to purchase ordinary shares of the Company No. 8 (XBIO-W8) to existing shareholders of the Company who subscribed and had been allocated the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their shareholding (Right Offering)

The Chairman informed the Meeting and invited the Moderator to present the information in support of the consideration of this agenda item to the shareholders' meeting.

The Moderator clarified to the meeting that the Company intends to provide a return to existing shareholders who subscribed and had been allocated the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their shareholding ("**Rights Offering**" or "**RO**"), Accordingly, the Company intends to issue and allocate the Warrants to Purchase Ordinary Shares of the Company No. 8 ("**XBIO-W8**" or the "**Warrants**") to existing shareholders of the Company who subscribed and had been allocated RO, whereby the shareholders allocated with the Warrants will be entitled to exercise their rights to purchase the newly issued ordinary shares of the Company within the specified exercise period or to receive returns from the trading of the Warrants on the Stock Exchange of Thailand, Accordingly, the Board of Directors has resolved to propose to the Extraordinary General Meeting of Shareholders No. 2/2025 to consider and approve the issuance and allocation of Warrants to purchase ordinary shares of the Company No. 8 not exceeding 1,198,797,052 units which the number of newly issued ordinary shares allocated to accommodate the exercise of XBIO-W8 shall not exceeding 1,198,797,052 shares (the number of newly issued shares is calculated based on the number of shares after the change in a par value, following the combining shares) with a par value of 7.00 Baht per share, to allocate to existing shareholders who subscribed and had been allocated RO (which will be proposed to the Extraordinary General Meeting of Shareholders No. 2/2025 for consideration and approval), free-of-charge (Zero Baht) (Sweetener), at the allocation rate of 12 newly issued ordinary shares to 4 Warrant unit (if there are fractional shares remain from the calculation, such fractions shall be discarded). Such warrant has a term of 2 years after its issuance date, with the exercise ratio of 1 Warrant unit to 1 ordinary share and the exercise price of 0.04 Baht per share (except for the adjustment of rights).

In addition, since the Company has accumulated losses shown in the Statement of Financial Position (separate financial statements) for the fiscal year 2024 as at 31 December 2024 which audited by a

certified public accountant of the Company and the Statement of Financial Position (separate financial statements) as at 30 June 2025 which reviewed by a certified public accountant of the Company, the Company may determine the exercise price of the XBIO-W8 lower than a par value, however the exercise price of XBIO-W8 (whether there was an adjustment of rights or not) must not lower than 0.01 Baht per share. The Company shall comply with Section 52 of Public Limited Company Act B.E. 2535 (Section 52 states that a public company which is at a loss but has been in operation for more than 1 year may offer sale of shares with the value being lower than as registered, subject to approval of shareholders meeting and such discount rate being clearly specified).

In this regard, the Board of Directors' Meeting has resolved to determine the date for determining the names of shareholders entitled to the allocation of the rights offering shares (RO) and the Warrants to purchase the ordinary shares of the Company No. 8 (XBIO-W8), which will be allocated to the existing shareholders who subscribe to the RO shares which shall be scheduled later. The Company shall determine the date for determining the names of shareholders entitled to the allocation of the RO as well as the XBIO-W8 in a single occasion for all rights offerings (issued pursuant to the resolution of the Extraordinary General Meeting of Shareholders No. 2/2025) in every occasion (if any) (the **"Record Date for RO"**) and the subscription period for the newly issued ordinary shares of the Company shall not be less than 5 business days. However, the granting of such rights by the Company remains uncertain as it is subject to approval by the Extraordinary General Meeting of Shareholders No. 2/2025. Moreover, the record date for the aforementioned RO will be determined after the completion of the registration of the change in par value, from 1.00 Baht per share to 7.00 Baht per share.

Including, the meeting approved to propose to the to the Extraordinary General Meeting of Shareholders No. 2/2025 the authorization to the Board of Directors of the Company and/or the Executive Committee and/or the Chief Executive Officer or any person designated by the Board of Directors of the Company and/or the Executive Committee and/or the Chief Executive Officer shall have the authority to determine and change the rules, conditions, and other details related to the issuance and allocation of XBIO-W8 in all respects as deemed appropriate and under the scope of law, for instance, the allocation and issuance date of Warrant, as well as having the authority to perform any other acts necessary and appropriate for the issuance and allocation of the Warrants in all respects, including but not limited to, contact, prepare or deliver

any documents necessary or related to the issuance and allocation of the Warrant and the listing of the Warrant as listed securities on SET, as well as applying for permission to the relevant authorities and appointing subcontractors, etc.

