



**Notice Calling for
The 2026 Annual General Meeting of the Shareholders
Thoresen Thai Agencies Public Company Limited
On Tuesday, 28 April 2026
At 13:30 hours**

Meeting will be conducted via electronic means (e-AGM).

“No meeting venue or on-site registration is provided.”

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THORESEN THAI AGENCIES

PUBLIC COMPANY LIMITED

REG. NO. 0107537002737

26 March 2026

Subject: Notice calling for the 2026 Annual General Meeting of Shareholders (“2026 e-AGM”)

To: Shareholders

- Enclosures:**
1. The Form 56-1 One Report and the Company’s audited Financial Statements for the fiscal year ended 31 December 2025 (in the form of QR Code as appeared on the Notification of Meeting page)
 2. Profiles of nominated directors to be elected to succeed those who will be retiring by rotation and definitions of the Company’s independent director
 3. Information on remuneration for directors and members of subcommittees
 4. Profiles of proposed auditors for the fiscal year 2026
 5. Documents verifying eligibility to attend the e-AGM and voting method
 6. Articles of Association of the Company in relation to the AGM
 7. Guidelines for attending of electronic meeting via Inventech Connect
 8. Requisition Form for a printed copy of the 2025 Form 56-1 One Report
 9. Proxy Forms (Form B and Form C) and Profiles of Independent Directors who are proposed to serve as a proxy for shareholders

NOTICE IS HEREBY GIVEN that the 2026 Annual General Meeting of Shareholders (“2026 e-AGM”) of Thoresen Thai Agencies Public Company Limited (the “**Company**” or “**TTA**”) will be convened as follows:

Date and time : Tuesday, 28 April 2026 at 13:30 hours

Means of the AGM : via Electronic Means (“**e-AGM**”)
“No meeting venue or on-site registration”

Requesting username and password to attend the Meeting : **via Inventech Connect System**
(on business day during 21 - 28 April 2026
at 08:30 - 17:30 hours or until the end of the Meeting)

System available to attend the Meeting on the Meeting day : From 11:30 hours (2 hours prior to the Meeting time)

The agenda items for the 2026 e-AGM are as follows:

1. To acknowledge the results of operations of the Company for the fiscal year ended 31 December 2025

Facts and Rationale:

This agenda item is to report to the 2026 e-AGM for acknowledgement, the results of the operations of the Company for the fiscal year ended 31 December 2025, details of which are provided in the Form 56-1 One Report which has been sent to shareholders together with the notice calling for the 2026 e-AGM, as shown in Enclosure 1 and posted on the Company’s website.

Opinion of the Board of Directors:

The Board of Directors considered and deemed it appropriate to propose the 2026 e-AGM to acknowledge the results of operations of the Company for the fiscal year ended 31 December 2025.

Voting:

This agenda item is for acknowledgement by shareholders; therefore, no voting is required.

2. To consider and approve the Company’s audited financial statements for the fiscal year ended 31 December 2025 with the auditor’s report thereon

Facts and Rationale:

Section 112 of the Public Company Limited Act B.E. 2535 (as amended) (the “PLC Act”) and Article 40 of the Company’s Articles of Association stipulate that the audited financial statements as at the end of the fiscal year of the Company shall be prepared and submitted to the annual general meeting of shareholders for consideration and approval.

The Company’s audited financial statements for the fiscal year ended 31 December 2025, which have been audited by the Company’s auditor and reviewed by the Audit Committee, and the Board of Directors together with the auditor’s report thereon, are in “Consolidated and Separate Financial Statements of the Company” section of the Form 56-1 One Report as shown in Enclosure 1 and posted on the Company’s website.

The Company’s significant financial information can be summarized as follows:

(Unit: Million Baht)

Description	Consolidated Financial Statements		Separate Financial Statements	
	For the fiscal year ended 31 December 2024	For the fiscal year ended 31 December 2025	For the fiscal year ended 31 December 2024	For the fiscal year ended 31 December 2025
Total assets	50,030.18	49,194.60	44,852.85	44,733.68
Total liabilities	18,106.78	17,639.63	9,642.27	9,840.94
Total equity	31,923.40	31,554.98	35,210.58	34,892.74
Total revenues	32,206.18	29,909.28	-	-
Net profits (losses)*	1,323.23	1,515.94	403.47	(113.21)
Number of shares issued and paid-up (Million shares)	1,822.46	1,822.46	1,822.46	1,822.46
Basic earnings (losses) per share (Baht/share)	0.73	0.83	0.22	(0.06)

* Represents profits (losses) for the fiscal year attributable to owners of the parent.

Opinion of the Board of Directors:

The Board of Directors considered and deemed it appropriate to propose the 2026 e-AGM to consider and approve the Company's audited financial statements for the fiscal year ended 31 December 2025 with the auditor's report thereon.

Voting:

This agenda item shall be resolved by a majority of the votes of the shareholders who are present at the AGM and cast their votes pursuant to Section 107 of the PLC Act and Article 36 of the Company's Articles of Association.

3. To consider and approve the payment of dividend

Facts and Rationale:

To be in compliance with Section 116 of the PLC Act and Article 43 of the Company's Articles of Association that requires the Company to reserve fund of at least 5 percent of the annual net profits presented in its separate financial statements until the reserve reaches not less than 10 percent of the registered capital of the Company. In the fiscal year 2025, the Company increased its registered capital, resulting in the legal reserve has not yet reached the amount as required by laws. However, based on the Company's separate financial statements, the Company was not required to reserve fund to the legal reserve.

The Company has established a policy to distribute dividends of at least 25 percent of its consolidated net profits after tax but excluding unrealised foreign exchange gains or losses, subject to the Company's investment plans and other relevant factors. The Board of Directors may review and revise the dividend policy from time to time to reflect the Company's future business plans, the needs for investment, and other factors, as deemed appropriate.

For the fiscal year ended 31 December 2025, the Company's unappropriated retained earnings presented in its separate financial statements is Baht 15,488.69 million.

Opinion of the Board of Directors:

Taking into account future uncertainty as well as the Company's future business plans, the needs for investment, and other relevant factors, the Board of Directors deemed it appropriate to propose the 2026 e-AGM to consider and approve the appropriation of the retained earnings presented in its separate financial statements for the fiscal year ended 31 December 2025 in the form of cash dividend payment to shareholders, in the amount of Baht 0.25 per share, totaling approximately Baht 451,423,116.

The annual dividend for the fiscal year 2025 at the rate of Baht 0.25 per share is subject to the approval of the 2026 e-AGM. If the 2026 e-AGM approves as proposed, the Company will pay the dividend to the shareholders whose names appear in the Company's shareholders register book on 20 March 2026 which is the date for determining the shareholders who are entitled to the dividend payment ("**Record Date**") fixed by the Board of Directors. The dividend payment shall be made on 19 May 2026.

The proposed dividend for the fiscal year ended 31 December 2025 is consistent with the Company's dividend policy and represents approximately 26.09 percent of its consolidated net profit after tax but excluding unrealised foreign exchange gains or losses.

Comparative details are set out in the table below.

(Unit: Million Baht)

Description of Dividend Payment	For the fiscal year ended 31 December 2024	For the fiscal year ended 31 December 2025
1. Consolidated net profits attributable to the Company	1,323.23	1,515.94
(Less) unrealised foreign exchange gains (losses)	67.88	(214.36)
Net profits for dividend payment calculation in accordance with the policy	1,255.35	1,730.30
2. Retained earnings (Separate financial statements)		
• Legal reserve	199.85	199.85
• Unappropriated	16,077.91	15,488.69
3. Number of issued and paid-up shares (Million shares)	1,822.46	1,822.46
• (Less) Repurchased shares (Million shares)	-	16.77
• Number of shares entitled to receive dividends (Million shares)	1,822.46	1,805.69
4. Dividend payment per share (Baht/share)	0.22	0.25
5. Total dividends paid approximately (Entire year)	400.94	451.42
6. Dividend payout* (%)	31.94	26.09

* Percentage compared to consolidated net profits (losses) after tax but excluding unrealised foreign exchange gains or losses according to the dividend policy.

Voting:

This agenda item shall be resolved by a majority of the votes of the shareholders who are present at the AGM and cast their votes pursuant to Section 107 of the PLC Act and Article 36 of the Company's Articles of Association.

4. To consider and approve the election of directors to succeed those who will be retiring by rotation

Facts and Rationale:

Pursuant to Section 71 of the PLC Act and Article 14 of the Company's Articles of Association, one-third of the directors shall retire from office each year at each annual general meeting. Retiring directors are eligible for re-election.

The following 4 directors are due to retire at the 2026 e-AGM:

- | | |
|-----------------------------|------------------------|
| (1) Mr. Prasert Bunsumpun | Non-Executive Director |
| (2) Ms. Ausana Mahagitsiri | Executive Director |
| (3) Mr. Kamolsut Dabbaransi | Executive Director |
| (4) Mr. Cherdpong Siriwit | Independent Director |

To promote good corporate governance practice, the Company provided an opportunity for shareholders to propose director candidates to take up the director position of the Company prior to the 2026 e-AGM from 1 November 2025 to 31 January 2026 on the Company's website. However, there was no proposal from the shareholders.

The nominated persons have been carefully and cautiously considered according to the process set by the Company, and are qualified according to the relevant rules, and suitable for the business of the Company. The Nomination and Remuneration Committee considers qualifications, i.e., appropriateness, competency, experience, knowledge, proficiency in

various professional fields, other qualification as required by the PLC Act, related regulations and Articles of Association of the Company as well as past contribution and performance. Given the professional qualifications, knowledge, work experience as well as past contribution and performance of the 4 retiring directors, the Nomination and Remuneration Committee, excluding the interested director, has carefully and cautiously considered and recommended that the Board of Directors nominate all of the 4 retiring directors for another term of directorship and to further propose to shareholders for consideration and approval.

With this re-election, Mr. Cherdpong Siriwit will serve the position as an independent director on the Board of Directors for 16 years 3 months consecutively (13 years 3 months as of the 2026 e-AGM plus 3 years if being re-elected). The Company's Corporate Governance Policy stipulates that the independent director shall be in post no more than 3 consecutive terms (9 years) except obtaining unanimous approval from the Nomination and Remuneration Committee. After careful and cautious consideration, the Nomination and Remuneration Committee, excluding the interested director, was in unanimous view that Mr. Cherdpong Siriwit is qualified as an independent director under the criteria of the Company which is in alignment but more stringent than of the Capital Market Supervisory Board as well as the Company's Articles of Association and relevant regulations. He also has the knowledge and good understanding of the Company's business, no affiliations or relationships with the Company and is not directly associated with a major shareholder of the Company, nor do any relationships or circumstances exist which are likely to, or could appear to, interfere with the exercise of his independent business judgment with a view in the best interest of the Company.

Opinion of the Board of Directors:

The Board of Directors, excluding the interested directors, has carefully and cautiously considered the qualifications, experience, expertise as well as past contribution and performance of each individual director for utmost benefit to the operation of the Company. In addition, the Board of Directors has considered that the nominated person as independent director is eligible under the independent director requirements of the law. Therefore, the Board of Directors deemed it appropriate to propose the 2026 e-AGM to consider and approve the re-election of all 4 retiring directors namely Mr. Prasert Bunsumpun, Ms. Ausana Mahagitsiri, Mr. Kamolsut Dabbaransi, and Mr. Cherdpong Siriwit for another term of directorship as proposed by the Nomination and Remuneration Committee.

The Board of Directors has also carefully and cautiously considered that even though this re-election resulting Mr. Cherdpong Siriwit serving the position as an independent director on the Board of Directors for more than 9 consecutive years, he is fully qualified to take up the position of independent director in accordance with the criteria of the Company, which is in alignment but more stringent than of the Capital Market Supervisory Board as well as the Company's Articles of Association and relevant regulations. The Board of Directors is of an opinion that Mr. Cherdpong Siriwit, who is nominated to be re-elected for the position of independent director, is capable of expressing opinions independently and in accordance with the relevant guidelines.

The profiles of the 4 retiring directors and definition of the Company's definition of independent director are shown in Enclosure 2.

Voting:

This agenda item shall be resolved by a majority of the votes of the shareholders who are present at the AGM and cast their votes pursuant to Section 107 of the PLC Act and Article 36 of the Company's Articles of Association.

5. To consider and approve the remuneration for directors and members of the subcommittees for the year 2026

Facts and Rationale:

Section 90 of the PLC Act stipulates that any payment of remuneration to directors must be approved by the shareholders' meeting with a vote of not less than two-thirds of the total votes of the shareholders who are present.

On 28 April 2025, the Company's 2025 Annual General Meeting of Shareholders approved the remuneration for directors and members of subcommittees for the year 2025 at the total amount of not exceeding Baht 10 million (Baht Ten Million), which was the same amount as approved by the 2024 e-AGM, and the authorization to the Board of Directors to allocate the remuneration to directors and members of subcommittees as deemed appropriate.

