



บริษัท เอ็กซ์ไบโอไซเอนซ์ จำกัด (มหาชน)
304 อาคารวานิชเพลซ อารีย์ (อาคารA) ชั้นที่ 18 ห้อง
เลขที่ 1803-1806 ถนนพหลโยธิน แขวงสามเสนใน
เขตพญาไท กรุงเทพมหานคร 10400
โทรศัพท์ 02 278 5456 www.xbio.co.th

X BIOSCIENCE PUBLIC COMPANY LIMITED
304 VANIT PLACE AREE TOWER (TOWER A), ROOM
NO.1803-1806, 18 FLOOR, PHAHON YOTHIN ROAD,
SAMSEN NAI, PHAYA THAI, BANGKOK 10400
Tel. 02 278 5456 www.xbio.co.th

Minutes of the 2026 Annual General Meeting of Shareholders
of X Bioscience Public Company Limited
Tuesday 30 April 2026 at 13.00 hours
via electronic media (E-AGM)

Date and Time

The 2026 Annual General Meeting of Shareholders of X Bioscience Public Company Limited (the “Company”) which was held on 30 April 2026 at 13:00 via electronic media (E-AGM) under the Royal Decree on Electronic Conferencing B.E. 2563 and other relevant laws, the meeting control venue is at the meeting room at the head office of X Bioscience Public Company Limited.

Directors Attending the Meeting

- | | | | |
|----|----------------|-----------------|--|
| 1. | Mr. Supoj | Pannoi | Chairman of the Board of Directors / Independent Director /
Member of the Audit Committee |
| 2. | Miss Saowanee | Khaoubol | Vice Chairman of the Board of Directors /
Chairman of the Executive Committee (Deputy) |
| 3. | Miss Naphat | Tavisaengsiri | Director |
| 4. | Miss Thansuda | Rungruang | Director |
| 5. | Mr. Phurit | Wongkham | Director |
| 6. | Mr. Amnart | Lertpresertwong | Director |
| 7. | Mr. Sarayut | Rueangsuwan | Independent Director / Chairman of the Audit Committee |
| 8. | Mr. Yuthaveera | Achawangkul | Independent Director |

Invited attendees to the Meeting

- | | | | |
|----|---------------|------------|---|
| 1. | Miss Ramjai | Sriporamin | Chief Financial Officer (Acting) |
| 2. | Mr. Somchart | Karnsuk | A& A Office Company Limited |
| 3. | Miss Nichanan | Yammesri | Company Secretary / Company’s Legal Advisor |

Commencement of the Meeting at 13.06 hours

Ms. Darin Pitakcharoenpong acted as the moderator of the meeting (the “Moderator”) and informed the 2026 Annual General Meeting of Shareholders (the “Meeting”) that 1 shareholder attended the Meeting online, representing 2,653 shares, and 35 proxies attended the Meeting on behalf of shareholders, representing 9,531,110,247 shares. In total, 36 shareholders and proxies attended the Meeting, representing a total of 9,531,112,900 shares, equivalent to 78.4394 percent of the Company’s total issued shares of 12,150,920,129 shares, which constituted a quorum pursuant to Section 103 of the Public Limited Companies Act B.E. 2535 (1992) and Article 32 of the Company’s Articles of Association. The Chairman therefore declared the Meeting duly convened and proceeded with the Meeting in accordance with Section 104 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) (the “Public Company Act”).

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 order to ensure that the voting process for all agenda items of the Company was conducted transparently and accurately, the Company engaged OJ International Co., Ltd. (Head Office) (“OJ INTERNATIONAL CO., LTD.”), a provider of meeting control systems whose system compliance has been assessed by the Electronic Transactions Development Agency, to organize the Meeting and to collect and process the voting results for this Meeting. In addition, in accordance with the principles of good corporate governance in relation to the conduct of the Meeting, the Moderator explained the procedures for quorum counting, conduct of the Meeting, voting procedures, vote counting, and the submission of questions or recommendations, 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 equals 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 the convenience of vote counting, if no shareholder presses the “Disapprove” or “Abstain” button and confirms such vote within the specified period, it shall be deemed that the Meeting has resolved to approve the matter as proposed.

For voting on each agenda item, the system will display three voting buttons: “Approve”, “Disapprove”, and “Abstain”. The Chairman will request the Meeting to cast votes, and shareholders wishing to vote must select only one button. Shareholders may change their votes until the voting for such agenda item is closed.

(1) In the event that a shareholder does not press any voting button before the voting for such agenda item is closed, the Company shall count such shareholder’s votes as votes approving the proposed matter.

(2) In the event that a shareholder has granted a proxy and cast votes in advance in the proxy form, the Company shall record such votes in advance for the relevant agenda item.

4. The Company shall count the votes of shareholders who have granted proxies and specified their voting intentions or exercised their voting rights in the proxy form in all respects in accordance with such instructions provided by the shareholders.
5. Proxy holders attending the Meeting are requested to review the instructions of the grantors and cast votes in accordance with the voting instructions specified by the grantors.
6. Shareholders or proxy holders who have been authenticated and logged into the electronic shareholders’ meeting system (E-AGM), but who have not yet cast their votes and are unable to remain in attendance until the conclusion of the Meeting, may cast and confirm their votes in advance for agenda items that have not yet been presented to the Meeting. The Company shall include such votes when the relevant agenda items are considered by the Meeting.
7. The votes of shareholders in each agenda item may not be equal due to the gradual entry of shareholders and proxy holders into the Meeting.