Please consider the Summary of Preliminary Details of the Issuance and Allocation of the Warrants to Purchase Ordinary Shares of the Company No. 8 (XBIO-W8) which is allocated to existing shareholders who subscribed and have been allocated newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholding (Right Offering) (Enclosure 2) which has been sent to all shareholders along with the invitation letter.

For this agenda, the resolution must be passed by a majority vote of the shareholders present and casted their votes.

The Chairman then invited the shareholders to ask questions or express their opinions.

Since no shareholder raised any questions or expressed any opinions, the Chairman proposed that the meeting to consider and approve the issuance and allocation of Warrants to purchase ordinary shares of the Company No. 8 (XBIO-W8) to existing shareholders of the Company who subscribed and had been allocated the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their shareholding (Right Offering) and the relevant authorization, as proposed in all respects.

Resolution

The Meeting resolved to approved the issuance and allocation of Warrants to purchase ordinary shares of the Company No. 8 (**XBIO-W8**) not exceeding 1,198,797,052 units to existing shareholders who subscribed and had been allocated newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholding (Right Offering), free-of-charge (Zero Baht) (Sweetener), at the allocation rate of 12 newly issued ordinary shares to 4 Warrant unit (if there are fractional shares remain from the calculation, such fractions shall be discarded). Such warrant has a term of 2 years after its issuance date, with the exercise ratio of 1 Warrant unit to 1 ordinary share and the exercise price of 0.04 Baht per share (except for the adjustment of rights) and the relevant authorization as proposed in all respects, with majority votes of total votes of the shareholders attending the meeting and casting their votes, as follows:

Shareholders' Votes	Number (votes)	Percentage of shareholders attending the meeting and casting their votes
Approved	988,683,717	96.1115
Disapproved	40,000,000	3.8885
Abstained	100,033	-
Invalid Ballot	0	0.0000
Total	**1,028,783,750**	**100.0000**

Remark The resolution for this agenda must be approved by the majority votes of total votes of the shareholders attending the meeting and casting their votes.

Agenda 5 **Consider and approve the increase of the Company's registered capital and the amendment of Clause 4 under the Company's Memorandum of Association to be in the line with the increase of the Company's registered capital**

The Chairman informed the Meeting and invited the Moderator to present the information in support of the consideration of this agenda item to the shareholders' meeting.

The Moderator clarified to the meeting that as the Company plans to increase its registered capital in order to repay the Company's outstanding debts, including trade payables, short-term loans, and interest expenses arising from debentures and other obligations, to support the expansion of investments for the future business expansion of the Company and its subsidiaries, which may include investments in new businesses with potential and favorable returns, including to be used as working capital in the Company and enhance liquidity to the Company, accordingly, the Board of Directors has resolved to propose to the Extraordinary General Meeting of Shareholders No. 2/2025 to consider and approve the increase of registered capital of the Company at the amount of 33,566,317,456 Baht from the existing registered capital of 3,036,911,066 Baht to the new registered capital of 36,603,228,522 Baht by issuing newly issued ordinary shares at the amount not exceeding 4,795,188,208 shares (the number of newly issued shares is calculated based on the number of shares after the change in a par value, following the combining shares), with a par value of 7.00 Baht per share, details are as follows:

(1) To accommodate the allocation of newly issued ordinary shares to offer to the existing shareholders in proportion to their shareholding (Right Offering) at the amount not exceeding 3,596,391,156 shares with a par value of 7.00 Baht per share.

(2) To accommodate the exercise of warrants to purchase ordinary shares of the Company No. 8 (XBIO-W8) issued and offered to the existing shareholders in proportion to their shareholding at the amount not exceeding 1,198,797,052 shares with a par value of 7.00 Baht per share.

The details regarding the increase of registered capital of the Company are provided in the Capital Increase Report Form (F53-4) (Enclosure 3) which has been sent to all shareholders along with the invitation letter..