The directors and members of subcommittees are entitled to receive remuneration from the Company in the form of monthly standard fee, meeting attendance fee, and annual reward (bonus) by taking into account the appropriate level comparable to the market and the same industry, the Company's performance, and the roles and responsibilities of the director and each member of the subcommittees. The Nomination and Remuneration Committee has carefully reviewed the directors' remuneration and proposed that the Board of Directors maintain the remuneration for directors and members of subcommittees for the year 2026 at the total amount of not exceeding Baht 10 million (Baht Ten Million) which is the same amount as approved by the 2025 e-AGM and to authorize the Board of Directors to allocate the remuneration to directors and members of subcommittees as deemed appropriate. The Directors and Officers Liability Insurance has been provided for directors and officers of the Company and its subsidiaries in the total liability limit of Baht 1,400 million per year. The Company does not offer any other forms of remuneration or benefits to directors apart from the remuneration as aforementioned. Details of the remuneration for directors and members of subcommittees are provided in Enclosure 3.

Opinion of the Board of Directors:

The Board of Directors has carefully considered and deemed it appropriate to propose the 2026 e-AGM to consider and approve to maintain the remuneration for directors and members of subcommittees for the year 2026 at the total amount of not exceeding Baht 10 million (Baht Ten Million) and to authorize the Board of Directors to allocate the remuneration to directors and members of subcommittees as deemed appropriate as proposed by the Nomination and Remuneration Committee.

Remuneration of directors and members of subcommittees consists of monthly standard fee, meeting attendance fee and annual reward (bonus). Payments of remuneration for directors and members of subcommittees shall take effect from the day the resolution is passed by a vote of the shareholders and for each subsequent year, unless or until resolved otherwise by a general meeting of the shareholders of the Company.

The scope of duties and responsibilities of the Company’s subcommittees, are as shown in the “Details of the Board of Directors, Subcommittees, Executives and Other Key Personnel” section of the Form 56-1 One Report and details of the “Remuneration and Annual Reward (bonus) for the Board of Directors and Subcommittees of TTA for Year 2025” are provided under “Details of the Board of Directors, Subcommittees, Executives and Other Key Personnel” section of the Form 56-1 One Report as shown in Enclosure 1.

Voting:

This agenda item shall be resolved by the votes of not less than two-thirds of the total votes of the shareholders who are present at the AGM pursuant to Section 90 of the PLC Act.

6. To consider and approve the appointment of auditors and the determination of the audit fee for the fiscal year 2026

Facts and Rationale:

In accordance with Section 120 of the PLC Act which stipulates that the appointment of auditors and the determination of audit fee shall be approved at every annual general meeting of shareholders. In compliance with the Notification of the Capital Market Supervisory Board, the auditor may be re-appointed for not more than 7 fiscal years and the Company may re-appoint a former auditor after such an auditor take cooling-off period for at least 5 consecutive fiscal years from being the Company's auditor. The selection of the auditors and determination of the audit fee have been reviewed by the Audit Committee and the Board of Directors.

The Audit Committee is of the opinion that KPMG Phoomchai Audit Ltd. is appropriate in the scope of work, transparency and effectiveness of the audit process as well as the appropriateness of the fees and good performance over the past period. In addition, the Board of Directors are satisfied with their performance. The Audit Committee has therefore recommended the appointment of auditors namely Mr. Veerachai Ratanajaratkul (CPA No. 4323) and/or Ms. Pornthip Rimdusit (CPA No. 5565) and/or Mr. Udomsak Busaraniphan (CPA No. 10331) and/or Ms. Pichamon Utraporn (CPA No. 11874) of KPMG Phoomchai Audit Ltd. to be the Company’s auditor for the fiscal year 2026 with a total audit fee not exceeding Baht 4,192,000 (exclude other expenses), which is the same audit fee approved by the 2025 e-AGM. Any of them will be authorized to conduct the review, audit and render an opinion on the financial statements of the Company, both consolidated and non-consolidated bases.

The auditors proposed above have no relationship or any interest in the Company, subsidiaries, management, major shareholders, or other related persons.

Comparison of Audit Fee

	Year 2025	Year 2026 (Proposed)
Audit fee	Baht 4,192,000	Baht 4,192,000
Non-Audit Service Fees	Baht 1,244,671	As actual amount paid (if any)

There were non-audit service fees for the fiscal year ended 31 December 2025 paid to KPMG Phoomchai Audit Ltd. by the Company in the amount of Baht 1,244,671, which were primarily consulting fee relating to tax, laws and sustainability (Baht 1,340,824 for the fiscal year ended 31 December 2024, which were primarily consulting fee relating to tax, laws and sustainability).

KPMG Phoomchai Audit Ltd. is also the audit firm of most of the Company's subsidiaries. The Board of Directors will ensure that the financial reports of the Company's subsidiaries shall be available within the specified period.

For the benefit of all shareholders, the profiles of the 4 nominated auditors are included in Enclosure 4, and the details of the remuneration paid to KPMG Phoomchai Audit Ltd. in 2025 is in the "Remuneration of Auditors" section of the Form 56-1 One Report as shown in Enclosure 1.

Opinion of the Board of Directors:

The Board of Directors considered and deemed it appropriate to propose the 2026 e-AGM to consider and approve the appointment of Mr. Veerachai Ratanajaratkul (CPA No. 4323) and/or Ms. Pornthip Rimdusit (CPA No. 5565) and/or Mr. Udomsak Busaraniphan (CPA No. 10331) and/or Ms. Pichamon Utraporn (CPA No. 11874) of KPMG Phoomchai Audit Ltd., to be the Company's auditor for the fiscal year 2026 with a total audit fee not exceeding Baht 4,192,000 (exclude other expenses). Any of them will be authorized to conduct the review, audit and to render an opinion on the financial statements of the Company, both consolidated and non-consolidated bases.

Voting:

This agenda item shall be resolved by a majority of the votes of the shareholders who are present at the AGM and cast their votes pursuant to Section 107 of the PLC Act and Article 36 of the Company's Articles of Association.

7. To consider and approve the new line for the issuance and offering of debentures

Facts and Rationale:

In 2022, the Company's 2022 Annual General Meeting of Shareholders approved the issuance and offering of debentures in an amount not exceeding Baht 17,000 million (Baht Seventeen Thousand Million) or equivalent in USD or other foreign currencies, at any point of time. The Company would be able to issue and offer during 2022 to the end of 2026. As of 28 February 2026, the available debenture issuance line remained Baht 7,804 million due to the Company's outstanding debentures of Baht 9,196 million.

As the current debenture issuance line of Baht 17,000 million (Baht Seventeen Thousand Million), which will expire by the end of 2026, in the event that the Company plans to issue new debentures prior to the maturity/redemption of debentures, and in order to ensure continuity in the Company's funding strategy, maintain financial flexibility, and manage its capital structure effectively, as well as to align with the Company's strategic direction to support the expansion of its existing businesses and potential new business opportunities in the future; therefore, the Company requires the new line for the issuance and offering of debentures, replacing the existing approval line as approved by the Company's 2022 Annual General Meeting of Shareholders, in an amount not exceeding Baht 17,000 million (Baht Seventeen Thousand Million) or equivalent in USD or other foreign currencies at any point of time. Subject to the approval on the new debentures line at this 2026 e-AGM, the Company will be able to issue and offer debentures during 2026 to the end of 2030. The debentures may be offered in one full amount and/or separate offerings, either onshore or offshore. In the event that the debentures are redeemed or repurchased for any reason, resulting in the outstanding balance of the debentures being reduced, the Company may issue additional debentures to replace the debentures that were previously issued and offered as long as outstanding debentures are not exceeding Baht 17,000 million (Baht Seventeen Thousand Million) or equivalent in USD or other foreign currencies at any point of time.

Details are as follows:

Offering Period	From 2026 to the end of 2030
Type of Debentures	Secured or unsecured, senior or subordinated, and with or without a debentureholder representative.
Approval Line	Not exceeding Baht 17,000 million (Baht Seventeen Thousand Million) or equivalent in USD or other foreign currencies at any point of time. In the event that the debentures are redeemed or repurchased for any reason, resulting in the outstanding balance of the debentures being reduced, the Company may issue additional debentures to replace the debentures that were previously issued and offered as long as outstanding debentures at any time are not exceeding Baht 17,000 million (Baht Seventeen Thousand Million) or equivalent in USD or other foreign currencies at any point of time.
Offering Method	Public offering and/or private placement offered in one full amount and/or separate offerings, either onshore or offshore.
Purpose	To use for debt repayment and/or refinancing and/or investment and/or working capital and/or other corporate purposes.

The Board of Directors, Executive Committee, authorized directors, and/or any person designated by the Board of Directors, Executive Committee, or authorized directors are empowered to set out the details of the debentures, type, collateral, amount, maturity, par value, offering price, interest rate, redemption rights, offering method, issuance and offering period, as well as other relevant details, including appointing financial advisor(s), underwriter(s), a debenture registrar(s) and/or debentureholder representative(s) and/or other relevant third parties, entering into, executing, amending, negotiating agreements and/or other documents as well as contacting, providing information, submitting documents and evidences to the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, credit rating agency, the Thai Bond Market Association, and/or other authorities concerning the issuance and the offering of the debentures, and performing any and all related matters as deemed appropriate.

Opinion of the Board of Directors:

The Board of Directors considered and deemed it appropriate to propose the 2026 e-AGM to consider and approve the new line for the issuance and offering of debentures as per the following details:

- The new line for the issuance and offering of debentures in an amount not exceeding Baht 17,000 million (Baht Seventeen Thousand Million) or equivalent in USD or other foreign currencies at any point of time during 2026 to the end of 2030. The purpose of the debentures is to use for debt repayment and/or refinancing and/or investment and/or working capital and/or other corporate purposes.
- The debentures may be secured or unsecured, senior or subordinated, and with or without a debentureholder representative. The debentures may be offered through a public offering and/or private placement, according to the Office of the Securities and Exchange Commission's criteria and notifications, with maturity as being specified by the Board of Directors. The debentures may be offered in one full amount and/or

separate offerings, either onshore or offshore. In the event that the debentures are redeemed or repurchased for any reason, resulting in the outstanding balance of the debentures being reduced, the Company may issue additional debentures to replace the debentures that were previously issued and offered as long as outstanding debentures at any time are not exceeding Baht 17,000 million (Baht Seventeen Thousand Million) or equivalent in USD or other foreign currencies at any point of time.

- The Board of Directors, Executive Committee, authorized directors, and/or any person designated by the Board of Directors, Executive Committee, or authorized directors are empowered to set out the details of the debentures, type, collateral, amount, maturity, par value, offering price, interest rate, redemption rights, offering method, issuance and offering period, as well as other relevant details, including appointing financial advisor(s), underwriter(s), a debenture registrar(s) and/or debentureholder representative(s) and/or other relevant third parties, entering into, executing, amending, negotiating agreements and/or other documents as well as contacting, providing information, submitting documents and evidences to the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, credit rating agency, the Thai Bond Market Association, and/or other authorities concerning the issuance and the offering of the debentures, and performing any and all related matters as they deem appropriate.

Voting:

This agenda item shall be resolved by not less than three-fourths of the votes of the shareholders who are present at the AGM and are eligible to vote pursuant to Section 145 of the PLC Act.

8. **To consider and approve the reduction of the Company's registered capital from Baht 2,733,696,846 to Baht 1,822,464,564 by cancelling 911,232,282 authorized but unissued ordinary shares, with a par value of Baht 1.00 per share**

Facts and Rationale:

Reference is made to the resolutions of the Company's Extraordinary General Meeting of Shareholders No. 1/2025, which approved the increase of the registered capital of the Company from Baht 1,822,464,564 to Baht 2,733,696,846 by issuing 911,232,282 newly issued ordinary shares with a par value of Baht 1.00 per share, and the allocation of 911,232,282 newly issued ordinary shares at the par value of Baht 1.00 per share for an offering to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering). The Company has already completed the registration of the increase in registered capital to accommodate the allocation and offering of such newly issued ordinary shares. However, subsequently, the Board of Directors' Meeting No. 5/2025 of the Company, as authorized by the Extraordinary General Meeting of Shareholders No. 1/2025, approved the cancellation the Rights Offering program and process, the subscription and payment period, and all related activities, due to market conditions and commercial rationale, economic factors, and valuation factors, as previously informed.

In light of the foregoing, the Company no longer requires the additional registered capital to accommodate the newly issued ordinary shares. In order to align the Company's registered capital with its current paid-up capital, reflect the actual capital structure of the Company, and enhance clarity and transparency regarding the Company's capital position, it is therefore proposed that the Company reduce its registered capital from Baht 2,733,696,846 to Baht 1,822,464,564 by cancelling 911,232,282 authorized but unissued ordinary shares, with a par value of Baht 1.00 per share.

Opinion of the Board of Directors:

The Board of Directors considered and deemed it appropriate to propose the 2026 e-AGM to consider and approve the reduction of the Company’s registered capital from Baht 2,733,696,846 to Baht 1,822,464,564 by cancelling 911,232,282 authorized but unissued ordinary shares, with a par value of Baht 1.00 per share.