8. If any shareholder attending the Meeting in person logs out of the system during the Meeting, the system will exclude such shareholder's votes for that agenda item from the calculation basis in accordance with the Notification of the Ministry of Digital Economy and Society Re: Standards for Maintaining Security of Meetings via Electronic Means B.E. 2563 (2020). However, such shareholder may log back into the system to attend the Meeting at any time until the Meeting is closed.

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.

The Chairman therefore welcomed all shareholders attending the 2026 Annual General Meeting of Shareholders of the Company via electronic media (E-AGM) 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 **To consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2026, held on February 3, 2026.**

The Moderator informed the Meeting that the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2026, held on February 3, 2026, had been prepared and submitted to the Stock Exchange of Thailand within 14 days from the date of the Extraordinary General Meeting of Shareholders No. 1/2026. The Minutes were also published on the Company's website and sent to all shareholders together with the notice of the meeting. The Board of Directors had reviewed the Minutes and considered that they had been accurately recorded.

The Moderator gave an opportunity for the shareholders or proxies to ask a question. As no shareholders and/or proxies asked any questions. The Moderator then proposed the Meeting to consider this agenda.

Resolution The Meeting resolved to approve the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2026, held on February 3, 2026 with the details as proposed in all respects, with the following votes:

Shareholders	Number of Votes	Percentage of the total number of votes of shareholders attending the meeting and casting their votes
Approve	9,531,112,900	100.0000
Disapprove	0	0.0000
Abstain	0	0.0000
	9,531,112,900	100.00

Remark 1. The resolution for this agenda item must be approved by a majority vote of shareholders attending the Meeting and casting their votes.

Agenda 2 To acknowledge the report on the annual operational results for the fiscal year 2025

The Moderator informed the Meeting that the Company has summarized its operating results and significant changes that occurred during 2025 in the Company's operating results report for the year ended 31 December 2025, as detailed in the 2025 Annual Registration Statement/Annual Report (Form 56-1 One Report) (Attachment 2).

The Moderator invited Miss Ramjai Sriporamin, Acting Chief Financial Officer, to report to the Meeting on the Company's operating results for the year 2025 as follows:

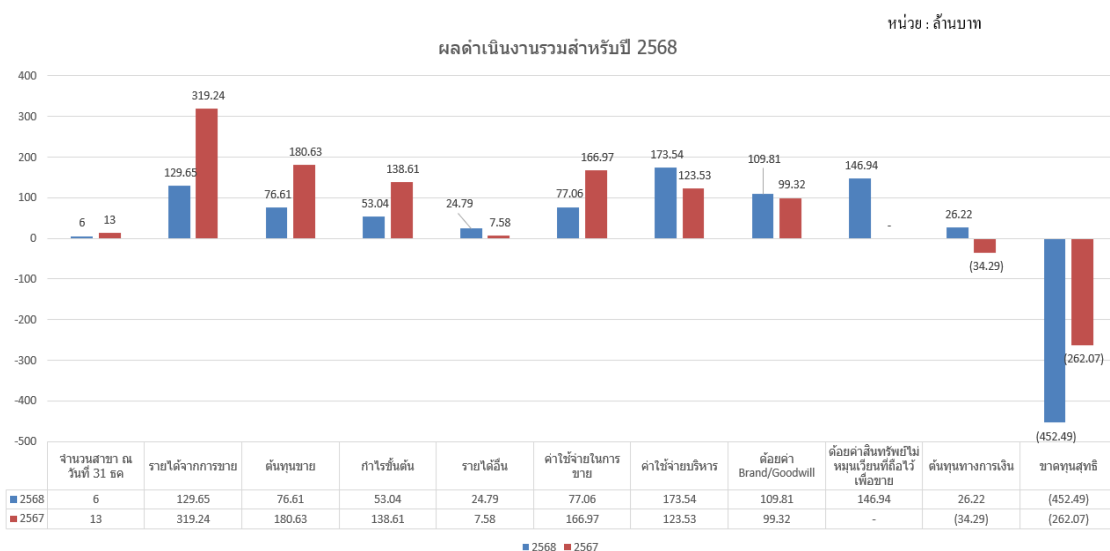
For the operating results for the year 2025:

The consolidated net loss of the Company and its subsidiaries for the years 2025 and 2024 amounted to Baht 452.49 million and Baht 262.07 million, respectively. In 2025, the net operating loss increased by approximately Baht 190.42 million, or 72.66 percent, compared to 2024. The Company explained that the significant change in the operating results of the Company and its subsidiaries was mainly due to asset impairment, reduction in the number of restaurant branches, and closure of certain branches.

Revenue from sales of the Company and its subsidiaries for the year 2025 decreased by Baht 189.69 million, or 59.42 percent, compared to 2024, due to the number of branches in 2025 being 7

branches lower than in 2024, as well as the slowdown in the country's economic conditions, which resulted in reduced consumer spending and lower purchase orders.

