

## Minutes of the 2026 Annual General Meeting of Shareholders via Electronic Means

### Proud Real Estate Public Company Limited

April 23, 2026, at 14:00 hours

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#### Date, Time and Location

Thursday, April 23, 2026 at 14:00 hours via Electronic Means (E-AGM)

#### Quorum

At 14:00 hours, there were 27 shareholders attending the meeting via electronic means, 4 shareholders attending in person and 23 shareholders attending by proxy, altogether holding 575,846,909 shares, equivalent to 59.1210 percent of the total issued shares of the Company, thus constituting a quorum of the meeting pursuant to the Company's Articles of Association. Mr. Anuwat Maytheewibulwut, Chairman of the Board of Directors, presided as the Chairman of the meeting, declared the meeting open at 14:00 hours.

#### Board of Directors who attended the meeting in person

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|-------------------------------|--|
| 1. Mr. Anuwat Maytheewibulwut | Independent Director, Chairman of the Board of Directors, Chairman of the Audit Committee, Chairman of the Nomination and Remuneration Committee and Chairman of the Risk Management Committee |
| 2. Mr. Pitak Pruittisarikorn  | Director, Vice Chairman of the Board of Directors and Chairman of the Executive Committee  |
| 3. Mr. Anucha Sihanatkathakul | Director and Member of the Nomination and Remuneration Committee   |
| 4. Mr. Dan Sornmani           | Independent Director, Member of the Audit Committee and Member of the Risk Management Committee  |
| 5. Mr. Chetawan Anuntasomboon | Independent Director   |
| 6. Pol.Gen. Sutep Dechrugsa   | Independent Director   |
| 7. Mr. Pasu Liptapanlop       | Director, Member of the Nomination and Remuneration Committee and Vice Chairman of the Executive Committee   |
| 8. Ms. Proudputh Liptapanlop  | Director, Member of the Risk Management Committee and Member of the Executive Committee  |

9. Mr. Pumipat Sinacharoen Director, Member of the Risk Management Committee, Member of the Executive Committee and Chief Executive Officer

#### **Board of Directors who attended the meeting via Electronic Means**

1. Ms. Anchalee Bunsongsikul Independent Director, Member of the Audit Committee and Member of the Risk Management Committee
2. Mr. Thanasak Chanyapoon Director

(There were 11 out of 11 directors present at the meeting, representing 100 percent of the total number of the Board of Directors.)

#### **Attendees who attended the meeting in person**

1. Ms. Naruedee Koslathip Chief Financial Officer
2. Ms. Jitthinan Udompokanan Head of Company Secretary Department
3. Ms. Maysa Limsuwankesorn Assistant Company Secretary
4. Mr. Aran Phanthumchinda Legal Advisor, Trinity Law Co., Ltd.

#### **Attendees who attended the meeting via Electronic Means**

1. Mr. Piya Chaipruckmalakarn Certified Public Accountant, EY Office Limited
2. Ms. Nalinrat Passakchai Auditor, EY Office Limited

**The meeting commenced at 14:00 hours.**

**Mr. Anuwat Maytheewibulwut**, Chairman of the Board of Directors, presided over the meeting (the “**Chairman**”). The Chairman informed the meeting that this session was conducted via electronic means in accordance with the Emergency Decree on Electronic Meetings, B.E. 2563 (2020) and the Notification of Ministry of Digital Economy and Society regarding Standards for Maintaining Security of Meeting via Electronic Means B.E. 2563 (2020). In addition, the meeting was organized in accordance with the electronic meeting standards issued by the Electronic Transactions Development Agency (ETDA). The Company records both video and audio of this meeting for legitimate interests and purposes related to the shareholders' meeting. Shareholders may study the details of the personal data processing form for shareholders in the notice of this meeting. In this regard, the Chairman assigned Ms. Jitthinan Udompokanan, Head of Company Secretary Department, to act as the meeting moderator.