Voting:

This agenda item shall be resolved by not less than three-fourths of the votes of shareholders who are present at the AGM and are eligible to vote pursuant to Section 139 of the PLC Act.

9. To consider and approve the amendment to Clause 4. of the Company’s Memorandum of Association in accordance with the reduction of the registered capital

Facts and Rationale:

To be in line with the reduction of the Company’s registered capital as detailed in Agenda Item 8 above, the 2026 e-AGM is proposed to consider and approve the amendment of Clause 4. of the Company’s Memorandum of Association by adopting the following wordings in replacement thereof:

“Clause 4.

Registered capital	1,822,464,564 Baht	(One Thousand Eight Hundred Twenty-Two Million Four Hundred Sixty-Four Thousand Five Hundred and Sixty-Four Baht)
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Divided into	1,822,464,564 shares	(One Thousand Eight Hundred Twenty-Two Million Four Hundred Sixty-Four Thousand Five Hundred and Sixty-Four shares)
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Par value per share	1.00 Baht	(One Baht)
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Divided into:

Ordinary shares	1,822,464,564 shares	(One Thousand Eight Hundred Twenty-Two Million Four Hundred Sixty-Four Thousand Five Hundred and Sixty-Four shares)
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Preferred shares	- shares	(-)”
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Opinion of the Board of Directors:

The Board of Directors considered and deemed it appropriate to propose the 2026 e-AGM to consider and approve the amendment of Clause 4. of the Memorandum of Association of the Company to be in line with the reduction of the Company’s registered capital.

In this regard, the person delegated by the Company to proceed with the registration for amendment of the Company’s Memorandum of Association shall be authorized to amend the terms in the Company’s Memorandum of Association, including revising and/or inserting necessary wording or details as instructed by the Registrar, to the extent that any such revision or insertion does not impact the essence of the amendment of the Company’s Memorandum of Association as proposed.

Voting:

This agenda item shall be resolved by not less than three-fourths of the votes of shareholders who are present at the AGM and are eligible to vote pursuant to Section 31 of the PLC Act.

10. To consider other businesses (if any)

The Company has fixed the Record Date to identify the shareholders entitled to attend and vote at the 2026 e-AGM on 20 March 2026.

Remark: As of 20 March 2026, fixed as the Record Date to identify the shareholders entitled to attend and vote at the 2026 e-AGM and to receive a dividend, the Company has 16,772,100 repurchased shares, which shall not be counted toward the quorum at the 2026 e-AGM and shall have neither voting rights nor rights to receive dividends according to the Section 66/1 of the Public Limited Companies Act.

A shareholder may appoint a proxy to attend the Meeting and vote on his/her behalf by completing and signing, including affixing a duty stamp to Proxy Form as per Enclosure 9. If a shareholder wishes to give a proxy to an independent director, that shareholder may appoint **Mr. Somboonkiat Kasemsuwan** or **Mr. Santi Bangor** or **Mr. Cherdpong Siriwit**, the Company's Independent Director, as a proxy. Their profiles are shown in Enclosure 9. The Proxy Form, together with all documents, are to be sent to the Company Secretary Department by post at the Company's address at No. 26/26-27 Orakarn Building, 8th Floor, Soi Chidlom, Ploenchit Road, Lumpinee, Pathumwan, Bangkok 10330 to reach preferably by 23 April 2026. A shareholder can submit a request by electronic means as the specified procedures in the Inventech Connect system.

The Form 56-1 One Report of the Company as per Enclosure 1 is made in the form of QR Code as appeared on the Notification of Meeting page of this e-AGM. Shareholders who would like to receive a printed copy of the Form 56-1 One Report, are requested to fill in the Requisition Form as per Enclosure 8 and return it to the Company.

The Company has participated in a project with Thailand Securities Depository Co., Ltd. to support a sustainable future and reduce environmental impact, with the objective of reducing greenhouse gas emissions from its operations by delivering the Notice calling for the e-AGM in the form of a QR Code Sealer, providing the documents in electronic format (E-document). Shareholders may download the Notice calling for the Meeting, supporting documents, including Proxy Forms from the following website: <https://www.thoresen.com/en/investor-relations/downloads/shareholders-meeting>. Should any shareholder wish to obtain a Proxy Form in hard copy, such request may be made via email at COR@thoresen.com.

Shareholders can submit questions in advance via email by 27 April 2026 to COR@thoresen.com and specify your questions with your name, last name, phone number, and email address (if any).

The Company may change the date, time, venue, means and other acts as deemed necessary or appropriate in case of unforeseen circumstance. Should there be any changes, the Company will inform shareholders via the Company's website (www.thoresen.com) and/or other channel(s) as appropriate.

Sincerely yours,

By resolutions of the Board of Directors' Meeting:



Mr. Chalermchai Mahagitsiri
Director,
President & Chief Executive Officer

Profiles of nominated directors to be elected to succeed those who will be retiring by rotation

Name Mr. Prasert Bunsumpun

Proposed Position Non-Executive Director

Nationality Thai

Age 73 years

Number of shares held in the Company (as of 31 December 2025) Own: 0.0100 percent
Spouse: none



Date of first appointment 31 January 2012 (14 years 3 months)

No. of years being the Company's Director (as of the 2026 e-AGM plus 3 years if being re-elected) 17 years 3 months (14 years 3 months plus 3 years)

Education / Trainings

- Honorary Doctoral of Arts in Social Innovation Management, Faculty of Humanities and Sciences, Suan Sunandha Rajabhat University, 2011
- Honorary Doctoral in Management, Mahasarakarm University, 2011
- Honorary Doctoral in Management Science, Petchaburi Rajabhat University, 2008
- Honorary Doctoral in Management, National Institute of Development Administration (NIDA), 2007
- Honorary Doctoral in Engineering, Chulalongkorn University, 2007
- M.B.A., Utah State University, USA, 1978
- B.Eng. in Civil Engineering, Chulalongkorn University, 1975
- PDPA & Cybersecurity Training, Ragnar Corporation Company Limited, 2025
- Preparation of Report and Disclosure of Securities Trading of Listed Companies and Collateralization of Listed Shares, Thoresen Thai Agencies Public Company Limited, 2024
- Cybersecurity Awareness Session, CloudSec Asia Co., Ltd, 2023
- Personal Data Protection Act, Ragnar Corporation Company Limited, 2022
- Sustainability E-Training for Directors, Institute of Singapore Chartered Accountants (ISCA), 2022
- Health Ambassador, Chulabhorn Royal Academy, 2020
- Rule of Law for Democracy, The College of the Constitutional Court, 2019
- Business Revolution and Innovation Network, The Federal of Thai Industries (BRAIN 1), 2018
- Cryptoasset Revolution, Thai Fintech Association and Icora Co. (CAR 1), 2018
- Certificate in Energy Literacy for a Sustainable Future Program, Thailand Energy Academy (TEA), 2013
- Role of the Chairman Program (RCP), Thai Institute of Directors Association (IOD), 2012
- Director Accreditation Program (DAP), Thai Institute of Directors Association (IOD), 2004
- Certificate in Capital Market Academy Leadership Program, Capital Market Academy (CMA), 2006
- Certificate in Politics and Governance in Democratic System for Executives, King Prajadhipok's Institute, 2003
- Certificate in Advanced Management Program (AMP), Harvard Business School, USA, 1998
- Diploma, National Defense Course for the Joint State-Private Sector, the National Defense College (NDC), 1998

Working experience (past 5 years)

- **Positions in listed companies in SET (presently 5 companies)**

2020 – Present : Independent Director, Vice Chairman of the Board of Directors, Investment Committee Member, Major Cineplex Group Public Company Limited

- 2020 – Present : Chairman of the Board of Directors, Independent Director, AIRA Capital Public Company Limited
- 2019 – Present : Independent Director and Chairman of the Audit Committee, T.K.S. Technologies Public Company Limited
- 2016 – Present : Independent Director, Chairman of the Board of Directors, Chairman of the Nomination and Compensation Committee, SVI Public Company Limited
- 2012 – Present : Chairman of the Board of Directors, Non-Executive Director, Chairman of the Executive Committee, Thoresen Thai Agencies Public Company Limited
- 2020 – 2024 : Chairman of the Board of Directors and Independent Director, Clover Power Public Company Limited
- 2015 – 2021 : Independent Director and Chairman of the Executive Committee, Thaicom Public Company Limited
- 2011 – 2021 : Independent Director, Chairman of the Nomination and Governance Committee, Member of the Leadership Development and Compensation Committee, Member of the Strategic and Organizational Review Committee, Intouch Holdings Public Company Limited
- 2018 – 2020 : Independent Director, Chairman of the Board of Director, Chairman of the Executive Committee, Nok Airlines Public Company Limited
- 2018 – 2020 : Independent Director and Chairman of the Risk Management Committee, PTT Global Chemical Public Company Limited

• **Positions in listed companies in other countries (presently 1 company)**

- 2012 – Present : Chairman of the Board of Directors, Chairman of the Executive Committee, Mermaid Maritime Public Company Limited

• **Positions in non-listed companies/organizations (presently 5 organizations)**

- 2021 – Present : Distinguished Director, Chulabhorn Royal Academy
- 2019 – Present : Distinguished Director, King Prajadhipok's Institute
- 2019 – Present : Chairman of the Board of Directors, AIRA Property Public Company Limited
- 2018 – Present : Council President, Distinguished Director, Dhurakij Pundit University
- 2011 – Present : Chairman of the Board of Directors, Thailand Business Council for Sustainable Development (TBCSD)
- 2019 – 2020 : Chairman of the Board of Directors, Yuanta Securities (Thailand) Company Limited

Meeting attendance for year 2025

- Board of Directors Meeting 11/11
- Executive Committee Meeting 7/7

Record of Illegal Activity

– None –

This nominated person does not hold any position as director or management in other businesses, which might have a conflict of interest with the Company.

Name Ms. Ausana Mahagitsiri

Proposed Position Executive Director

Nationality Thai

Age 45 years

Number of shares held in the Company (as of 31 December 2025) Own: 5.4798 percent
Spouse: none



Date of first appointment 31 January 2012 (14 years 3 months)

No. of years being the Company's Director (as of the 2026 e-AGM plus 3 years if being re-elected) 17 years 3 months (14 years 3 months plus 3 years)

Education / Trainings

- M.B.A., Sasin Graduate Institute of Business Administration of Chulalongkorn University in a joint program with Kellogg Graduate School of Management of Northwestern University, USA, 2005
- B.S. in Business Administration, Boston University School of Management, USA, 2002
- PDPA & Cybersecurity Training, Ragnar Corporation Company Limited, 2025
- Preparation of Report and Disclosure of Securities Trading of Listed Companies and Collateralization of Listed Shares, Thoresen Thai Agencies Public Company Limited, 2024
- Cybersecurity Awareness Session, CloudSec Asia Co., Ltd, 2023
- Personal Data Protection Act, Ragnar Corporation Company Limited, 2022
- Director Accreditation Program (DAP), Thai Institute of Directors Association (IOD), 2004

Working experience (past 5 years)

- **Positions in listed companies in SET (presently 1 company)**

- 2021 – Present : Member of the Executive Committee, Thoresen Thai Agencies Public Company Limited
- 2020 – Present : Deputy Chief Executive Officer, Thoresen Thai Agencies Public Company Limited
- 2012 – Present : Executive Director, Member of the Nomination and Remuneration Committee and Member of the Corporate Governance Committee, Thoresen Thai Agencies Public Company Limited
- 2013 – 2020 : Director, Thai Film Industries Public Company Limited

- **Positions in listed companies in other countries (None)**

– None –

- **Positions in non-listed companies/organizations (presently 30 companies)**

- 2023 – Present : Director, The Nest Bangna Co., Ltd.
- 2022 – Present : Director, The Nest Suanluang Co., Ltd.
- 2021 – Present : Director, The Nest Village Co., Ltd.
- 2021 – Present : Director, Social Health Limited
- 2020 – Present : Director, Conflow Asia Co., Ltd.
- 2020 – Present : Director, PM80 Bio Research Group Ltd.
- 2020 – Present : Director, The Nest Home Co., Ltd.