Finance costs of the Company and its subsidiaries decreased by Baht 8.07 million, or 23.53 percent, compared to 2024, due to the gradual repayment of debts to external creditors.



The graph shows that the Company had 13 branches in 2024 and 6 branches in 2025, which consequently affected the decrease in revenue, costs, and profit. The increase in administrative expenses was mainly due to expenses relating to the closure of certain branches, including dismantling costs for returning leased areas and penalties for breach of agreements. The impairment of assets mainly resulted from the investment in Fruita, which was classified as securities held for sale. The Company's total revenue amounted to THB 129.65 million, of which 84% was generated by Eastern Cuisine (Thailand) Co., Ltd. under the KAGONAYA brand, totaling THB 109 million. In addition, 14% of total revenue was derived from Crepes & Co. Development Co., Ltd. under the Le Boeuf brand, amounting to THB 17.5 million, while the remaining 2% was contributed by Bake Cheese Tart (Thailand) Co., Ltd. under the Bake Cheese Tart brand, which commenced operations in early 2025 and generated approximately THB 3 million in revenue.

As of 31 December 2025, the Company and its subsidiaries had total assets of Baht 609.31 million, decreasing by Baht 805.04 million, or 43.08 percent, from the end of 2024. The main reasons were the impairment of goodwill and trademarks, as well as the impairment of assets held for sale.

Total liabilities of the Company and its subsidiaries amounted to Baht 386.11 million, decreasing by Baht 200.81 million, or 34.21 percent, from 2024, mainly due to the repayment of loans from external creditors during the year, using proceeds received from the capital increase.

Shareholders' equity of the Company and its subsidiaries amounted to Baht 223.20 million, decreasing by Baht 604.23 million, or 73.03 percent, from the end of 2024, due to the same reasons for the decrease in assets.

The Board of Directors considered it appropriate to propose to the shareholders' meeting to acknowledge the Company's operating results report for the year 2025 and the 2025 Annual Report.

The Moderator invited shareholders and/or proxies to ask questions. As no shareholders and/or proxies had any inquiries, the matter was proposed to the Meeting for consideration.

Resolution The Meeting acknowledged the Company's operating results report for the year ended 31 December 2025. (This agenda item was for acknowledgement only; therefore, no voting was required.)

Agenda 3 To consider and approve the financial statements of the Company for the fiscal year ended 31 December, 2025

The Moderator informed the Meeting that to comply with Section 112 of the Public Company Act and Article 36 of the Articles of Associations, the Company must provide a statement of financial position and the statement of comprehensive income of the Company at the end of the Company's fiscal year to propose to the Shareholders' Meeting for approval at the Annual General Meeting.

The Company has prepared the financial statements for the year ended December 31, 2025, which have been audited by the certified public accountant, reviewed by the Audit Committee and approved by the Board of Directors' meeting. The details are shown in the financial statements and consolidated financial statements for the year ended 31 December 2025 in the Annual Registration Statement/ Annual Report 2024 (Form 56-1 One Report), which was sent to all shareholders along with the notice of this meeting.

The Moderator invited Miss Ramjai Sriporamin, Acting Chief Financial Officer, to report to the Meeting for consideration and approval of the financial statements of the Company for the year ended 31 December 2025, as follows:

Financial Statement for the year ended 31 December 2025

Lists	For the Year 2025	For the Year 2024
Total Assets	THB 609,310,779	THB 1,414,354,918
Total Liabilities	THB 386,112,590	THB 586,926,202
Total Shareholders' Equity	THB 223,198,189	THB 827,428,716

Profit and Loss Statement for the year 2025

Lists	For the Year 2025	For the Year 2024
Revenue from Sales	THB 129,545,191	THB 319,243,587
Other Revenues	THB 6,263,386	THB 7,583,385
Selling Expenses	THB (76,613,649)	THB (180,633,506)
Gross Profit	THB 53,040,542	THB 138,610,081
Net (Loss) Profit for the year	THB (452,490,160)	THB (262,074,880)

Cash Flow Statement for the year 2024

Lists	For the Year 2025	For the Year 2024
Net Cash Used in Operating Activities	THB (75,291,732)	THB (18,513,892)
Net Cash Used in Investing Activities	THB 12,488,041	THB (479,472,453)
Net Cash Provided from Financing Activities	THB 55,183,295	THB 480,370,688
Net increase (decrease) in Cash and Cash Equivalents	THB (7,620,396)	THB (17,556,173)
Cash and Cash Equivalents at the Beginning of the Year	THB 9,193,696	THB 26,749,869
Cash and Cash Equivalent at ending of the year	THB 1,573,300	THB 9,193,696

In this regard, the Board of Directors have considered that it was deemed appropriate to propose to the Shareholders' Meeting to consider and approve the financial statements for the year ended 31 December 2025. It has been audited by a certified public accountant, reviewed by the Audit Committee, and approved by the Board of Directors' meeting.

The Moderator allowed shareholders or proxies to ask questions. It appeared that no shareholders or any proxies asked questions. The Moderator then proposed the Meeting to consider this agenda.