In addition, resolved to propose the Extraordinary General Meeting of Shareholders No. 2/2025 to consider and approve the amendment of Clause 4 under the Company's Memorandum of Association to accordance with the increase of registered capital as follows:

"Clause 4.	Registered Capital	36,603,228,522 Baht	(Thirty-Six Thousand Six Hundred and Three Million, Two Hundred Twenty-Eight Thousand and Five Hundred Twenty-two Baht)
	Divided into	5,229,032,646 Shares	(Five Thousand Two Hundred and Twenty-Nine Million, Thirty-Two Thousand and Six Hundred Forty-Six shares)
	Share value	7.00 Baht	(Seven Baht)
	Categorized into:		

Ordinary share	5,229,032,646 Shares	(Five Thousand Two Hundred and Twenty-Nine Million, Thirty-Two Thousand and Six Hundred Forty-Six shares)
Preferred share:	- Share	(-)"

Including, resolved to propose to the meeting to consider and approve the authorization to authorized directors of the Company or any person designated by authorized directors of the Company as the authorized person to determine the conditions and details of the relevant procedures regarding such increase of registered capital; as well as correcting words or text in the minutes of the shareholders' meeting, Memorandum of Association, and/or any applications, and/or any proceeding to comply with the Registrar's instruction in filing for registration of increase in registered capital and amendment of the Memorandum of Association of the Company to the Department of Business Development, Ministry of Commerce.

For this agenda, the resolution must be approved by votes of not less than three-fourths (3/4) of the total votes of shareholders who are present and have the right to vote.

The Chairman then invited the shareholders to ask questions or express their opinions.

Since no shareholder raised any questions or expressed any opinions, the Chairman proposed that the meeting to consider and approve the increase of the Company's registered capital and the amendment of Clause 4 under the Company's Memorandum of Association to be in the line with the increase of the Company's registered capital and the relevant authorization, as proposed in all respects.

Resolution

The Meeting resolved to approved the increase of registered capital of the Company at the amount of 33,566,317,456 Baht from the existing registered capital of 3,036,911,066 Baht to the new registered capital of 36,603,228,522 Baht by issuing newly issued ordinary shares at the amount not exceeding 4,795,188,208 shares (the number of newly issued shares is calculated based on the number of shares after the change in a par value, following the combining shares), with a par value of 7.00 Baht per share, and approved the amendment of Clause 4 under the Company's Memorandum of Association to be in accordance

with the increase of registered capital of the Company and the relevant authorization as proposed in all respects, with not less than three-fourths (3/4) of the total number of votes of shareholders attending the meeting and entitled to vote, as follows:

Shareholders' Votes	Number (votes)	Percentage of shareholders attending the meeting and entitle to vote
Approved	988,683,717	96.1022
Disapproved	40,000,000	3.8885
Abstained	100,033	0.0097
Invalid Ballot	0	0.0000
Total	**1,028,783,750**	**100.0000**

Remark The resolution for this agenda must be approved by not less than three-fourths (3/4) of the total number of votes of shareholders attending the meeting and entitled to vote.

Agenda 6 **Consider and approve the allocation of newly issued ordinary shares of the Company to offer to the existing shareholders in proportion to their shareholding (Right Offering)**

The Chairman informed the Meeting and invited the Moderator to present the information in support of the consideration of this agenda item to the shareholders' meeting.

The Moderator clarified to the meeting that as the Company intends to increase its registered capital as specified in Agenda 5, in order to comply with the applicable laws, the Board of Directors has resolved to propose to the Extraordinary General Meeting of Shareholders No. 2/2025 to consider and approve the allocation of newly issued ordinary shares, whether once or several times, at the amount not exceeding 3,596,391,156 shares (the number of newly issued ordinary shares is calculated based on the number of shares after the change in a par value, following the combining shares), with a par value of 7.00 Baht per share, to offer to the existing shareholders in proportion to their shareholding (Right Offering), whether once or several times, at the allocation rate of 1 existing ordinary share to 12 newly issued ordinary shares. If there are fractional shares as a result from the calculation, such fractions shall be discarded. The offering price for the newly issued ordinary shares is set at 0.17 Baht per share.