2019 – Present	:	Director, KNM Property Co., Ltd.
2019 – Present	:	Director, House of Land Co., Ltd.
2018 – Present	:	Director, The Nest Ploenchit Co., Ltd.
2017 – Present	:	Director, PH Capital Co., Ltd.
2017 – Present	:	Director, PM Capital Co., Ltd.
2014 – Present	:	Director, Athene Holdings Ltd.
2014 – Present	:	Director, Soleado Holdings Pte. Ltd.
2014 – Present	:	Director, PH Macaron (Thailand) Co., Ltd.
2013 – Present	:	Director, PM Quality Food and Beverage Co., Ltd.
2013 – Present	:	Director, 411 Fun Co., Ltd.
2011 – Present	:	Director, M Creek Land Co., Ltd.
2011 – Present	:	Director and Chief Operating Officer, PM Group Co., Ltd.
2010 – Present	:	Director and Managing Director, The Nest Property Co., Ltd.
2010 – Present	:	Director, Quality Coffee Products Co., Ltd.
2008 – Present	:	Director, Four One One Entertainment Co., Ltd.
2008 – Present	:	Director, Phaholyothin Garden Co., Ltd.
2007 – Present	:	Director, Pairan Co., Ltd.
2005 – Present	:	Director, PM Corp Co., Ltd.
2002 – Present	:	Director, ACME Camps Co., Ltd.
Present	:	Director, Four One One Production Co., Ltd.
Present	:	Director, Four One One Ecommerce Co., Ltd.
Present	:	Director, PM 80 Co., Ltd.
Present	:	Director, PSM Land Co., Ltd.
2014 – 2025	:	Director, V Ventures Technologies Co., Ltd.
2006 – 2025	:	Director, Mountain Creek Development Co., Ltd.
2002 – 2025	:	Director, Lakewood Kitchen Co., Ltd.
1998 – 2025	:	Director, Lakewood Country Club Co., Ltd.
1998 – 2025	:	Director, Lakewood Land Co., Ltd.
2018 – 2024	:	Director, PTGC Co., Ltd.
2016 – 2024	:	Director, Premo Shipping Public Company Limited
2014 – 2024	:	Director, Chidlom Marine Services & Supplies Ltd.
2014 – 2024	:	Director, GAC Thoresen Logistics Ltd.
2014 – 2024	:	Director, Thoresen Shipping Singapore Pte. Ltd.
2014 – 2024	:	Director, Thoresen Shipping Company Pte. Ltd.
2014 – 2024	:	Director, P80 Go Co., Ltd.
2009 – 2024	:	Director and Managing Director, Coffee Gallery Co., Ltd.
2019 – 2023	:	Director, Natural Aura Co., Ltd.
2019 – 2023	:	Director, Natural Drink Co., Ltd.
2016 – 2023	:	Director, PMT Property Co., Ltd.
2014 – 2023	:	Director, East Meta Capital Pte. Ltd.
2014 – 2022	:	Director, V Ventures Int Pte. Ltd.

Meeting attendance for year 2025:

- Board of Directors Meeting 8/11
- Executive Committee Meeting 6/7
- Nomination and Remuneration Committee Meeting 2/2
- Corporate Governance Committee Meeting 2/2

Record of Illegal Activity

– None –

This nominated person does not hold any position as director or management in other businesses, which might have a conflict of interest with the Company.

Name Mr. Kamolsut Dabbaransi

Proposed Position Executive Director

Nationality Thai

Age 48 years

Number of shares held in the Company (as of 31 December 2025) Own: none
Spouse: 5.4798 percent

Date of first appointment 27 April 2016 (10 years)

No. of years being the Company's Director (as of the 2026 e-AGM plus 3 years if being re-elected) 13 years (10 years plus 3 years)



Education / Trainings

- Master of Science in Actuarial Science, Boston University, USA
- Bachelor of Science in Industrial Engineering and Operation Research, University of Massachusetts, USA
- “Super Legal Business Administration” Leadership Program (Super LBA), Class 2, Dhurakij Pundit University, 2025
- PDPA & Cybersecurity Training, Ragnar Corporation Company Limited, 2025
- Preparation of Report and Disclosure of Securities Trading of Listed Companies and Collateralization of Listed Shares, Thoresen Thai Agencies Public Company Limited, 2024
- Cybersecurity Awareness Session, CloudSec Asia Co., Ltd, 2023
- Personal Data Protection Act, Ragnar Corporation Company Limited, 2022
- Director Certification Program (DCP), Thai Institute of Directors Association (IOD), 2009
- Pacific Basin Economic Council Thailand (PBEC) – Director General 2002 – 2004

Working experience (past 5 years)

• **Positions in listed companies in SET (presently 2 companies)**

- 2021 – Present : Chairman of the Sustainable Development Committee, Thoresen Thai Agencies Public Company Limited
- 2020 – Present : Director and Member of the Nomination and Remuneration Committee, Thai Future Incorporation Public Company Limited
- 2016 – Present : Executive Director and Senior Executive Vice President, Head of Food & Beverage, Thoresen Thai Agencies Public Company Limited

• **Positions in listed companies in other countries (None)**

– None –

• **Positions in other non-listed companies/organizations (presently 18 companies)**

- 2025 – Present : Director, The Nest Ploenchit Co., Ltd.
- 2024 – Present : Director, The Nest Property Co., Ltd.
- 2024 – Present : Director, P80 Trading Limited
- 2023 – Present : Director, PMT Property Co., Ltd.
- 2021 – Present : Director, Social Health Limited

2021 – Present	:	Director, PH Capital Company Limited
2021 – Present	:	Director, Siam Taco Company Limited
2016 – Present	:	Director, V Ventures Technologies Co., Ltd.
2016 – Present	:	Director, Laser Game Asia Ltd.
2016 – Present	:	Director, P80 Go Co., Ltd.
2014 – Present	:	Director, PH Macaron (Thailand) Co., Ltd.
2013 – Present	:	Director, PM Quality Food and Beverage Co., Ltd.
2013 – Present	:	Director, 411 Fun Co., Ltd.
2013 – Present	:	Chief Business Development Officer, PM Group Co., Ltd.
2010 – Present	:	Chief Executive Officer and Founder, Mugendai Co., Ltd.
Present	:	Director, The Nest Home Co., Ltd.
Present	:	Director, Four One One Ecommerce Co., Ltd.
Present	:	Director, Mugendai Penthouse Co., Ltd.
2022 – 2025	:	Director, Carbon Teak Co., Ltd.
2010 – 2025	:	Director, Mugendai Co., Ltd.
2016 – 2020	:	Director, PMT Property Co., Ltd.

Meeting attendance for year 2025

- Board of Director Meeting 10/11
- Sustainable Development Committee Meeting 5/5

Record of Illegal Activity

– None –

This nominated person does not hold any position as director or management in other businesses, which might have a conflict of interest with the Company.

Name Mr. Cherdpong Siriwit

Proposed Position Independent Director

Nationality Thai

Age 79 years

Number of shares held in the Company (as of 31 December 2025) Own: none
Spouse: none



Date of first appointment 30 January 2013 (13 years 3 months)

No. of years being the Company's Director (as of the 2026 e-AGM plus 3 years if being re-elected) 16 years 3 months (13 years 3 months plus 3 years)

Education / Trainings

- M.A. Economics, Georgetown University, USA
- B.A. Economics (Honors), Thammasat University
- PDPA & Cybersecurity Training, Ragnar Corporation Company Limited, 2025
- Preparation of Report and Disclosure of Securities Trading of Listed Companies and Collateralization of Listed Shares, Thoresen Thai Agencies Public Company Limited, 2024
- Cybersecurity Awareness Session, CloudSec Asia Co., Ltd, 2023
- Personal Data Protection Act, Ragnar Corporation Company Limited, 2022
- Audit Committee Program (ACP), Thai Institute of Directors Association (IOD), 2009
- Director Certification Program (DCP), Thai Institute of Directors Association (IOD), 2008
- Finance of Non-Finance Directors (FND), Thai Institute of Directors Association (IOD), 2004
- Role of Chairman Program (RCP), Thai Institute of Directors Association (IOD), 2004
- Director Accreditation Program (DAP), Thai Institute of Directors Association (IOD), 2004
- Diploma, The Joint State-Private Sector Course, National Defense College, Class 40
- Advanced Certificate Course in Politics and Governance in Democratic System for Executives, King Prajadhipok's Institute, Class 5
- The Civil Service Executive Development Program I, The Civil Service Training Institute, 1993
- Capital Market Academy Leadership Program, Capital Market Academy (CMA), Class 5

Working experience (past 5 years)

• Positions in listed companies in SET (presently 2 companies)

- 2022 – Present : Independent Director and Chairman of the Audit Committee, C.I. Group Public Company Limited
- 2013 – Present : Independent Director, Chairman of the Risk Management Committee, Member of the Audit Committee, Thoresen Thai Agencies Public Company Limited
- 2010 – 2022 : Chairman, Solartron Public Company Limited

• Positions in listed companies in other countries (None)

– None –

• Positions in other non-listed companies/organizations (presently 1 organization)

- 2022 – Present : Member of Council of State

Meeting attendance for year 2025

- Board of Director Meeting 11/11
- Audit Committee Meeting 8/8
- Risk Management Committee Meeting 4/4

Record of Illegal Activity

– None –

This nominated person does not hold any position as director or management in other businesses, which might have a conflict of interest with the Company.

Other Related Relationships

Relationship	Details
Close relative to management / major shareholders / controlling persons of the Company or its subsidiaries	No
Relationship with Company / its subsidiaries / its associates / its major shareholders / its controlling persons or other legal entities that may have a conflict of interests now or have had a conflict of interests in the past 2 years	
1. as an executive director, employee, member of staff or advisor who receives a regular salary or a controlling person	No
2. as an auditor or professional service provider	No
3. in a material business relationship which may affect their independence.	None

Definition of the Company's Independent Director

An independent director is a director who does not manage the Company or any of its subsidiaries, is independent from management and major shareholders, and has no business dealings with the Company, which may compromise our interests and/or the shareholders' interests.

The main qualifications of an independent director include:

1. Holding no exceeding 0.5 percent of the total voting shares of the Company, parent company, subsidiaries, associated companies, major shareholders or controlling persons of the Company, including the shares held by connected persons of such independent director;
2. Not being or having been executive director, employee, staff or an adviser who receives a regular salary; or a controlling person of the Company, parent company, subsidiaries, associated companies, same-level subsidiaries, major shareholders or controlling persons unless the foregoing status has ended no less than 2 years prior to the date of appointment. Such prohibited characteristics shall exclude the case where an independent director used to be a government official or advisor of a governmental agency, which is a major shareholder or controlling person of the Company;
3. Not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children, executives, directors, major shareholders, controlling persons, or persons to be nominated as executives, directors, or controlling persons of the Company or its subsidiaries;
4. Not having or having had a business relationship with the Company, parent company, subsidiaries, associated companies, major shareholders or controlling persons in a manner that may interfere with independent discretion, which includes not being or having been a significant shareholder or controlling person of any person having a business relationship with the Company, parent company, subsidiaries, associated companies, major shareholders or controlling persons, unless the foregoing status has ended for at least 2 years prior to the date of appointment;

The aforementioned business relationship under the first paragraph shall include normal business transactions, rental or lease of real estate, transactions related to assets or services or granting or receipt of financial assistance through receiving or extending loan, guarantee, providing assets as collateral, and any other similar actions, which result in the Company or its counterparty being subject to indebtedness payable to the other party in an amount starting from 3 percent of the net tangible assets of the Company or from Baht 20 million or more, whichever amount is lower. The calculation of such indebtedness shall be in accordance with the method for calculating the value of connected transactions under the Notification of the Capital Market Supervisory Board Re: Rules on Connected Transactions, mutatis mutandis. The consideration of such indebtedness shall include the indebtedness incurred during the period of one year prior to the date of establishing the business relationship with such related person;

5. Not being or having been an auditor of the Company, its parent company, subsidiaries, associate companies, major shareholders or controlling persons, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiaries, associate companies, major shareholders or controlling persons, unless the foregoing relationship has ended not less than 2 years prior to the date of appointment;

6. Not being or having been a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding Baht 2 million per year from the Company, its parent company, subsidiaries, associate companies, major shareholders or controlling persons, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than 2 years prior to the date of appointment;
7. Not being a director who has been appointed as a representative of the Company's director, major shareholder or shareholder who is a connected person of the Company's major shareholder;
8. Not undertaking any business in the same nature and in significant competition to the business of the Company or subsidiaries or not being a partner in a significant partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding 1 percent of the voting shares of another company which undertakes business in the same nature and in significant competition to the business of the Company or subsidiaries;
9. Not having any characteristic which makes him/her incapable of expressing independent opinions with regard to the Company's business affairs.

After having been appointed as an independent director with qualifications complying with the criteria under items 1 to 9 above, the independent director may be assigned by the Board of Directors to take part in the business decision of the Company, its parent company, subsidiaries, associated companies, same-level subsidiaries, major shareholders or controlling persons, providing that such decision shall be in the form of collective decision.

Information on remuneration for directors and members of subcommittees

The Nomination and Remuneration Committee has carefully and cautiously considered the directors' remuneration taking into account the appropriate level comparable to the market and the same industry, the Company's performance, and the roles and responsibilities of the director and each member of subcommittees and recommended the Board of Directors to further propose to the shareholders.