Resolution The Meeting resolved to approve the financial statements of the Company for the year ended 31 December 2025, as proposed in all respects, with the votes as follows:

Shareholders	Number of Votes	Percentage of the total number of votes of shareholders attending the meeting and casting their votes
Approve	9,531,112,900	100.0000
Disapprove	0	0.0000
Abstain	0	0.0000
	9,531,112,900	100.0000

Remark The resolution on this agenda must be approved by a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda 4 To consider and approve the omission of the allocation of profit for legal reserve and omission of the dividend payment for the operational results for the year 2025

The Moderator informed the Meeting that in compliance with Section 115 and Section 116 of the Public Company Act and Article 38 and Article 39 of the Articles of Association of the Company, the Company is required to pay dividends from the Company's profit and allocate a portion of the annual net profit as a legal reserve at a rate of not less than 5 percent of the annual net profit, after deducting accumulated losses brought forward (if any), until the reserve reaches not less than 10 percent of the registered capital. The Board of Directors shall consider the appropriateness of the dividend payment based on the operational results and propose to the Shareholders' Meeting for consideration and approval.

The Company has a dividend payment policy of not less than 50 percent of the net profit after corporate income tax, excluding unrealized foreign exchange gains and losses, subject to the investment plan and other relevant factors. The Board of Directors may consider reviewing or revising the dividend payment policy from time to time to align with the Company's future business growth plans, investment needs, and other

appropriate factors. Such dividend payment shall not exceed the retained earnings as stated in the Company's financial statements.

In this regard, the Board of Directors had considered and deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the omission of the allocation of profit as a legal reserve and the omission of dividend payment for the operating results of 2025, as the Company incurred a net loss and still has accumulated losses.

The Moderator allowed shareholders or proxies to ask questions. It appeared that no shareholders and/or any proxies asked questions. The Chairman then proposed the Meeting to consider this agenda.

Resolution The Meeting resolved to approve the omission of legal reserve and omission of dividend payment for the operational results for the year 2025, as proposed in all respects, with the votes as follows:

Shareholders	Number of Votes	Percentage of the total number of votes of shareholders attending the Meeting and casting their votes.
Approve	9,531,112,900	100.0000
Disapprove	0	0.0000
Abstain	0	0.0000
	9,531,112,900	100.0000

Remark The resolution on this agenda must be approved by a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda 5 To consider and approve the election of directors in replacement of the directors who retire by rotation.

The Moderator informed the Meeting that to comply with Section 71 of the Public Company Act and Article 18 of the Articles of Association of the Company which required one-third (1/3) of the total number of directors to retire in every Annual General Meeting of Shareholders, and the directors who retired by rotation may be re-elected. In the 2026, Annual General Meeting of Shareholders, there were directors who retired by rotation as follows:

Name of Directors who shall Retire by Rotation	Position	Number of meetings attended in the Year 2024			Term of Directorship
		Board of Directors	Audit Committee	Nomination and Remuneration Committee	
1. Mr. Sarayut Rueangsuwan	Independent Director, Chairman of the audit committee	10/17	3/5	1/3	7 months Appointed as Director Effective from 16 May 2025.
2. Mr. Amnart Lertpresertwong	Director	0/17	-	-	Appointed as Director Effective from 22 December 2025.
3. Mr. Phurit Wongkham	Director	16/17	-	-	Appointed with effect from 25 February 2026.

The Board of Directors resolved to propose that the following 3 directors retire by rotation to resume their directorship, for another term.

- (1) Mr. Sarayut Rueangsuwan Independent Director,
Chairman of the Audit Committee
- (2) Mr. Amnart Lertpresertwong Director
- (3) Mr. Phurit Wongkham Director

In this regard, the Company's Board of Directors has carefully and thoroughly reviewed and considered that all 3 individuals possess the knowledge, skills, experience, and expertise that are beneficial to the operations of the Company. They possess the qualifications and do not have any prohibited characteristics under the Public Company Act and the Securities and Exchange Act, B.E. 2535 (1992) (including the amendments thereof) and other relevant regulations. In addition, the persons taking the independent director positions meet the qualifications for the positions of independent directors pursuant to the provisions of the

Office of the Securities and Exchange Commission (the "SEC Office") and are deemed suitable for the directorships, capable of providing independent opinions in accordance with relevant regulations.

In this regard, the profile of directors nominated for the election of director in replacement of those to be retired by rotation is detailed in Enclosure 4 (Profile of Directors Nominated for the Election of Director in Replacement of those to be retired by rotation) which has been sent to all shareholders along with the invitation letter.

Moreover, the Company has provided an opportunity for the shareholders to nominate a person in consideration for the appointment of directors for the 2026 Annual General Meeting of Shareholders, via the Company's website, in advance from December 2, 2025 to January 31, 2026. However, no shareholder has proposed any additional candidates for election directors.

The Board of Directors, upon the consideration and recommendation of the Nomination and Remuneration Committee, excluding the directors with vested interest, has considered and deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the re-election of 3 directors who are due to retire by rotation, for another term to their directorship as follows:

- | | |
|--------------------------------|---|
| (1) Mr. Sarayut Rueangsuwan | Independent Director, Chairman of the Audit Committee |
| (2) Mr. Amnart Lertpresertwong | Director |
| (3) Mr. Phurit Wongkham | Director |

To ensure compliance with good corporate governance practices, the Moderator requested 3 vested interest directors to leave the Meeting to consider this agenda item and allowed shareholders or proxies to ask questions. It appeared that no shareholders and/or any proxies asked questions. The Chairman then proposed the Meeting to consider and approve the election of directors individually.