In addition, since the Company has accumulated losses shown in the Statement of Financial Position (separate financial statements) for the fiscal year 2024 as at 31 December 2024 which audited by a

certified public accountant of the Company and the Statement of Financial Position (separate financial statements) as at 30 June 2025 which reviewed by a certified public accountant of the Company, the Company may determine the offering price of newly issued ordinary shares lower than the par value of the Company. The offering price of the newly issued ordinary shares of the Company must not lower than 0.01 Baht per share. The Company shall comply with Section 52 of Public Limited Company Act B.E. 2535 (Section 52 states that a public company which is at a loss but has been in operation for more than 1 year may offer sale of shares with the value being lower than as registered, subject to approval of shareholders meeting and such discount rate being clearly specified).

This issuance and offering of newly issued ordinary shares to existing shareholders of the Company, in this instance, will be an offering of ordinary shares in proportion to the shareholding. If there are fractional shares as a result from the calculation, such fractions shall be discarded. However, the existing shareholders have no right to oversubscribe for newly issued ordinary shares in excess of their rights.

The allocation of newly issued ordinary shares to the aforementioned shareholders under any circumstances must not violate the foreign shareholding restrictions as specified in the Company's Articles of Association. Presently, foreigners are allowed to hold shares in the Company not more than 49 percent of the total number of issued shares of the Company.

In the event that there are remaining newly issued ordinary shares after the allocation to existing shareholders in proportion to their shareholding and the allocation to existing shareholders who oversubscribe in the first occasion, the company may consider to allocate the remaining newly issued ordinary shares, whether in whole or in part, to existing shareholders in proportion to their shareholding in subsequent instances (whether once or several times), and/or to propose to the shareholders' meeting to consider and approve the decrease of the registered capital of the Company by canceling the remaining newly issued ordinary shares from the offering.

Moreover, the Company shall determine the date for determining the names of shareholders entitled to the allocation of the rights offering shares and the Warrants XBIO-W8, which will be allocated to the existing shareholders who subscribe to the RO shares which shall be scheduled later. The Company shall determine the Record Date for RO as well as the Warrant XBIO-W8, which will be allocated to the existing shareholders who

subscribe to the RO shares in a single occasion for all rights offerings in every occasion (if any) (issued pursuant to the resolution of the Extraordinary General Meeting of Shareholders No. 2/2025) and the subscription period for the newly issued ordinary shares of the Company shall not be less than 5 business days. However, the granting of such rights by the Company remains uncertain as it is subject to approval by the Extraordinary General Meeting of Shareholders No. 2/2025. Moreover, the record date for the aforementioned RO will be determined after the completion of the registration of the change in par value, from 1.00 Baht per share to 7.00 Baht per share.

Including, the meeting approved to propose to the to the Extraordinary General Meeting of Shareholders No. 2/2025 the authorization to the Board of Directors of the Company and/or the Executive Committee and/or the Chief Executive Officer or any person designated by the Board of Directors of the Company and/or the Executive Committee and/or the Chief Executive Officer as the authorized person to consider and determine the conditions, determine offering price, and determine details of any actions relevant to the allocation of the newly issued ordinary share, such as, the determining the date for subscription and payment of capital increase shares, including to change or add details in the allocation, and to determine other details related to the allocation of such newly issued ordinary shares as deemed appropriate for the utmost benefit of the Company, which shall not be contrary or inconsistent with the law and/or rules or regulations related to the Securities and Exchange Commission, SET, and/or other relevant agencies. Such authorizations include but is not limited to the following:

(a) Determination or amendment of conditions and details regarding the allocation of the newly issued ordinary shares, which includes but is not limited to, the offering period, subscription, share payment, offering method, offering ratio, offering price, as well as, any conditions and details relevant to the allocation and offering of newly issued ordinary shares;

(b) Signing the application, notice, and other instrument or relevant documents concerning the capital increase and the allocation of newly issued ordinary shares of the Company, including the certification of relevant documents, in conjunction with communication and/or receiving the documents from the officer or agent of the

relevant authority along with listing the newly issued ordinary share of the Company as listed securities on the SET at that time.

(c) Proceed with any other necessary, relevant, and/or related actions concerning the capital increase and allocation of newly issued ordinary shares of the Company in compliance with applicable laws and/or relevant regulations.

However, in the event of an adjustment of XBIO-W6 and XBIO-W7 rights, the Company will be able to calculate the exact exercise price, exercise ratio, and the number of newly issued ordinary shares to accommodate the adjustment of XBIO-W6 and XBIO-W7 rights based on the market price per share of the ordinary shares of the Company, which is determined equal to the total daily trading value of the Company's ordinary shares divided by the total number of the Company's ordinary shares traded on the SET on such date, retroactively during a period of 14 consecutive business days prior to the first day that the subscribers are not entitled to subscribe for the newly issued ordinary shares (the first day that SET posts the XR sign). The Company shall later inform the exact adjustment of rights via the SET system.