The Board of Directors carefully and cautiously considered the recommendation of the Nomination and Remuneration Committee and resolved to propose the 2026 e-AGM to consider and approve the remuneration in the form of monthly standard fee, meeting attendance fee for directors and members of subcommittees and annual reward (bonus) for the year 2026 at the total amount of not exceeding Baht 10 million (Baht Ten Million) and to authorize the Board of Directors to allocate the remuneration for the year 2026 to directors and members of subcommittees as deemed appropriate. The Company also provided Directors and Officers Liability Insurance for directors and officers of the Company and its subsidiaries. Details of directors' remuneration are as follows:

- Monetary Remuneration

Description	Year 2025		Year 2026 (Proposed Year)
	Approved Amount	Actual Amount Paid	
Monetary remuneration	Not exceeding Baht 10 million	Baht 10 million	Not exceeding Baht 10 million

- Non-Monetary Remuneration

The Company provided Directors and Officers Liability Insurance for directors and officers of the Company and its subsidiaries in the total liability limit of Baht 1,400 million per year for both in year 2025 and 2026.

For the year 2025, the remuneration in the form of monthly standard fee and meeting attendance fees paid to directors and members of subcommittees was Baht 8.655 million and the annual reward (bonus) from the Company's performance and the approved amount in 2025 to be paid in 2026 was Baht 1.345 million, of which the amounts are in line with the director annual reward (bonus) policy, and do not exceed the remuneration budget of Baht 10 million as approved by the shareholders at the 2025 e-AGM on 28 April 2025. The Directors and Officers Liability Insurance has been provided for directors and officers of the Company and its subsidiaries in the total liability limit of Baht 1,400 million per year. The Company did not pay any other forms of remuneration or benefit to directors apart from the remuneration as aforementioned. Details of the "Remuneration and Annual Reward (bonus) for the Board of Directors and Subcommittees of TTA for Year 2025" are provided under "Details of the Board of Directors, Subcommittees, Executives and Other Key Personnel" section of the Form 56-1 One Report as per Enclosure 1.

The details of remuneration paid to directors and members of subcommittees and annual reward (bonus) in 2025 and proposed for the year 2026 are as follows :

- Monetary Remuneration

Committees	Type of Remuneration	Rate
Board of Directors (Non-executive directors)	Standard monthly fee	Baht 150,000 - Chairperson Baht 24,500 per Non-Executive Director
	Attendance fee per meeting	Baht 54,000 - Chairperson Baht 31,500 per Non-Executive Director
	Annual reward (bonus)	An annual reward (bonus) for all Non-Executive Directors shall be paid at a rate of not exceeding 1 percent of the consolidated net profit of the Company (after deducting unrealized gains/losses). The Board of Directors will fix the appropriate amount of the annual reward (bonus) to be payable to the directors (in compliance with the above director annual reward (bonus) policy).
Audit Committee	Attendance fee per meeting	Baht 33,600 - Chairperson Baht 28,000 per member
Nomination and Remuneration Committee	Attendance fee per meeting	Baht 25,200 - Chairperson Baht 21,000 per member
Risk Management Committee	Attendance fee per meeting	Baht 15,120 - Chairperson Baht 12,600 per member
Corporate Governance Committee	Attendance fee per meeting	Baht 15,120 - Chairperson Baht 12,600 per member
Executive Committee	Attendance fee per meeting	Baht 100,000 - Chairperson Baht 28,000 per member
Investment Committee	Attendance fee per meeting	Baht 15,120 - Chairperson Baht 12,600 per member

- Non-Monetary Remuneration

The Company provided Directors and Officers Liability Insurance for directors and officers of the Company and its subsidiaries in the total liability limit of Baht 1,400 million per year.

Remark: The Company did not pay any other forms of remuneration or benefit to directors apart from the remuneration as aforementioned.

Comparison of Directors' Remuneration

The latest 2024 Directors' Remuneration Report surveyed by the Thai Institute of Directors Association (“IOD”), providing listed companies statistical information of director's remuneration, is used as an index for comparison with the directors' remuneration of the Company for 2026 as follows:

Directors' remuneration of listed company with revenues from Baht 10,001 - 50,000 million

				Unit: Baht
Chairman	Median	Min	Max	TTA
Retainer Fee	50,000	20,000	260,000	150,000
Attendance Fee per meeting	33,000	10,000	600,000	54,000

Non-Executive Director	Median	Min	Max	TTA
Retainer Fee/person/month	33,333	12,500	120,000	24,500
Attendance Fee per meeting	25,000	5,000	300,000	31,500

Remuneration for members of subcommittees considering listed companies with revenues from Baht 10,001 - 50,000 million

a) Attendance fee for Audit Committee

				Unit: Baht
Per person/per meeting	Median	Min	Max	TTA
Chairman	33,600	10,000	125,000	33,600
Member of Committee	20,000	5,000	125,000	28,000

b) Attendance fee for Nomination and Remuneration Committee

				Unit: Baht
Per person/per meeting	Median	Min	Max	TTA
Chairman	27,600	7,200	150,000	25,200
Member of Committee (for Non-executive Directors)	20,000	5,000	150,000	21,000

c) Attendance fee for Risk Management Committee

				Unit: Baht
Per person/per meeting	Median	Min	Max	TTA
Chairman	25,000	2,000	80,000	15,120
Member of Committee (for Non-executive Directors)	20,000	2,000	55,000	12,600

d) Attendance fee for Corporate Governance Committee

Unit: Baht

Per person/per meeting	Median	Min	Max	TTA
Chairman	25,000	15,120	120,000	15,120
Member of Committee (for Non-executive Directors)	18,000	12,600	75,000	12,600

Profiles of Proposed Auditors for the Fiscal Year 2026

Details of the profiles of proposed auditors for fiscal year 2026

1. Mr. Veerachai Ratanajaratkul	
CPA No.	4323
Audit Firm	KPMG Phoomchai Audit Ltd.
Education	<ul style="list-style-type: none"> - Master of Financial & Accounting, Chulalongkorn University, Thailand - Bachelor of Accounting, Thammasat University, Thailand - Licensed CPA, Thailand - SEC licensed auditor, Thailand
Experiences	<ul style="list-style-type: none"> - Partner, KPMG Phoomchai Audit Ltd. - Working in the audit practice for more than 38 years - Experience in a variety of industries, primarily in the agribusiness, consumer markets and industrial markets, public companies
Year of being a signatory in financial statements of the Company	Year 2013-2016, 2020-2025
Shareholding in the Company	None
Relationship or interest of transaction that may create a conflict of interest with the Company / subsidiaries / associates, directors, executives, major shareholders, or any persons related thereto	None
Interests other than provision of audit services to the Company / subsidiaries / associates or juristic person which may lead to conflicts and thwart independence	None

2. Ms. Pornthip Rimdusit	
CPA No.	5565
Audit Firm	KPMG Phoomchai Audit Ltd.
Education	<ul style="list-style-type: none"> - Master of Business Administration, Chulalongkorn University, Thailand - Bachelor of Accounting, Kasetsart University, Thailand - Licensed CPA, Thailand - SEC Licensed Auditor, Thailand
Experiences	<ul style="list-style-type: none"> - Partner, KPMG Phoomchai Audit Ltd. - Working in the audit practice for more than 29 years - Audit services covering retails, consumer goods, reselling, pulp and paper, petrochemicals domestically and internationally and public companies
Year of being a signatory in financial statements of the Company	Year 2017
Shareholding in the Company	None
Relationship or interest of transaction that may create a conflict of interest with the Company / subsidiaries / associates, directors, executives, major shareholders, or any persons related thereto	None
Interests other than provision of audit services to the Company / subsidiaries / associates or juristic person which may lead to conflicts and thwart independence	None

3. Mr. Udomsak Busaraniphan	
CPA No.	10331
Audit Firm	KPMG Phoomchai Audit Ltd.
Education	<ul style="list-style-type: none"> – Bachelor of Accounting, Kasetsart University, Thailand – Licensed CPA, Thailand – SEC licensed auditor, Thailand
Experiences	<ul style="list-style-type: none"> – Partner, KPMG Phoomchai Audit Ltd. – Working in the audit practice for more than 20 years – Experience in various industries including transportation & logistic, consumer retail, automotive, services, domestic and international business and public companies
Year of being a signatory in financial statements of the Company	None
Shareholding in the Company	None
Relationship or interest of transaction that may create a conflict of interest with the Company / subsidiaries / associates, directors, executives, major shareholders, or any persons related thereto	None
Interests other than provision of audit services to the Company / subsidiaries / associates or juristic person which may lead to conflicts and thwart independence	None

4. Ms. Pichamon Utraporn	
CPA No.	11874
Audit Firm	KPMG Phoomchai Audit Ltd.
Education	<ul style="list-style-type: none"> – Master of Science (Financial Management), Thammasat University, Thailand – Bachelor of Accounting, Thammasat University, Thailand – Licensed CPA, Thailand – SEC licensed auditor, Thailand
Experiences	<ul style="list-style-type: none"> – Director, KPMG Phoomchai Audit Ltd. – Working in the audit practice for more than 15 years – Experience in various industries including agricultural, consumer products, industrial market, and services
Year of being a signatory in financial statements of the Company	None
Shareholding in the Company	None
Relationship or interest of transaction that may create a conflict of interest with the Company / subsidiaries / associates, directors, executives, major shareholders, or any persons related thereto	None
Interests other than provision of audit services to the Company / subsidiaries / associates or juristic person which may lead to conflicts and thwart independence	None

Documents verifying eligibility to attend the e-AGM

Attendance Registration

Please follow “Guidelines for Attending of Electronic Meeting by Inventech Connect” as per Enclosure 7 and provide the documents verifying eligibility to attend the e-AGM as follows:

1) Attending e-AGM in person

1.1) For an individual shareholder

Thai citizen	Non-Thai citizen
1. I.D. card; or 2. Government officer I.D. card; or 3. State enterprise employee I.D. card; or 4. Driver’s license which is still valid	Passport (still valid)

In case the shareholder has changed the name/last name, the evidence of the name/last name change must also be provided.

1.2) For a juristic entity shareholder (attending by authorized director)

Juristic entity incorporated in Thailand	Juristic entity incorporated outside Thailand
1. The Affidavit of such entity issued within 1 (one) year by the Department of Business Development, Ministry of Commerce; and 2. I.D. card, or a government officer I.D. card, or a state enterprise employee I.D. card, or a driver’s license, or passport (in case of a foreigner) which is still valid of the authorized director who attends the Meeting	1. The Affidavit of such entity issued within 1 (one) year, stating information of entity’s name, address of headquarter and statement showing that the attending director is the authorized director of such entity; and 2. I.D. card, or a government officer I.D. card, or a state enterprise employee I.D. card, or a driver’s license, or passport (in case of a foreigner) which is still valid of the authorized director who attends the Meeting

2) Attending by proxy

2.1) In the case that the shareholder wishes to appoint a proxy to attend the e-AGM on their behalf, the said shareholder shall fill out and sign the Proxy Form enclosed with the notice calling for this Meeting as specified below:

2.1.1) In case the shareholder is an individual:

- (a) a copy of an I.D. card, or a government officer I.D. card, or a state enterprise employee I.D. card, or a driver’s license, or a passport (in case of a foreigner) of the shareholder which is still valid and certified as true copy by the shareholder; and
- (b) a copy of an I.D. card, or a government officer I.D. card, or a state enterprise employee I.D. card, or a driver’s license, or a passport (in case of a foreigner) of the proxy which is still valid and certified as true copy by the proxy.

2.1.2) In case the shareholder is a juristic entity:

- (a) Juristic entity incorporated in Thailand: The Affidavit of such entity issued within 1 (one) year by the Department of Business Development, Ministry of Commerce, or
- (b) Juristic entity incorporated outside Thailand: The Affidavit of such entity issued within 1 (one) year, stating information of entity's name, address of headquarter and statement showing the name(s) of the authorized person(s) to sign on behalf of such entity together with any restrictions or conditions attached to the person(s) with signing power (if any);

a copy of an I.D. card, or government officer identification card, or state enterprise employee card, or driver's license, or passport (in case of foreigner) of the authorized person(s), which is still valid and certified as true copy by the authorized person(s) of such juristic person.

a copy of an I.D. card, or a government officer I.D. card, or a state enterprise employee I.D. card, or a driver's license; or a passport (in case of a foreigner) of the proxy which is still valid and certified as true copy by the proxy.

In case the original document is not in English, it shall be translated into English and certified correct translation by the authorized person(s) of such juristic person.

In the case that the **foreign institution shareholder appoints a commercial bank in Thailand as its custodian**, the documents in 2.1.2 (a) and (b) may not be required, given that the custodian has provided sufficient proof already. However, additional documents including a letter certifying that the person signing the proxy form is authorized to engage in custodian business, shall be provided. The Company reserves the right to request any further documents as it deems appropriate.

2.1.3) In order to encourage all shareholders to execute their rights to attend the e-AGM, in the event that any shareholder is unable to attend the Meeting in person and unable to find a proxy, such shareholder may appoint one of the designated Independent Directors of the Company as their proxy to attend and vote on their behalf, by submitting the completed and signed Proxy Form together with supporting documents to reach the Company Secretary in advance by 23 April 2026.