Ms. Jitthinan Udompokanan, Head of Company Secretary Department, informed the meeting of the voting and vote-counting procedures, the details of which are as follows:

**Case 1:** Shareholders attending in person

Upon completing the registration, shareholders may cast their votes online immediately. Shareholders can vote "Approve," "Disapprove," or "Abstain." After selecting their choice, a confirmation box will appear and shareholders must click to confirm their vote. Votes may be amended at any time until the voting for that specific agenda item is closed.

**Case 2:** Shareholders attending by proxy

For shareholders who have appointed a proxy to attend and vote on their behalf, the Company will record their "Approve," "Disapprove," or "Abstain" votes in the computer system as specified by the shareholders. In the event that no shareholder expresses disapproval or abstention, it shall be deemed that the meeting approves the matter as proposed by the Chairman.

For the counting and announcement of voting results, the Company has engaged Online Asset Co., Ltd. to provide the voting system for this meeting. The system will specifically count the 'Disapprove' and 'Abstain' votes for each agenda item. These votes will then be deducted from the total number of votes present; the remaining balance shall be deemed as 'Approve' votes for that respective agenda item.

Online Asset Co., Ltd. will verify the vote counts for each item requiring a resolution, and the officers will summarize the results for the shareholders at the end of each agenda. Furthermore, the Company will re-summarize the final voting results for each agenda, which will be notified to the Stock Exchange of Thailand (SET).

Shareholders who wish to submit inquiries or express opinions may type their questions by clicking the question mark icon for text format or click the headset icon for video call format to submit questions for each agenda item. Shareholders are kindly requested to provide their full name prior to submitting any inquiries.

In the interest of transparency and in alignment with Good Corporate Governance policies, the Company has appointed an independent observer, Mr. Aran Phanthumchinda, a legal advisor from Trinity Law Co., Ltd., to witness and verify the vote-counting process.

Subsequently, **the Chairman** expressed his gratitude to the shareholders for their attendance and officially declared the 2026 Annual General Meeting of Shareholders (AGM) open via electronic means.

The Chairman then proceeded to conduct the meeting in accordance with the agenda items set forth in the Notice of the 2026 Annual General Meeting of Shareholders as follows:

**Agenda 1 To acknowledge the Minutes of the 2025 General Meeting of Shareholders**

The Chairman reported to the meeting that the 2025 General Meeting of Shareholders was held on April 23, 2025. The Company prepared the Minutes of the said meeting and submitted a copy to the Stock Exchange of Thailand (SET) and the Ministry of Commerce within the period prescribed by law. Furthermore, the Company disclosed the Minutes on the Company's website and distributed copies to all shareholders in advance, together with the notice of this meeting.

Regarding this agenda item, the Board of Directors was of the opinion that the Minutes of the 2025 General Meeting of Shareholders correctly and completely recorded all significant inquiries and opinions. Therefore, the Board deemed it appropriate to propose the meeting to acknowledge the said minutes. Subsequently, the meeting was invited to express opinions or raise questions regarding this matter. However, no shareholder expressed any opinions or raised any questions.

As this agenda item was for acknowledgment only, no voting was required.

Remark For this agenda item, an additional shareholder attended the meeting, representing 1,195,000 shares.

**Agenda 2 To acknowledge the report of Board of Directors and operating results for the year ended December 31, 2025**

The Chairman assigned Mr. Pumipat Sinacharoen, Chief Executive Officer (CEO), to present the details of this agenda item to the meeting.

Mr. Pumipat Sinacharoen reported to the meeting that, in accordance with Article 35(1) of the Company's Articles of Association, the General Meeting of Shareholders shall consider the Board of Directors' report on the Company's operations during the past year. The Company has summarized its performance and significant changes occurring during the year 2025, details of which appear in the 2025 Annual Report (Form 56-1 One Report) provided in QR Code format (Enclosure 2), which was dispatched to all shareholders along with the notice of this meeting.

Mr. Pumipat Sinacharoen reported the Company's operating results and significant changes for the year 2025. The Company generated total revenue of approximately 6,407 million Baht, an increase from 2,268 million Baht in the previous year, representing a growth rate of 183 percent. The primary

revenue was derived from two major projects: NUE DISTRICT R9, valued at approximately 4,725 million Baht 73 percent of total revenue, and VEHHA, a self-developed project, valued at approximately 1,267 million Baht 20 percent of total revenue. The Company recorded a net profit of approximately 168 million Baht, nearly a three-fold increase compared to the previous year's net profit of 57 million Baht. This reflects significant leapfrog growth, with the Company achieving record-high revenue since its inception.