Resolution The Meeting resolved to approve the election of directors who are due to retire by rotation to resume their positions for another term as follows.

1. Resolved to approve the election of Mr. Sarayut Rueangsuwan to resume the directorship as Independent Director, Chairman of the Audit Committee, with the majority of votes from the shareholders present at the meeting and entitled to vote, as follows:

Shareholders	Number of Votes	Percentage of the total number of votes of shareholders attending the meeting and casting their vote
Approve	9,531,112,900	100.0000
Disapprove	0	0.0000
Abstain	0	0.0000
	9,531,112,900	100.0000

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

2. Resolved to approve the election of Mr. Amnart Lertpresertwong to resume the directorship as Director with the majority of votes from the shareholders present at the meeting and entitled to vote, as follows:

Shareholders	Number of Votes	Percentage of the total number of votes of shareholders attending the meeting and casting their votes
Approve	9,531,112,900	100.0000
Disapprove	0	0.0000
Abstain	0	0.0000
	9,531,112,900	100.0000

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

3. Resolved to approve the election of Mr. Phurit Wongkham to resume the directorship as Director with the majority of votes from the shareholders present at the meeting and entitled to vote, as follows:

Shareholders	Number of Votes	Percentage of the total number of votes of shareholders attending the meeting and casting their votes
Approve	9,531,112,900	100.0000
Disapprove	0	0.0000
Abstain	0	0.0000
	9,531,112,900	100.0000

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

Agenda 6 To consider and approve the determination of the directors' and sub-committees' remuneration for the year 2026

The Moderator informed the Meeting that in accordance with Section 90 of the Public Limited Companies Act, the Annual General Meeting of Shareholders must consider determining the remuneration for the Company's directors.

The Nomination and Remuneration Committee had deliberately considered the determination of the directors' and sub-committees' remuneration for the year 2026 according to the appropriateness and scope of duty and responsibility, amounting to a total of up to THB 3,000,000. This year, it was proposed that the executive directors would not receive the directors' and sub-committees' remuneration. Details of which were as follows:

Details	THB per meeting	
	2026 (Proposed Year)	2025
1. Remuneration of the Directors		
- Chairman of the Board of Directors	15,000	15,000
- Independent Directors	10,000	10,000
- Directors	10,000	10,000

THB per meeting		
Details	2026 (Proposed Year)	2025
- Executive Directors	-	-
2. Remuneration of the Audit Committees		
- Chairman of the Audit Committees	15,000	15,000
- Member of the Audit Committee	10,000	10,000
- Executive Directors	-	-
3. Remuneration of Other Sub-Committees		
- Chairman of the Sub-Committees	15,000	15,000
- Member of the Sub-Committees	10,000	10,000
- Executive Directors	-	-

Remark:

- (1) Other remuneration and benefits will be suitably determined by the Company's performance
- (2) Other monetary remuneration than meeting allowance (bonus) will be considered by the Board of Directors as it deems appropriate from the Company's operating results

In addition, the Board of Directors' Meeting approved to proposal to the Shareholders' Meeting to consider and authorize the Board of Directors of the Company to allocate such amount of remuneration to each director and sub-committee under the amount as approved by the Shareholders' Meeting.

In this regard, the Board of Directors, based on the consideration and recommendation of the Nomination and Remuneration Committee, which has carefully reviewed the appropriateness in relation to the scope of duties and responsibilities, the Company's performance, as well as comparative data from companies in the same industry, deems it appropriate to propose to the Shareholders' Meeting to consider and approve the remuneration for the Board of Directors and subcommittees for the year 2026 in an amount not exceeding Baht 3,000,000, and to approve the authorization of the Board of Directors to allocate such amount to each director and subcommittee member within the budget approved by the shareholders' meeting, as per the details proposed.

The Moderator allowed shareholders or proxies to ask questions. As no shareholders and/or proxies had any inquiries, the matter was proposed to the meeting for consideration.

Resolution The Meeting resolved to approve the determination of the directors' and sub-committees' remuneration for the year 2026, as proposed in all respects, with the votes as follows:

Shareholders	Number of Votes	Percentage of the total number of votes of shareholders who attended the Meeting and have the right to vote
Approve	9,531,112,900	100.0000
Disapprove	0	0.0000
Abstain	0	0.0000
	9,531,112,900	100.0000

Remark The resolution in this agenda requires votes not less than two-thirds (2/3) of the total votes of the shareholders who attend the Meeting.

Agenda 7 To consider and approve the appointment of auditors of the Company and subsidiaries and the determination of the auditor's remuneration for the year 2026

The Moderator informed the Meeting that in accordance with Section 120 of the Public Company Act which requires every Annual General Meeting of Shareholders to appoint auditors and determine remuneration for the auditors of the Company.