2.2) All photocopies must be certified as true copy by the respective shareholder on each and every page. In case the document(s) are produced or executed outside Thailand, such document(s) must be notarized by a notary public.

2.3) Each Proxy Form must be affixed with THB 20 duty stamp(s).

2.4) Proxy Form B and Form C are enclosed with the notice calling for this Meeting and are available for download from the Company's website at www.thoresen.com or with the QR Code below.



2.5) Each shareholder may appoint one of the Independent Directors of the Company to attend and vote on their behalf. Profiles of Independent Directors who are proposed to serve as a proxy for shareholders are shown in Enclosure 9.

Voting Method

1. Each agenda will be considered in order as set out in the notice calling for this Meeting. The details of each agenda will be presented and then shareholders or proxy holders will be granted opportunities to raise questions thereafter and the Company will announce the result of voting to the Meeting after vote counting finished.
2. Each shareholder has one vote for each share. Shareholders may vote for or against or abstain from voting on any agenda based on the full number of votes they have. Shareholders cannot divide their votes, except for custodians who are proxy holders of foreign shareholders.
3. Proxy holders with the votes cast by their shareholders as specified in the Proxy Form submitted to the Company prior to the commencement of the Meeting do not have to vote during the Meeting. Such votes have already been collected and counted by the Company as indicated in the Proxy Form received during registration.
4. For Agenda item 4, regarding election of directors, the Company would ask the shareholders to cast the vote for directors individually.
5. In the vote-counting process, voting in each agenda will be as follows:
 - Agenda item 2-4 and 6 shall be resolved to approve by a majority of the votes of the shareholders who are present at the Meeting and cast their votes. Therefore, the Company will not count the votes of abstention as the voting base in calculating the percentage of the votes cast according to the guideline of the Ministry of Commerce. In case of an equality of votes, the Chairman of the Meeting shall have an additional vote as a casting vote.
 - Agenda item 5 shall be resolved to approve by not less than two-thirds of the votes of the shareholders who are present at the Meeting. The votes cast in disapproval or abstention will be deducted from the total votes of the shareholders in attendance to such agenda. The remaining votes, apart from the votes in disapproval or abstention or the void votes, will be considered as votes of approval for such agenda.
 - Agenda item 7-9 shall be resolved to approve by not less than three-fourths of the votes of the shareholders who are present at the Meeting and are entitled to vote. The votes cast in disapproval or abstention will be deducted from the total votes of the shareholders in attendance and entitled to vote to such agenda. The remaining votes, apart from the votes in disapproval or abstention or the void votes, will be considered as votes of approval for such agenda.

In this regard, as of 20 March 2026, fixed as the Record Date to identify the shareholders entitled to attend and vote at the e-AGM and to receive a dividend, the Company has 16,772,100 repurchased shares, which shall not be counted toward the quorum at the e-AGM and shall have no voting rights or rights to receive dividends according to the Section 66/1 of the Public Limited Companies Act.

6. Voting in any agenda will be conducted via the Inventech Connect (e-Voting) system to facilitate vote counting. Shareholders or proxy holders who wish to vote must vote in the Inventech Connect (e-Voting) system. Choose the agenda you want to vote for and then press the "Vote" button, and the system will display all 3 options, namely approve, disapprove, and abstain.

If you want to cancel vote, press the "Cancel Vote" button. You can edit your vote until the system is closed for voting. The Company gives you 1 minute to vote. For any shareholders or proxy holders who do not vote within the specified time, the Company will consider that you approve with that agenda and when the voting session for each agenda has been closed, the result of that agenda will be announced to the Meeting later. In the case of shareholders or proxy holders accepting proxies from many shareholders, the system will display the names of all proxies. Voting shall be done separately for each user account. You can click on the "Change Account" button to access other shareholders' accounts. The previous account will still be counted as the basis for the Meeting.

7. In case a participant wants to leave the Meeting, you can press the button “Register to leave the quorum”. Your shares will not be counted as a quorum and will be removed from the vote base for all unprocessed agenda items. However, leaving the Meeting during any agenda will not deprive shareholders or proxy holders of their rights to return to the Meeting and vote on the agenda that has not yet been implemented.

8. Asking questions or expressing opinions in the Meeting room

Before voting on each agenda, the Chairman of the Meeting will allow the Meeting attendees 1 minute to ask questions or express their opinions related to each agenda. You can select the agenda on which you want to ask questions or express your opinion, then press the “Question” button, in which you can ask via 2 channels:

- Inquire via message: You can type your desired inquiry, then press the “Send” button, whereby the Company will answer questions in the meeting room on the agenda related to that question. In case there are many questions, the Company reserves the right to select the questions as appropriate for answering at the Meeting; or
- Inquire via video and audio (VDO conference): You can press the button “Inquire via picture and sound”, then press “OK” to confirm the queue booking. Once authorized by the staff, turn on your camera and microphone. The attendees are required to state their names and surnames and their status as shareholders or proxy holders before asking questions every time so that the Company can record them in the minutes of the Meeting accurately and completely. However, the attendees may inform that they do not wish to be identified should they prefer not to disclose their names and surnames.

However, the Company reserves the right to cut off the conference access of the shareholders or proxy holders who ask inappropriate questions, make impolite comments, defame others, or violate any laws, including by infringing on the rights of others or disturbing the Meeting or causing trouble for other attendees.

9. In case there are shareholders or proxy holders who want to ask a lot of questions via video and audio, in order to maintain the duration of the Meeting, the Company would ask the shareholders or proxy holders to ask questions via message. The Company reserves the right to select questions as appropriate and related to the agenda of this Meeting. For other questions and suggestions that have not been answered at the Meeting, the Company would summarize the questions and answers as part of the minutes of this Meeting, which will be published on the Company’s website within 14 days from the completion of the Meeting.

10. In case of system failure during the Meeting, shareholders or proxy holders will receive an e-mail to return to the Meeting through the backup system.

In case of any problem joining the electronic Meeting or using voting system, please contact

- Inventech Call Center at Tel: 02-460-9221 or
- Line Official: @inventechconnect

(business days only during 21 - 28 April 2026 at 08:30 – 17:30 hours or until the end of the Meeting)

Articles of Association of the Company in relation to the AGM

Issuance of Shares

Article 4. Shares of the Company are ordinary shares. Each has equal value and must be fully paid-up.

The Company may issue new additional preference shares; debenture; or convertible debenture and other securities in accordance with the law on securities and securities exchange and to offer to sell to the public. The Company may convert convertible debenture or convert convertible preference shares to ordinary shares in accordance with the law on Public Company Act and the law on the Securities Exchange Act.

Board of Directors

Article 12. The Company shall have a Board of Directors consisting of at least 5 directors. Not less than one half of directors of all directors must have residence in the Kingdom.

Article 13. The directors shall be elected by the shareholders in general meeting according to the following rules and procedures:

- (1) Every shareholder shall have one vote per share.
- (2) Every shareholder may use all his votes set forth in (1) to elect one or more directors and may not however divide those votes in any proportion for any particular director.
- (3) Those who receive the highest respective votes shall be elected as directors up to their maximum number permitted or required for the time being. In the case of a tie at a lower place which would result in the number of directors greater than that permitted for the time being, the presiding chairman shall have a casting vote.

Article 14. At every general meeting, 1/3 of the directors for the time being, or if their number is not a multiple of three, then the number nearest to 1/3, shall retire from office.

The directors to retire during the first and second years following the registration of the Company shall be determined by lot. In every subsequent year thereafter the directors who have been longest in office shall retire. The retired directors shall be eligible for re-election.

General Meeting

Article 32. The Board of Directors must arrange for the holding of an Annual General Meeting of Shareholders within 4 months after the end of the Company's accounting year.

All other general meetings of shareholders except that above mentioned shall be called Extraordinary General Meeting of Shareholders which may be summoned by the Board of Directors at any time whenever they think fit. One or more shareholders holding shares in the aggregate number of not less than ten (10) percent of the total number of shares sold, may, by subscribing their names, submit a written requisition to the Board of Directors for calling an extraordinary general meeting at any time, provided that subjects and reasons for calling such meeting shall be clearly stated in such requisition. In such case, the Board of Directors shall proceed to call a meeting of shareholders to be held within 45 days as from the date of receipt of such requisition from the shareholders.

In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph two, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within 45 days from the completion of such period. In this regard, the meeting shall be considered as the shareholders' meeting called by the Board of Directors. The Company shall be responsible for necessary expenses arising from such meeting and reasonably provide facilitation.

In case the quorum of the shareholders' meeting called by the shareholders as prescribed under paragraph three is not formed according to Article 35, the shareholders as prescribed under paragraph three shall be collectively responsible to the Company for expenses arising from such meeting.

Article 33. A place for the holding of any shareholders' meeting can be held at the locality in which the head office of the Company or a neighboring province or at any other places as fixed by the Board of Directors.

Article 34. In case of calling shareholders' meeting, the Board of Directors shall make a letter to call the meeting, specifying the place, date, time, agenda and the matters to be proposed to the meeting, with details as appropriate, specifying clearly that it is the matter for acknowledgement, approval, or considering, as the case may be, and opinion of the Board in such matter and send to shareholders and registrar to acknowledge, for not less than 7 days before meeting date and advertise the notice to call the meeting in newspaper or via electronic media for 3 consecutive days before the meeting date for not less than 3 days in compliance with relevant laws prescribed by the Registrar.

Article 35. At any general meeting of shareholders, the presence of not less than 25 shareholders and their proxies (if any) or not less than 1/2 of the total number of shareholders, whichever is lesser, with the aggregate number of not less than 1/3 of the total number of shares sold is required in order to constitute a quorum.

If within an hour from the time appointed for holding the general meeting of shareholders the requisite quorum is not constituted, such meeting, if summoned upon the requisition of the shareholders, shall be dissolved. If the meeting of shareholders is not summoned upon the requisition of the shareholders, another meeting shall be summoned and the written notices calling another meeting shall be sent to the shareholders no less than 7 days before the meeting date and, at such subsequent meeting, no quorum is required to be constituted.

Article 36. A resolution put to the vote of the general meeting shall be decided as follows:

- (1) Every shareholder shall have 1 vote per share.
- (2) In a normal case, a majority of the votes of the shareholders who present at the meeting and cast their votes is required. In the case of a tie, the presiding chairman shall have a casting vote.
- (3) Any of the following cases shall be resolved by not less than 3/4 of the votes of the shareholders who present at the meeting and are eligible to vote by votes.
 - (a) the sale or transfer of business of the Company, in whole or in essential part, to other person;
 - (b) the purchase or acceptance of transfer of business of other company or private company to be the Company's own;
 - (c) the entering into, amending, or terminating a lease of business of the Company in whole or in essential part; entrusting other person with the management of the Company; or amalgamating business with other persons with the objective to share profit and loss.

- Article 37. The following businesses shall be transacted at an Annual General Meeting of Shareholders:
- (1) Consider the Board of Directors' report on the Company's past operations during the previous year
 - (2) Consider and approve balance sheet and statement of income of the previous fiscal year
 - (3) Make a profit appropriation.
 - (4) Elect directors
 - (5) Appoint an auditor
 - (6) Transact any other business

Accounts, Financial Matters, and Audit

Article 38. The accounting year of the Company shall begin on 1 January and end on 31 December of each year.

Article 39. The Company shall cause proper accounts to be recorded and kept and shall have them audited according to the law relating thereto. The Company shall also cause proper statement of financial position and statement of income to be drawn up once in every twelve months period which represents the accounting year of the Company.

Article 40. The Board of Directors shall cause to be made balance sheet and statement of income as of the end of the Company's accounting year be presented to the Annual General Meeting of Shareholders for approval. Such balance sheet and statement of income shall be duly audited by auditor before their being presented at the meeting of the shareholders.

Article 41 The Board of Directors shall send the following documents to each shareholder, together with the notice calling for the Annual General Meeting of Shareholders:

- (1) A copy of the audited balance sheet and statement of income, together with the auditor's report thereon
- (2) Annual Report by the Board of Directors

Article 42. It is prohibited for dividing the dividend from other types of money other than profit. In case the Company still has balance of retained loss, it is prohibited to divide dividend.

The distribution of dividend shall be according to the number of shares and on an equal basis.

The Board of Directors may pay interim dividend to the shareholders from time to time, when the Board considers that the Company has considerable profit and report to the shareholders' meeting to acknowledge in the next meeting, the payment of dividend shall be done within 1 month, from the date the shareholders' meeting, or the Board of Directors has resolution, as the case may be; notification shall be made in writing to shareholder; there shall be advertisement of notice of the payment of dividend in newspaper or via electronic media as well in compliance with relevant laws prescribed by the Registrar.

Article 43. The Company shall appropriate to a reserve fund at least 5 percent of the net profits earned annually less retained deficit (if any), until the reserve fund reaches not less than 10 percent of the authorized capital.


Article 44. The auditor must not be a director, employee, staff, or person holding any position in the Company.