Regarding the cumulative sales and transfers for each project as of the end of 2025, the VI ARI single-detached house project recorded 5 units sold and transferred, accounting for approximately 80 percent. The VEHHA condominium project reached approximately 69 percent in sales and 53 percent in ownership transfers. Meanwhile, the NUE DISTRICT R9 project was nearly sold out, with transfers reaching approximately 71 percent. For the ROMM CONVENT project, sales stood at approximately 85 percent, with ownership transfers scheduled to commence in May 2026.

Additionally, the Company launched new projects in the fourth quarter of 2025, namely The Residences at InterContinental Phuket Resort, which achieved approximately 21 percent in sales as of the end of 2025 and increased to approximately 33 percent as of March 2026, with a total value of approximately 700 million Baht. As for the VARUNN project, a single-detached house development, the Company held a soft opening in late 2025, resulting in 2 units sold.

The Company's portfolio is well-diversified in terms of both location and project type, covering Bangkok, Hua Hin, and Phuket, and comprising both low-rise and high-rise developments. These include projects developed internally as well as those acquired through investment. Furthermore, the Company has established Prompt Solution Management Co., Ltd. to provide property management services and oversee after-sales care following the transfer of ownership.

Furthermore, the Company's operating results have demonstrated significant growth, with total project value expanding approximately sevenfold, from 3,790 million Baht to approximately 26,100 million Baht between the year 2020 and 2025. This reflects the Company's potential for leapfrog business expansion over the past five years.

As of the end of the year 2025, the Company maintained a backlog of 6,131 million Baht, of which approximately 5,623 million Baht—representing over 80 percent of the projected revenue—is expected to be recognized in the year 2026. The Company forecasts total revenue for 2026 to be approximately 6,707 million Baht, with an anticipated improvement in profit margins. This positive outlook is attributed to a higher revenue contribution from self-developed projects, which yield higher margins.

Furthermore, the Company has allocated an investment budget of approximately 2,500 million Baht for new projects scheduled for the year 2026–2027.

Regarding the Company's financial position, the Net Debt to Equity Ratio was successfully reduced from 3.1 times—recorded during the acquisition of the NUE CROSS KHU KHOT STATION and NUE DISTRICT R9 projects in late 2023—to 1.9 times at the end of the year 2025. This ratio is projected to decline to below 1.0 time by the end of the year 2026. Furthermore, the Company maintains strong capital liquidity, with available credit facilities from financial institutions totaling approximately 3,129 million Baht and an outstanding loan balance of approximately 2,393 million Baht.

In terms of sustainability and corporate governance, the Company achieved an "A" rating in the 2025 SET ESG Ratings for the first time. Additionally, in December 2025, the Company was officially certified as a member of the Thai Private Sector Collective Action Against Corruption (CAC), reflecting its commitment to transparent and sustainable business practices. Shareholders were encouraged to review further details regarding operating results, corporate governance policies, and sustainability reports via the Annual Report and the Company's website.

For this agenda item, the Board of Directors deemed it appropriate to propose that the Shareholders' Meeting acknowledge the report of Board of Directors and operating results for the year ended December 31, 2025, with details as presented.

**Mr. Pumipat Sinacharoen** invited the meeting to express opinions or raise questions regarding this agenda item.

**Ms. Usa Sumetlak**, a shareholders' right protection volunteer, attending by proxy from the Thai Investors Association, inquired whether the Company, under its "ALL IS WELL" strategy focused on wellness, has plans to further create opportunities in collaboration with its affiliated hotel and water park businesses. She specifically asked how such plans would attract high-purchasing-power foreign customers amid the prevailing domestic interest rate environment.