For this agenda, the resolution must be passed by a majority vote of the shareholders present and casted their votes.

The Chairman then invited the shareholders to ask questions or express their opinions.

Since no shareholder raised any questions or expressed any opinions, the Chairman proposed that the meeting to consider and approve the allocation of newly issued ordinary shares of the Company to offer to the existing shareholders in proportion to their shareholding (Right Offering) and the relevant authorization, as proposed in all respects.

Resolution

The Meeting resolved to approved the allocation of newly issued ordinary shares, whether once or several times, at the amount not exceeding 3,596,391,156 shares (the number of newly issued ordinary shares is calculated based on the number of shares after the change in a par value, following the combining shares), with a par value of 7.00 Baht per share, to offer to the existing shareholders in proportion to their shareholding (Right Offering), whether once or several times, at the allocation rate of 1 existing ordinary share

to 12 newly issued ordinary shares. If there are fractional shares as a result from the calculation, such fractions shall be discarded. The offering price for the newly issued ordinary shares is set at 0.17 Baht per share and the relevant authorization as proposed in all respects, with majority votes of total votes of the shareholders attending the meeting and casting their votes, as follows:

Shareholders' Votes	Number (votes)	Percentage of shareholders attending the meeting and casting their votes
Approved	988,683,717	96.1115
Disapproved	40,000,000	3.8885
Abstained	100,033	-
Invalid Ballot	0	0.0000
Total	**1,028,783,750**	**100.0000**

Remark The resolution for this agenda must be approved by the majority votes of total votes of the shareholders attending the meeting and casting their votes.

Agenda 7 Consider and approve the allocation of newly issued ordinary shares to accommodate the exercise of Warrants to purchase ordinary shares of the Company No.8 (XBIO-W8)

The Chairman informed the Meeting and invited the Moderator to present the information in support of the consideration of this agenda item to the shareholders' meeting.

The Moderator clarified to the meeting that as the Company intends to increase its registered capital as specified in Agenda 5, in order to comply with the applicable laws, the Board of Directors has resolved to propose to the Extraordinary General Meeting of Shareholders No. 2/2025 to consider and approve the allocation of newly issued ordinary shares at the amount not exceeding 1,198,797,052[1] shares (the number of newly issued ordinary shares is calculated based on the number of shares after the change in a par value, following the combining shares), with a par value of 7.00 Baht per share, to accommodate the exercise of rights of the

[1] the number of newly issued ordinary shares allocated to accommodate the exercise of warrants to purchase ordinary shares of the Company No. 8 (XBIO-W8) at the amount of 1,198,797,052 shares combined with the total number of newly issued ordinary shares allocated to accommodate the exercise of all convertible securities of the Company, namely (1) warrants to purchase ordinary shares of the Company No. 6 (XBIO-W6) at the amount of 6,497,689 shares and (2) warrants to purchase ordinary shares of the Company No. 7 (XBIO-W7) at the amount of 127,647,486 shares which results in the total amount of 1,332,942,227 shares, representing 34.21 percent of the total number of shares sold of the Company (in this regard, the total number of issued shares is calculated together with the number of newly issued ordinary shares allocated for offering to the existing shareholders in proportion to their shareholding, proposed to this shareholders' meeting for approval), which not exceed 50 percent of the total number of shares sold of the Company.

Warrants to purchase ordinary shares of the Company No. 8 (XBIO-W8) allocated to existing shareholders of the Company who subscribed and had been allocated the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their shareholding (Right Offering), free-of-charge (Zero Baht) (Sweetener) ("XBIO-W8" or the "Warrants"), at the allocation rate of 12 newly issued ordinary shares to 4 Warrant unit (if there are fractions resulting from the calculation of such allocation, discarded them). Such warrant has a term of 2 years after its issuance date, with the exercise ratio of 1 Warrant unit to 1 ordinary share and the exercise price of 0.04 Baht per share (except for the adjustment of rights).