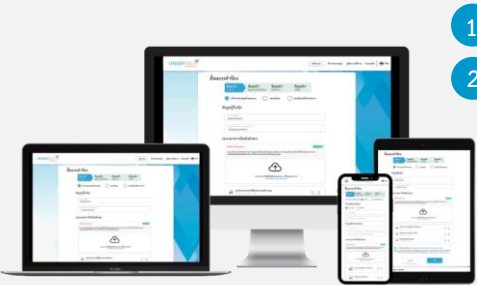
Article 46. The auditor is obliged to attend every annual general meeting of shareholders at which the balance sheet and statement of income as well as accounting problems of the Company are to be discussed so as to give verbal explanations on the auditing to the shareholders. The Company shall provide the auditor with its reports and documents which are to be received by its shareholders at such general meeting.

Guidelines for attending of electronic meeting by Inventech Connect

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

Step for requesting Username & Password via e-Request system

1. The Shareholders must submit a request to attend the Meeting by electronic means via Web browser at <https://fort.inventech.co.th/TTA361199R/#/homepage> or scan QR Code  and follow the steps as shown in the picture.



- 1 Click link URL or scan QR Code in the notice of Annual General Meeting
- 2 Choose type request for request form to complete 4 steps as follows:
 - Step 1 Fill in the shareholder's information
 - Step 2 Fill in the information for verification
 - Step 3 Verify via OTP
 - Step 4 Upon successful transaction, the system will display information again to verify the accuracy

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

- 3 Please wait for an email information detail of Meeting and password

2. For shareholders who would like to attend the Meeting either through the electronic means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 21 April 2026 at 8:30 hours and shall be closed on 28 April 2026 until the end of the Meeting.


3. The electronic conference system will be available on 28 April 2026 at 11:30 hours (2 hours before the opening of the Meeting). Shareholders or proxy holders shall use the provided username and password and follow the instruction manual to access the system.

Appointment of Proxy to the Company's Independent Directors


For shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, the shareholders can submit a request to attend the Meeting by electronic means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the address below. The proxy form and required documents shall be delivered to the Company by **23 April 2026 at 17:00 hours**.

Thoresen Thai Agencies Public Company Limited
Company Secretary Department
26/26-27 Orakarn Building, 8th Floor, Soi Chidlom, Ploenchit Road, Lumpinee, Pathumwan, Bangkok 10330

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

 02-460-9221

 @inventechconnect

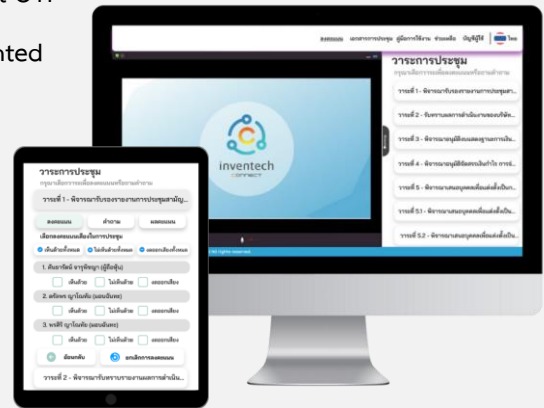
 The system available during 21-28 April 2026 at 8:30-17:30 hours.
(Excluding holidays and public holidays)



Report a problem
[@inventechconnect](https://line.me/tv/@inventechconnect)

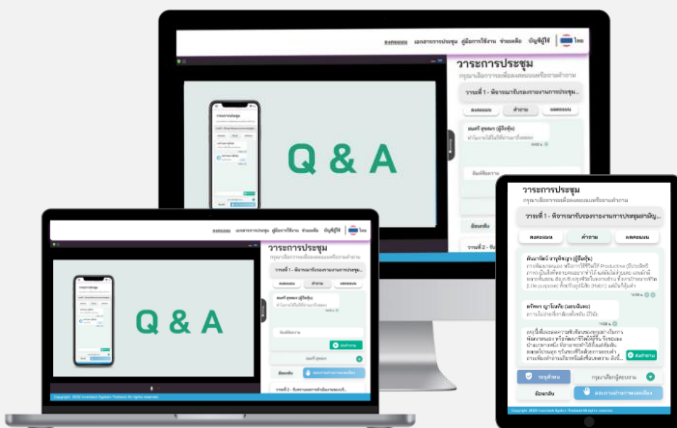
Steps for registration to attend the Meeting (e-Register) and voting process (e-Voting)

- 1 Enter email and password received via your email or request OTP
- 2 Click “Register” button, the vote will be registered and counted as a quorum.
- 3 Click “Join Attendance”, Then click on “Accept” button
- 4 Select the agenda provided
- 5 Click “Vote” button
- 6 Cast your vote
- 7 The system will display status of your latest vote



To cancel the latest vote, please press the “Cancel Vote” button (This means that your most recent vote will be equal to not voting, or your vote will be considered “Approve” as default vote.) Shareholders can change their votes until the voting session is closed.

Steps to ask questions via Inventech Connect



- Select agenda provided
- Click “Question” button
- 1 To ask a question via message
 - Type the question then click “Send”
- 2 To ask a question via video conference
 - Click “Inquire via picture and sound”
 - Click “OK” to confirm your queue
 - Please wait for the queue before turning on your microphone and camera

How to use Inventech Connect

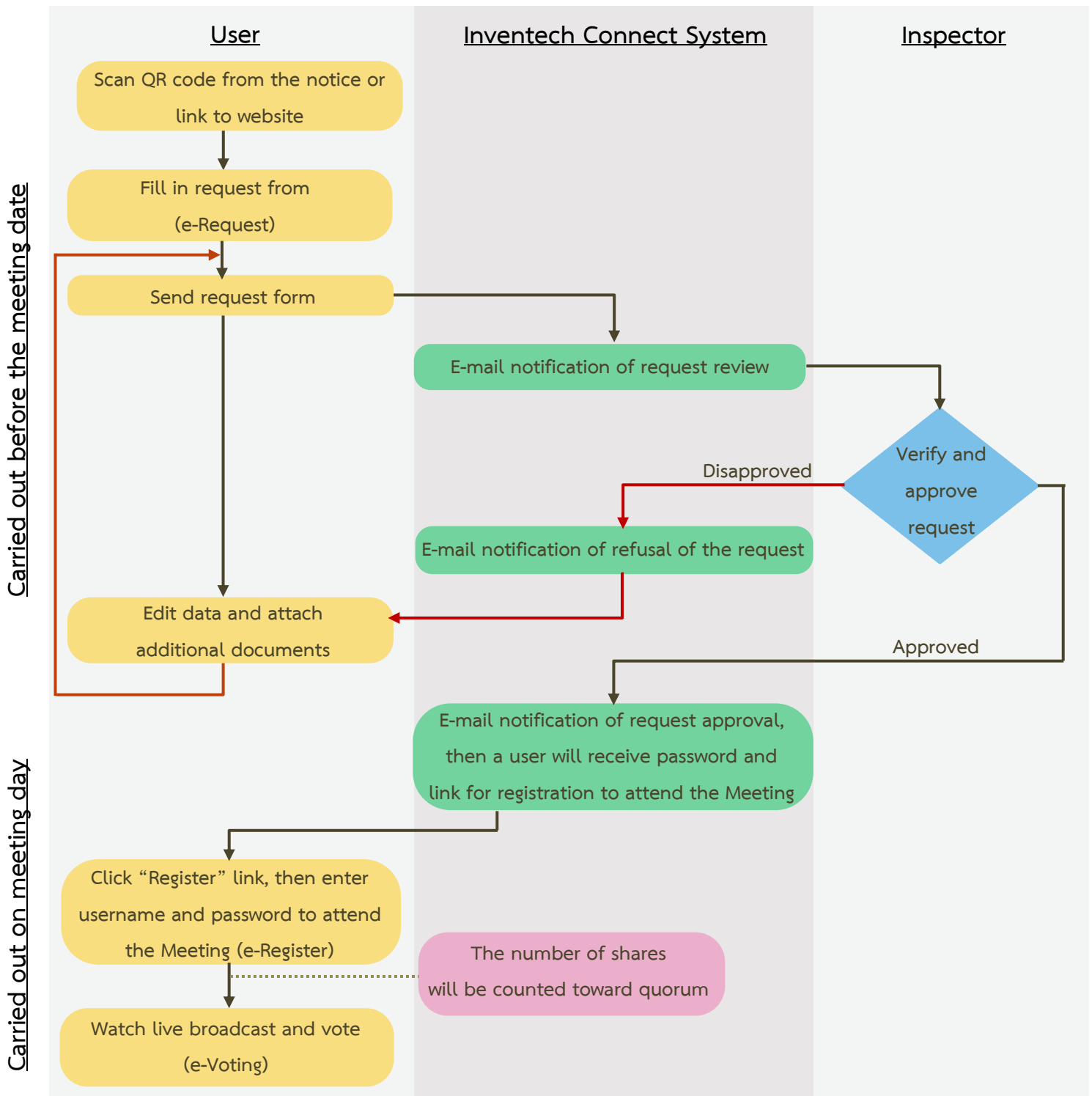


User Manual and Video of using Inventech Connect

* Note Operations of the e-Meeting and Inventech Connect are subject to internet connectivity and equipment and/or program thereon of shareholder or proxy. Please log into the system using the following equipment and/or program.

1. Internet speed requirements
 - High-Definition Video: Requires internet speed of 2.5 Mbps (recommended internet speed)
 - High Quality Video: Requires internet speed of 1.0 Mbps
 - Standard Quality Video: Requires internet speed of 0.5 Mbps
2. Equipment requirements
 - Mobile phone/Tablet with IOS or Android OS.
 - PC/Laptop with Windows or Mac OS.
3. Chrome internet browser (recommended) / Safari / Microsoft Edge ** The system does not support Internet Explorer.

Flowchart showing steps to attend the e-Meeting



Conditions of use

To merge/change account

In case of multiple requests using the same email and phone number, the system will merge accounts; a user who has more than 1 account can click "Change account" button and the previous account will still be counted toward base of the Meeting.

To exit the Meeting

Attendees can click "Register to leave the quorum" button, the system will exclude number of your shares from the Meeting base.

Requisition Form for a printed copy of the 2025 Form 56-1 One Report

Dear Shareholders,

Should you wish to receive a printed copy of the 2025 Form 56-1 One Report of Thoresen Thai Agencies Public Company Limited (the “**Company**”), please fill in your name, address, and choice of version (Thai/English) in the below box and return this form to the Company via email at COR@thoresen.com. The Company will arrange to send you the printed Form 56-1 One Report in due course.

Name

Address

.....

.....

Telephone

wish to receive a printed copy of the 2025 Form 56-1 One Report.
Please mark your choice of language

Thai Version

English Version

Signed
(.....)



Proxy Form B

For individuals and juristic persons

- Please sign your name on page 4 and attach a certified copy of I.D. card.
- Please return/bring the entire set of Proxy Form together with the Notification of Meeting page which barcode appeared on it.
- If you wish to assign your proxy to cast the vote on your own behalf at the proxy's own discretion in respect of any agenda, please tick X in a box in front of paragraph (a) in such agenda.
- If you wish to assign your proxy to cast the vote on your own behalf in accordance with your instructions in respect of any agenda, please tick X in a box in front of paragraph (b) in such agenda.

- Agenda 3** **To consider and approve the payment of dividend**
- (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve Disapprove Abstain
- Agenda 4** **To consider and approve the election of directors to succeed those who will be retiring by rotation**
- (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- To elect directors as a whole
- Approve Disapprove Abstain
- To elect each director individually
- Agenda 4.1** **Mr. Prasert Bunsumpun**
- (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve Disapprove Abstain
- Agenda 4.2** **Ms. Ausana Mahagitsiri**
- (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve Disapprove Abstain
- Agenda 4.3** **Mr. Kamolsut Dabbaransi**
- (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve Disapprove Abstain
- Agenda 4.4** **Mr. Cherdpong Siriwit**
- (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve Disapprove Abstain
- Agenda 5** **To consider and approve the remuneration for directors and members of the subcommittees for the year 2026**
- (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve Disapprove Abstain
- Agenda 6** **To consider and approve the appointment of auditors and the determination of the audit fee for the fiscal year 2026**
- (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve Disapprove Abstain
- Agenda 7** **To consider and approve the new line for the issuance and offering of debentures**
- (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve Disapprove Abstain
- Agenda 8** **To consider and approve the reduction of the Company's registered capital from Baht 2,733,696,846 to Baht 1,822,464,564 by cancelling 911,232,282 authorized but unissued ordinary shares, with a par value of Baht 1.00 per share**
- (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve Disapprove Abstain

- Agenda 9 To consider and approve the amendment to Clause 4. of the Company’s Memorandum of Association in accordance with the reduction of the registered capital**
 - (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

- Agenda 10 To consider other businesses (if any)**
 - (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

5. If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder(s).

6. If my/our instructions on voting are not expressly or clearly indicated on any agenda, the Meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at their own discretion.