The Audit Committee has agreed to propose the appointment of auditors from A&A Office Company Limited an independent audit firm with expertise in auditing, as the auditors of the Company and its subsidiaries for the year 2026. The following auditors shall be designated to audit and express opinions on the financial statements of the Company and its subsidiaries:

- (1) Dr. Preecha Suan Certified Public Accountant No. 6718 or
- (2) Ms. Yupin Chumjai Certified Public Accountant No. 8622 or
- (3) Mr. Somchart Karnsuk Certified Public Accountant No. 9669 or
- (4) Mr. Apichat Boonkerd Certified Public Accountant No. 4963

In this regard, the aforementioned auditors, have no relationship or conflict of interest with the Company, subsidiaries, directors, management, major shareholders, or related persons of the said parties in

any aspect. Therefore, the auditors are independent in auditing and providing opinions on the financial statements of the Company and the Company's subsidiaries.

In addition, the Board of Directors deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the determination of the auditor's remuneration for the year 2026 in the amount not exceeding THB 2,700,000. The comparison of the auditor's remuneration between the years 2025 and 2024 are as follows:

The Auditor Fee	2026 (Proposed Year)	2025
Audit Fee	THB 2,700,000.	THB 4,000,000
Non-Audit Fee	- None -	- None -

In this regard, information in relation to the appointment of the Company's auditors and audit fee for the year 2026 is detailed in [Enclosure 5](#) (Profiles of the proposed Auditors for the Year 2026)

The Board of Directors, by the consideration and suggestion of the Audit Committee, has considered and deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the appointment of A&A Office Company limited to be the auditor of the Company and its subsidiaries for the year 2026, and any of the following auditors are appointed to audit and provide opinions to the financial statements of the Company and its subsidiaries and to consider and approve the determination of the auditor's remuneration for the year 2026 in the amount not exceeding THB 2,700,000, excluding the non-audit fee, as per details proposed above in all respects.

- | | | | |
|-----|--------------|----------|---|
| (1) | Dr. Preecha | Suan | Certified Public Accountant No. 6718 or |
| (2) | Ms. Yupin | Chumjai | Certified Public Accountant No. 8622 or |
| (3) | Mr. Somchart | Karnsuk | Certified Public Accountant No. 9669 or |
| (4) | Mr. Apichat | Boonkerd | Certified Public Accountant No. 4963 |

The Moderator allowed shareholders or proxies to ask questions. As no shareholders and/or proxies had any inquiries, the matter was proposed to the meeting for consideration.

Resolution The Meeting resolved to approve the appointment of auditors of the Company and subsidiaries and the determination of the auditor's remuneration for the year 2026 , as proposed in all respects, with the votes as follows:

Shareholders	Number of Votes	Percentage of the total number of votes of shareholders who attended the Meeting and cast their votes
Approve	9,531,112,900	100.0000
Disapprove	0	0.0000
Abstain	0	0.0000
	9,531,112,900	100.0000

Remark The resolution on this agenda must be approved by a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda 8 To consider and approve the reduction of the Company's registered capital and the amendment to Clause 4 of the Company's Memorandum of Association to be consistent with the reduction of the registered capital

The Facilitator informed the Meeting that Agenda Items 8 to 10 are directly related to one another. Therefore, if Agenda Item 8 is not approved by the 2026 Annual General Meeting of Shareholders, Agenda Items 9 to 10 will be withdrawn from consideration.

Following the Extraordinary General Meeting of Shareholders No. 1/2026, the Company issued and offered newly issued ordinary shares to the existing shareholders in proportion to their shareholding (Rights Offering). As a result, the Company's warrants (XBIO-W6 / XBIO-W7 / XBIO-W8) became subject to adjustment conditions, causing the shares reserved for the exercise of such warrants to become insufficient. Accordingly, the Company is required to increase its capital to reserve shares for the exercise of the warrants. Pursuant to Section 136 of the Public Limited Companies Act B.E. 2535 (1992), a company may increase its capital only when all shares have been issued and fully paid-up, or where shares remain unsold, such remaining shares must be reserved for convertible debentures or warrants.

In this regard, the Board of Directors has considered and deemed it appropriate to propose to the shareholders' meeting for consideration and approval of the reduction of the Company's registered capital by Baht 28,943,452,384, from the existing registered capital of Baht 117,350,412,928 to the new registered capital of Baht 88,406,960,544, by cancelling 4,134,778,912 authorized but unissued ordinary shares with a par value of Baht 7.00 per share, which were allocated as follows:

(1) 4,134,778,912 newly issued ordinary shares with a par value of Baht 7.00 per share, which were allocated to the existing shareholders in proportion to their shareholding (Rights Offering) pursuant

to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2026 held on 3 February 2026 (“EGM 1/2026”).

Following the reduction of the registered capital by cancelling the authorized but unissued ordinary shares as mentioned above, the Company will have 478,645,663 authorized but unissued ordinary shares remaining, with a par value of Baht 7.00 per share, as detailed below:

(a) 6,497,689 newly issued ordinary shares with a par value of Baht 7.00 per share, which were allocated to accommodate the exercise of warrants to purchase ordinary shares of the Company No. 6 (XBIO-W6) pursuant to the resolution of the Extraordinary General Meeting of Shareholders No. 2/2023 held on 21 November 2023 (“EGM 2/2023”).