In addition, since the Company has accumulated losses shown in the Statement of Financial Position (separate financial statements) for the fiscal year 2024 as at 31 December 2024 which audited by a certified public accountant of the Company and the Statement of Financial Position (separate financial statements) as at 30 June 2025 which reviewed by a certified public accountant of the Company, the Company may determine the exercise price of the XBIO-W8 lower than a par value, however the exercise price of XBIO-W8 (whether there was an adjustment of rights or not) must not lower than 0.01 Baht per share. The Company shall comply with Section 52 of Public Limited Company Act B.E. 2535 (Section 52 states that a public company which is at a loss but has been in operation for more than 1 year may offer sale of shares with the value being lower than as registered, subject to approval of shareholders meeting and such discount rate being clearly specified).

Moreover, the Board of Directors Meeting resolved to determine the names of shareholder who has been allocated newly issued ordinary shares issued and offering to existing shareholders in proportion to their shareholding (RO) and the Warrant XBIO-W8 which will be allocated to the existing shareholders who subscribe to the RO shares shall be determine later in which the Company shall determine the Record Date for RO as well as the XBIO-W8 in a single occasion for all rights offerings in every occasion (if any) (issued pursuant to the resolution of the Extraordinary General Meeting of Shareholders No. 2/2025) and the subscription period for the newly issued ordinary shares of the Company shall not be less than 5 business days. However, the granting of such rights by the Company remains uncertain as it is subject to approval by the Extraordinary General Meeting of Shareholders No. 2/2025. Moreover, the record date for the aforementioned RO will be determined after the completion of the registration of the change in par value, from 1.00 Baht per share to 7.00 Baht per share.

Details of the increase in registered capital of the Company, including the allocation of newly issued ordinary shares of the Company are shown in the Summary of Preliminary Details of the Issuance and Allocation of the Warrants to Purchase Ordinary Shares of the Company No. 8 (XBIO-W8) which is allocated to Existing Shareholders who subscribed and had been allocated Newly Issued Ordinary Shares issued and offered to Existing Shareholders in Proportion to their Shareholding (Right Offering) (Enclosure 2), Capital Increase Report Form (F53-4) (Enclosure 3) and Information Memorandum regarding the Issuance and Offering of Newly Issued Ordinary Shares to Existing Shareholders in Proportion to their Shareholding (Right Offering) and the Issuance and Allocation of Warrants to Purchase Ordinary Shares of the Company No. 8 (XBIO-W8) (Enclosure 4) which has been sent to all shareholders along with the invitation letter.

However, in the event of an adjustment of XBIO-W6 and XBIO-W7 rights, the Company will be able to calculate the exact exercise price, exercise ratio, and the number of newly issued ordinary shares to accommodate the adjustment of XBIO-W6 and XBIO-W7 rights based on the market price per share of the ordinary shares of the Company, which is determined equal to the total daily trading value of the Company's ordinary shares divided by the total number of the Company's ordinary shares traded on the SET on such date, retroactively during a period of 14 consecutive business days prior to the first day that the subscribers are not entitled to subscribe for the newly issued ordinary shares (the first day that SET posts the XR sign). The Company shall later inform the exact adjustment of rights via the SET system.

For this agenda, the resolution must be passed by a majority vote of the shareholders present and casted their votes.

The Chairman then invited the shareholders to ask questions or express their opinions.

Since no shareholder raised any questions or expressed any opinions, the Chairman proposed that the meeting to consider and approve the allocation of newly issued ordinary shares to accommodate the exercise of Warrants to purchase ordinary shares of the Company No.8 (XBIO-W8), as proposed in all respects.

Resolution

The Meeting resolved to approved the allocation of newly issued ordinary shares at the amount not exceeding 1,198,797,0521 shares (the number of newly issued ordinary shares is calculated based

on the number of shares after the change in a par value, following the combining shares), with a par value of 7.00 Baht per share, to accommodate the exercise of rights of the Warrants to purchase ordinary shares of the Company No. 8 (XBIO-W8) allocated to existing shareholders of the Company who subscribed and had been allocated the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their shareholding (Right Offering), free-of-charge (Zero Baht) (Sweetener), at the allocation rate of 12 newly issued ordinary shares to 4 Warrant units (if there are fractions resulting from the calculation of such allocation, discarded them). Such warrant has a term of 2 years after its issuance date, with the exercise ratio of 1 Warrant unit to 1 ordinary share and the exercise price of 0.04 Baht per share (except for the adjustment of rights) as proposed in all respects, with majority votes of total votes of the shareholders attending the meeting and casting their votes, as follows:

Shareholders' Votes	Number (votes)	Percentage of shareholders attending the meeting and casting their votes
Approved	988,683,717	96.1115
Disapproved	40,000,000	3.8885
Abstained	100,033	-
Invalid Ballot	0	0.0000
Total	**1,028,783,750**	**100.0000**

Remark The resolution for this agenda must be approved by the majority votes of total votes of the shareholders attending the meeting and casting their votes.