Any acts or performance caused by the proxy at the above Meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

Signed Grantor Signed Proxy Holder
(.....) (.....)

Signed Proxy Holder Signed Proxy Holder
(.....) (.....)

Remarks

1. A shareholder shall grant a proxy to only one person to attend and vote on their behalf. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
2. In the agenda relating to the election of directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
3. In case there are more agenda items to be discussed than those specified above, the grantor may make additional authorisation in the Annex to Proxy Form B.

Annex to Proxy Form B

A proxy is granted by a shareholder of Thoresen Thai Agencies Public Company Limited.

For the 2026 Annual General Meeting of Shareholders to be held on Tuesday, 28 April 2026 at 13:30 hours via electronic means (e-AGM) or such other date, time and place as may be adjourned.

- Agenda no. re:
- (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve Disapprove Abstain
- Agenda no. re:
- (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve Disapprove Abstain
- Agenda no. re:
- (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve Disapprove Abstain
- Agenda no. re:
- (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve Disapprove Abstain
- Agenda no. re:
- (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve Disapprove Abstain

**Profiles of Independent Directors
who are proposed to serve as a proxy for shareholders**

1. Name	Mr. Somboonkiat Kasemsuwan
Age	80 years
Position	Independent Director
Address	No. 11, Soi Suan Nakharin Village 2, Nong Bon Sub-District, Prawet District, Bangkok 10250
Date of first appointment	14 November 2016
Conflict of interest in agenda items of this Meeting	Conflict of interest in agenda item 5
2. Name	Mr. Santi Bangor
Age	79 years
Position	Independent Director
Address	No. 73/21 Soi Areesumpun 1, Phaholyothin Road, Samsen-Nai Sub-District, Phayathai District, Bangkok 10400
Date of first appointment	31 January 2012
Conflict of interest in agenda items of this Meeting	Conflict of interest in agenda item 5
3. Name	Mr. Cherdpong Siriwit
Age	79 years
Position	Independent Director
Address	No. 9/142, Soi 2/3, Panya-Ramindra Village, Panya-Ramindra Road, Kannayao Sub-District, Kannayao District, Bangkok 10230
Date of first appointment	30 January 2013
Conflict of interest in agenda items of this Meeting	Conflict of interest in agenda item 4 and 5



Proxy Form C

**For Foreign Shareholders
who appoint a local custodian in Thailand**

Proxy Form C
(For foreign shareholders who appoint a local custodian in Thailand.)
Annexed to Notice of Department of Business Development
Re: Form of Proxy (No. 5) B.E. 2550

Made at

Date Month Year

1. I/We Nationality,
located at No., Road, Tambol/Kwaeng,
Amphur/Khet, Province, Postal Code,
in our capacity as the custodian for,
being a shareholder of Thoresen Thai Agencies Public Company Limited, holding shares
in total which are entitled to cast votes as follows:

Ordinary shares: shares in total which are entitled to cast votes; and

Preferred shares: - shares in total which are entitled to cast - votes

2. I/We wish to appoint **any one of the followings**:

(1) age years,
residing/located at No., Road, Tambol/Kwaeng,
Amphur/Khet, Province, Postal Code, or

(2) age years,
residing/located at No., Road, Tambol/Kwaeng,
Amphur/Khet, Province, Postal Code, or

(3) **Mr. Somboonkiat Kasemsuwan**, aged 80 years, residing/located at No. 11, Soi Suan Nakharin Village 2, Nong Bon Sub-District, Prawet District, Bangkok 10250, or

(4) **Mr. Santi Bangor**, aged 79 years, residing/located at No. 73/21 Soi Areesumpun 1, Phaholyothin Road, Samsen-Nai Sub-District, Phayathai District, Bangkok 10400, or

(5) **Mr. Cherdpong Siriwit**, aged 79 years, residing/located at No. 9/142, Soi 2/3, Panya-Ramindra Village, Panya-Ramindra Road, Kannayao Sub-District, Kannayao District, Bangkok 10230

as my/our proxy to attend and vote on my/our behalf at the 2026 Annual General Meeting of Shareholders to be held on Tuesday, 28 April 2026, at 13:30 hours via electronic means (e-AGM) or such other date, time and place as may be adjourned.

3. I/We authorise our proxy to attend the Meeting and cast the votes on my/our behalf in the following manner:

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

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

Ordinary shares: shares in total, which are entitled to cast votes; and

Preferred shares: - shares in total, which are entitled to cast - votes;

Total: votes.

4. I/We authorise my/our proxy to cast the votes on my/our behalf at the above Meeting in the following manners:

- Agenda 1** **To acknowledge the results of operations of the Company for the fiscal year ended 31 December 2025**
 – For acknowledgement –

- Agenda 2** **To consider and approve the Company’s audited financial statements for the fiscal year ended 31 December 2025 with the auditor's report thereon**
 - (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 Approve votes Disapprove..... votes Abstain votes

- Agenda 3** **To consider and approve the payment of dividend**
 - (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 Approve votes Disapprove..... votes Abstain votes

- Agenda 4** **To consider and approve the election of directors to succeed those who will be retiring by rotation**
 - (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:

 - To elect directors as a whole.
 Approve votes Disapprove..... votes Abstain votes

 - To elect each director individually.

 - Agenda 4.1 Mr. Prasert Bunsumpun**
 - (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 Approve votes Disapprove..... votes Abstain votes

 - Agenda 4.2 Ms. Ausana Mahagitsiri**
 - (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 Approve votes Disapprove..... votes Abstain votes

 - Agenda 4.3 Mr. Kamolsut Dabbaransi**
 - (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 Approve votes Disapprove..... votes Abstain votes

 - Agenda 4.4 Mr. Cherdpong Siriwit**
 - (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 Approve votes Disapprove..... votes Abstain votes

- Agenda 5** **To consider and approve the remuneration for directors and members of the subcommittees for the year 2026**
 - (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 Approve votes Disapprove..... votes Abstain votes

- Agenda 6** **To consider and approve the appointment of auditors and the determination of the audit fee for the fiscal year 2026**
 - (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 Approve votes Disapprove..... votes Abstain votes

- Agenda 7 To consider and approve the new line for the issuance and offering of debentures**
 - (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve votes Disapprove..... votes Abstain votes

- Agenda 8 To consider and approve the reduction of the Company’s registered capital from Baht 2,733,696,846 to Baht 1,822,464,564 by cancelling 911,232,282 authorized but unissued ordinary shares, with a par value of Baht 1.00 per share**
 - (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve votes Disapprove..... votes Abstain votes

- Agenda 9 To consider and approve the amendment to Clause 4. of the Company’s Memorandum of Association in accordance with the reduction of the registered capital**
 - (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve votes Disapprove..... votes Abstain votes

- Agenda 10 To consider other businesses (if any)**
 - (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve votes Disapprove..... votes Abstain votes

5. If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder(s).

6. If my/our instructions on voting are not expressly or clearly indicated on any agenda, the Meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at their own discretion.

Any acts or performance caused by the proxy at the above Meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

Signed Grantor Signed Proxy Holder
(.....) (.....)

Signed Proxy Holder Signed Proxy Holder
(.....) (.....)

Remarks

1. This Form C. is used only if the shareholder, whose name is in the shareholders’ register, is a foreign shareholder who appoints a local custodian in Thailand to keep their shares in the custody.
2. The necessary evidence to be enclosed with this proxy form is:
 - (1) The power-of-attorney granted by the shareholder to the custodian by which the custodian is appointed to sign the proxy form on the shareholder’s behalf; and
 - (2) A certification that the authorised signatory of the proxy form is licensed to operate the custodial business.
3. A shareholder shall grant a proxy holder to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
4. In the agenda relating the election of directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
5. In case there is other business to be discussed in addition to those specified above, the grantor may make additional authorisation in the Annex to Proxy Form C.

Annex to Proxy Form C

A proxy is granted by a shareholder of Thoresen Thai Agencies Public Company Limited.

For the 2026 Annual General Meeting of Shareholders to be held on Tuesday, 28 April 2026 at 13:30 hours via electronic media (e-AGM) or such other date, time and place as may be adjourned.

- Agenda Item re:
 - (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve votes Disapprove votes Abstain votes

- Agenda Item re:
 - (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve votes Disapprove votes Abstain votes

- Agenda Item re:
 - (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve votes Disapprove votes Abstain votes

- Agenda Item re:
 - (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve votes Disapprove votes Abstain votes

- Agenda Item re:
 - (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve votes Disapprove votes Abstain votes

- Agenda Item re:
 - (a) The proxy is entitled to cast the votes on my/our behalf at his/her own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve votes Disapprove votes Abstain votes

Profiles of Independent Directors who are proposed to serve as a proxy for shareholders

- | | |
|---|--|
| 1. Name | Mr. Somboonkiat Kasemsuwan |
| Age | 80 years |
| Position | Independent Director |
| Address | No. 11, Soi Suan Nakharin Village 2,
Nong Bon Sub-District, Prawet District,
Bangkok 10250 |
| Date of first appointment | 14 November 2016 |
| Conflict of interest in agenda items of this Meeting | Conflict of interest in agenda item 5 |
|
 | |
| 2. Name | Mr. Santi Bangor |
| Age | 79 years |
| Position | Independent Director |
| Address | No. 73/21 Soi Areesumpun 1, Phaholyothin Road,
Samsen-Nai Sub-District, Phayathai District,
Bangkok 10400 |
| Date of first appointment | 31 January 2012 |
| Conflict of interest in agenda items of this Meeting | Conflict of interest in agenda item 5 |
|
 | |
| 3. Name | Mr. Cherdpong Siriwit |
| Age | 79 years |
| Position | Independent Director |
| Address | No. 9/142, Soi 2/3, Panya-Ramindra Village,
Panya-Ramindra Road, Kannayao Sub-District,
Kannayao District, Bangkok 10230 |
| Date of first appointment | 30 January 2013 |
| Conflict of interest in agenda items of this Meeting | Conflict of interest in agenda item 4 and 5 |

**Notification on the Personal Data Protection
For the 2026 Annual General Meeting of Shareholders (“2026 e-AGM”)**

In order for the 2026 Annual General Meeting of Shareholders of Thoresen Thai Agencies Public Company Limited (the “**Company**” or “**TTA**”) to comply with the Personal Data Protection Act of 2019 (“**PDPA 2019**”), the Company declares the following for your information.

1. Collected personal data

The Company will be collecting your personal data, which includes the personal data of grantors and/or proxy holders, namely first name, last name, address, phone number, photo, ID number, securities holder registration number, and data concerning electronic system user, including email and IP address for electronic (online) Meetings. Note that the Company may collect your data from other sources, namely Thailand Securities Depository Co., Ltd., as the registrar of the Company, only as necessary with a means authorized by law.

The Company does not wish to collect sensitive data, such as religion, blood type. Nevertheless, it may receive such data appearing in your ID or other documents. Therefore, the Company requests you to cover such data before sending it to the Company; if this cannot be done for whatever reason, the Company will collect such data as part of the data set needed by the Company strictly for the objective concerning you. It will not process these sensitive data.

The Company will be recording and broadcasting this Meeting live for its lawful benefit and in the interests of shareholders and/or for publicizing the 2026 e-AGM through electronic means. Such video and images may show 2026 e-AGM attendees.

2. Objective of collection, usage, and disclosure of personal data

The Company will collect, use, and disclose your personal data for the objective of the 2026 e-AGM or for its lawful benefit, or for compliance with the law.

3. Storage period and security period of personal data

The Company will store your personal data for as long as necessary for the objective stated in this notification. Unless it is necessary to keep personal data for any other reason, for example, to comply with the law or to investigate in the event of a dispute, the Company may be required to retain such data for a period longer than specified. Suitable and strict measures for maintaining data security are in place. If the storage period cannot be spelled out, the Company will store the data for an expected period by the standard of data collection, such as litigation limitation of up to 10 years.

4. Your rights as personal data owner

As the data owner, you have personal data rights prescribed by PDPA 2019, namely the rights to withdraw your consent, request access to the data, request data changes, request data deletion, request suspension of data use, request data transmission or transfer, file a petition, and object to data collection, usage, or disclosure.

5. Disclosure of personal data to other parties or agencies

The Company may find it necessary to disclose personal data to a person, juristic person, or government agency that works with the Company for the objective stated in this notification only as necessary, including technology system service providers, regulators, government agencies, or as directed by the authority.

The Company may also find it necessary to publicize your personal data when called for by the law or good corporate governance principles, including the AGM minutes.

If you have any questions or require further information concerning the protection, collection, usage, and disclosure of your personal data, the exercise of your rights, or if you have any complaints, please contact:

Thoresen Thai Agencies Public Company Limited

Personal Data Protection Officer

26/26-27 Orakarn Building, 8th Floor, Soi Chidlom, Ploenchit Road, Lumpinee, Patumwan, Bangkok, 10330

Tel: 02-250-0569 to 74 Email: dpotta@thoresen.com