(b) 127,647,486 ordinary shares with a par value of Baht 7.00 per share, which were allocated to accommodate the exercise of warrants to purchase ordinary shares of the Company No. 7 (XBIO-W7) pursuant to the resolution of the 2024 Annual General Meeting of Shareholders held on 30 April 2024.

(c) 344,500,488 ordinary shares with a par value of Baht 7.00 per share, which were allocated to accommodate the exercise of warrants to purchase ordinary shares of the Company No. 8 (XBIO-W8), allocated to the existing shareholders who subscribed for the newly issued ordinary shares in proportion to their shareholding (Rights Offering) under item (1) above, pursuant to the resolution of EGM 2/2025.

In addition, it is proposed to the shareholders’ meeting to consider and approve the amendment to Clause 4 of the Company’s Memorandum of Association to be consistent with the reduction of the Company’s registered capital, by replacing it with the following:

“Clause 4.	Registered Capital	88,406,960,544 Baht	(Eighty-Eight Billion Four Hundred Six Million Nine Hundred Sixty Thousand Five Hundred Forty-Four Baht)
	Divided into	12,629,565,792 Shares	(Twelve Billion Six Hundred Twenty-Nine Million Five Hundred Sixty-Five Thousand Seven Hundred Ninety-Two Shares)
	Share value	7.00 Baht	(Seven Baht)

Categorized into:

Ordinary share	12,629,565,792	(Twelve Billion Six Hundred Shares Twenty-Nine Million Five Hundred Sixty-Five Thousand Seven Hundred Ninety-Two Shares)
Preferred share:	- Share	(-)"

In addition, the Board of Directors proposes to the 2026 Annual General Meeting of Shareholders to consider and approve the authorization of the Board of Directors and/or the Executive Committee and/or the authorized director(s) of the Company or the person(s) authorized by the Board of Directors and/or the Executive Committee and/or the authorized director(s) of the Company to undertake any actions relating to such reduction of registered capital, including the amendment of wording or statements in the minutes of the shareholders' meeting, the Memorandum of Association, and/or any applications, and/or to perform any acts in compliance with the orders of the registrar of public limited companies in relation to the registration of the reduction of the registered capital and the amendment to the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce.

The Moderator allowed shareholders or proxies to ask questions. As no shareholders and/or proxies had any inquiries, the matter was proposed to the meeting for consideration.

Resolution The Meeting resolved to approve the reduction of the Company's registered capital and the amendment to Clause 4 of the Company's Memorandum of Association to be consistent with the reduction of the registered capital in all respects as proposed, with the voting results as follows:

Shareholders	Number of Votes	Percentage of the total number of votes of shareholders who attended the Meeting and cast their votes
Approve	9,531,112,900	100.0000
Disapprove	0	0.0000
Abstain	0	0.0000
	9,531,112,900	100.0000

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

Agenda 9 To consider and approve the increase of the Company’s registered capital to accommodate the Company’s existing warrants and the amendment to Clause 4 of the Company’s Memorandum of Association to be consistent with the increase of the registered capital.

The Moderator informed the Meeting that following the Extraordinary General Meeting of Shareholders No. 1/2026, the Company issued and offered newly issued ordinary shares to the existing shareholders in proportion to their shareholding (Rights Offering), resulting in the Company’s warrants (XBIO-W6 / XBIO-W7 / XBIO-W8) becoming subject to adjustment conditions. As a result, the shares reserved for the exercise of such warrants became insufficient, and the Company is therefore required to increase its registered capital to accommodate the exercise of the warrants as follows:

The Board of Directors resolved to propose to the 2026 Annual General Meeting of Shareholders to consider and approve the increase of the Company’s registered capital by Baht 10,008,553,359, from the existing registered capital of Baht 88,406,960,544 to the new registered capital of Baht 98,415,513,903, by issuing up to 1,429,793,337 newly issued ordinary shares with a par value of Baht 7 per share to accommodate the allocation of newly issued ordinary shares for the exercise of the Company’s existing warrants, with the details as follows:

Existing registered capital (par value of Baht 7.00 per share)	12,629,565,792 shares	88,406,960,544 Baht
Increase of registered capital	1,429,793,337 shares	10,008,553,359 Baht
Consisting of:		
To accommodate warrants XBIO-W6	81,806,878 shares	572,648,146 Baht
To accommodate warrants XBIO-W7	1,120,765,032 shares	7,845,355,224 Baht
To accommodate warrants XBIO-W8	227,221,427 shares	1,590,549,989 Baht
New registered capital	14,059,359,129 shares	98,415,513,903 Baht

In addition, the Board of Directors resolved to propose to the 2026 Annual General Meeting of Shareholders to consider and approve the amendment to Clause 4 of the Company’s Memorandum of Association to be consistent with the increase of the Company’s registered capital, with the details as follows:

“Clause 4. Registered Capital	98,415,513,903 Baht	(Ninety-Eight Billion Four Hundred Fifteen Million Five Hundred Thirteen Thousand Nine Hundred Three Baht)
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Divided into	14,059,359,129	(Fourteen Billion Fifty-Nine Million Three Hundred Fifty-Nine Thousand One Hundred Twenty-Nine Shares)
Share value	7.00 Baht	(Seven Baht)
Categorized into:		
Ordinary share	14,059,359,129	(Fourteen Billion Fifty-Nine Million Three Hundred Fifty-Nine Thousand One Hundred Twenty-Nine Shares)
Preferred share:	- Share	(-)"

In this regard, the Board of Directors proposes to the 2026 Extraordinary General Meeting of Shareholders to consider and approve the authorization of the Board of Directors and/or the Executive Committee and/or the authorized director(s) of the Company or the person(s) authorized by the Board of Directors and/or the Executive Committee and/or the authorized director(s) of the Company to undertake any actions relating to such increase of registered capital, including the amendment of wording or statements in the minutes of the shareholders' meeting, the Memorandum of Association, and/or any applications, and/or to perform any acts in compliance with the orders of the registrar of public limited companies in relation to the registration of the capital increase and the amendment to the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce.

The Moderator allowed shareholders or proxies to ask questions. As no shareholders and/or proxies had any inquiries, the matter was proposed to the meeting for consideration.

Resolution The Meeting resolved to approve the reduction of the Company's registered capital and the amendment to Clause 4 of the Company's Memorandum of Association to be consistent with the reduction of the registered capital in all respects as proposed, with the voting results as follows:

Shareholders	Number of Votes	Percentage of the total number of votes of shareholders who attended the Meeting and cast their votes
Approve	9,531,112,900	100.0000
Disapprove	0	0.0000

Abstain	0	0.0000
	9,531,112,900	100.0000

Shareholders	Number of Votes	Percentage of the total number of votes of shareholders who attended the Meeting and have the right to vote
Approve	9,531,112,900	100.0000
Disapprove	0	0.0000
Abstain	0	0.0000
	9,531,112,900	100.0000

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

Agenda 10 To consider and approve the allocation of up to 1,429,793,337 newly issued ordinary shares with a par value of Baht 7.00 per share to accommodate the Company's existing warrants (XBIO-W6, XBIO-W7, and XBIO-W8).

The Moderator informed the Meeting that following the Extraordinary General Meeting of Shareholders No. 1/2026, the Company issued and offered newly issued ordinary shares to the existing shareholders in proportion to their shareholding (Rights Offering), resulting in the Company's warrants (XBIO-W6 / XBIO-W7 / XBIO-W8) becoming subject to adjustment conditions. As a result, the shares reserved for the exercise of such warrants became insufficient, and the Company is therefore required to increase its capital to accommodate the exercise of the warrants as follows:

The Board of Directors resolved to propose to the 2026 Annual General Meeting of Shareholders to consider and approve the allocation of up to 1,429,793,337 newly issued ordinary shares with a par value of Baht 7.00 per share to accommodate the Company's existing warrants (XBIO-W6, XBIO-W7, and XBIO-W8), with the details as follows:

Lists	Number of Newly Issued Shares to Accommodate (Shares)
XBIO-W6	81,806,878
XBIO-W7	1,120,765,032

XBIO-W8	227,221,427
Total	1,429,793,337

In addition, the Board of Directors proposes to the 2026 Extraordinary General Meeting of Shareholders to consider and approve the authorization of the Board of Directors and/or the Executive Committee and/or the authorized director(s) of the Company or the person(s) authorized by the Board of Directors and/or the Executive Committee and/or the authorized director(s) of the Company to undertake any actions relating to the allocation of newly issued ordinary shares to accommodate the exercise of the Company's warrants, including the amendment of wording or statements in the minutes of the shareholders' meeting or any applications, and/or to perform any acts in compliance with the orders of the registrar of public limited companies in relation to the allocation of newly issued ordinary shares to accommodate the exercise of the Company's warrants with the relevant authorities.

The Moderator invited shareholders and/or proxies to ask questions. As no shareholders and/or proxies had any inquiries, the matter was proposed to the Meeting for consideration.

Resolution The Meeting resolved to approve the allocation of up to 1,429,793,337 newly issued ordinary shares with a par value of Baht 7.00 per share to accommodate the Company's existing warrants (XBIO-W6, XBIO-W7, and XBIO-W8), with the details as proposed in all respects, with the voting results as follows:

Shareholders	Number of Votes	Percentage of the total number of votes of shareholders who attended the Meeting and cast their votes
Approve	9,531,112,900	100.0000
Disapprove	0	0.0000
Abstain	0	0.0000
	9,531,112,900	100.0000

Remark The resolution on this agenda must be approved by a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda 11 Other matters (if any)

The Moderator informed the Meeting that in order to comply with the second paragraph of Section 105 of the Public Companies Act, which stipulates that shareholders holding not less than one-third of the total issued shares may request the meeting to consider other matters, in addition to those specified in the notice of the meeting.

Since there were no additional matters proposed for consideration and no further questions were asked by shareholders, the Chairman thanked the shareholders of the Company and the Meeting was adjourned at 14.50 hours.

Nitchanun Yammeesri

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(Miss Nitchanun Yammeesri)

Meeting Recorder

Supoj Pannoi

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(Mr. Supoj Pannoi)

Chairman of the Board of Directors