Agenda 8 **Consider and approve that the Company may determine the exercise price of the warrants to purchase ordinary shares of the Company No. 6 (XBIOW6) and the warrants to purchase ordinary shares of the Company No. 7 (XBIO-W7) at a price lower than the Company's par value pursuant to Section 52 of Public Limited Company Act B.E. 2535 (1992) (as amended)**

The Chairman informed the Meeting and invited the Moderator to present the information in support of the consideration of this agenda item to the shareholders' meeting.

The Moderator clarified to the meeting that since the Company has accumulated losses shown in the Statement of Financial Position (separate financial statements) for the fiscal year 2024 as at 31 December 2024 which audited by a certified public accountant of the Company and the Statement of Financial Position

(separate financial statements) as at 30 June 2025 which reviewed by a certified public accountant of the Company. Therefore, the Company may determine the exercise price of the XBIO-W6 and XBIO-W7 lower than a par value, however the exercise price of XBIO-W6 and XBIO-W7 (whether there was an adjustment of rights or not) must not lower than 0.01 Baht per share. The Company shall comply with Section 52 of Public Limited Company Act B.E. 2535 (Section 52 states that a public company which is at a loss but has been in operation for more than 1 year may offer sale of shares with the value being lower than as registered, subject to approval of shareholders meeting and such discount rate being clearly specified), Accordingly, the Board of Directors has resolved to propose to the Extraordinary General Meeting of Shareholders No. 2/2025 to consider and approve that the Company be permitted to determine the exercise price of the warrants to purchase ordinary shares of the Company No. 6 (XBIO-W6) and the warrants to purchase ordinary shares no. 7 (XBIO-W7) at a price lower than the par value of the Company, must not lower than 0.01 Baht per share, pursuant to Section 52 of the Public Limited Companies Act B.E. 2535 (1992) (as amended).

For this agenda, the resolution must be approved by votes of not less than three-fourths (3/4) of the total votes of shareholders who are present and have the right to vote.

The Chairman then invited the shareholders to ask questions or express their opinions.

Since no shareholder raised any questions or expressed any opinions, the Chairman proposed that the meeting to consider and approve that the Company may determine the exercise price of the warrants to purchase ordinary shares of the Company No. 6 (XBIOW6) and the warrants to purchase ordinary shares of the Company No. 7 (XBIO-W7) at a price lower than the Company's par value pursuant to Section 52 of Public Limited Company Act B.E. 2535 (1992) (as amended), as proposed in all respects.

Resolution

The Meeting resolved to approved that the Company be permitted to determine the exercise price of the warrants to purchase ordinary shares of the Company No. 6 (XBIO-W6) and the warrants to purchase ordinary shares no. 7 (XBIO-W7) at a price lower than the par value of the Company, pursuant to Section 52 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) as proposed in all respects, with not less than three-fourths (3/4) of the total number of votes of shareholders attending the meeting and entitled to vote, as follows:

Shareholders' Votes	Number (votes)	Percentage of shareholders attending the meeting and entitle to vote
Approved	988,683,717	96.1022
Disapproved	40,000,000	3.8885
Abstained	100,033	0.0097
Invalid Ballot	0	0.0000
Total	**1,028,783,750**	**100.0000**

Remark The resolution for this agenda must be approved by not less than three-fourths (3/4) of the total number of votes of shareholders attending the meeting and entitled to vote.

Agenda 9 **Consider other matters (if any)**

- None -

The Chairman asked whether any shareholders had additional questions or comments regarding this agenda item.

As no shareholders had any further questions or comments, the Chairman thanked all shareholders for their participation and declared the meeting adjourned at 11:52 a.m.

-signed-

(Miss Saowanee Khaoubol)

Meeting Secretary

-signed-

(Mr. Tanawat Ueasiripan)

Chairman of the Meeting