**Mr. Pumipat Sinacharoen** clarified that the Company has consistently proposed mixed-use real estate development approaches by integrating residential units with hotel services and lifestyle amenities. For example, the VEHHA project, which features services from the Holiday Inn and is situated near Vana Nava Water Jungle Hua Hin, and The Residences at InterContinental Phuket Resort, which is similarly connected to and serviced by the hotel. Furthermore, the Company has developed affiliated supporting elements, such as sports club services, to enhance quality of life and convenience for

customers. The Company aims to meet the demands of both domestic and foreign clients, noting a continuous upward trend in the proportion of foreign customers, particularly in Phuket.

As this agenda item was for acknowledgment only, no voting was required.

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

The Chairman assigned **Mr. Pumipat Sinacharoen**, Chief Executive Officer (CEO), to present the details of this agenda item to the meeting.

**Mr. Pumipat Sinacharoen** reported to the meeting that, following the report on operating results in the previous agenda item, the Board of Directors deemed it appropriate to propose the meeting to consider and approve the financial statements for the year ended December 31, 2025. These statements have been audited and signed by the Company's authorized auditor from EY Office Limited, and have been duly approved by both the Audit Committee and the Board of Directors. Details are shown hereunder.

Operating Results (Million Baht)	Year 2025	Year 2024
Revenues from sales of real estate	6,367.17	2,221.25
Total revenues	6,406.80	2,267.82
Profit for the year	167.83	56.62
Financial Position (Million Baht)	Year 2024	Year 2023
Cash and cash equivalents	454.25	484.90
Real estate development costs	6,349.87	9,045.14
Total assets	7,490.65	10,656.55
Interest-bearing debt	3,768.03	5,672.82
Total liabilities	5,757.82	9,091.28
Shareholders' equity	1,732.83	1,565.26
Paid-up capital	974.01	974.01
Share Value (Baht Per Share)	Year 2024	Year 2023
Earnings per share	0.17	0.06
Book value per share	1.78	1.61

Subsequently, **Mr. Pumipat Sinacharoen** invited the meeting to express opinions or raise questions regarding this matter.

**Ms. Usa Sumetlak**, a shareholders' right protection volunteer, attending by proxy from the Thai Investors Association, inquired about the financial statements for the year ended December 31, 2025. She noted that the Company's income tax expense appeared relatively high compared to its profit before tax and sought clarification on the reasons for this. Additionally, she inquired about the Company's plans for managing its tax burden in the following year.

**Mr. Pumipat Sinachroen** clarified the issue based on the consolidated financial statements. In the year 2025, the Company reported a profit before income tax of approximately 328 million Baht and an income tax expense of approximately 160 million Baht, representing an effective tax rate of approximately 49 percent. While this rate appeared relatively high, it resulted from accounting factors and the business structure and did not reflect any tax irregularities.

The Company's primary revenue for that year—exceeding 70 percent—was derived from the NUE DISTRICT R9 project ("Rama 9 Project"). Regarding the separate financial statements of the Rama 9 Project, the tax rate stood at approximately 23 percent, which is close to the statutory corporate income tax rate of 20 percent. The 3 percent difference was attributed to the reversal of deferred tax assets.

Furthermore, the consolidated financial statements included costs of real estate sales of approximately 382 million Baht, arising from the acquisition of two projects in late 2023: NUE DISTRICT R9 and NUE CROSS KHU KHOT STATION. These projects were acquired at a premium over their book value due to their construction progress and existing pre-sales. This premium was recorded as an accounting cost but was non-deductible for tax purposes. Consequently, this reduced the accounting profit and resulted in a higher calculated tax rate relative to the profit before tax in the Company's consolidated financial statements.

Nevertheless, corporate income tax payments continue to be processed at the subsidiary level as per normal practice, rather than at the consolidated financial statement level. The Company reaffirms that there are no tax irregularities, and that the stated figures are solely a result of accounting entries.

As there were no further questions or opinions regarding this agenda item, **the Chairman** requested the meeting to consider and approve the proposed matter.

**Resolution** The meeting resolved to approve the financial statements for the year ended December 31, 2025 with the majority votes of shareholders who attended the meeting and cast their votes as follows:

Approved	577,041,909	equivalent to	100.00%
Disapproved	0	equivalent to	0.00%
Abstained	0	-	-

**Agenda 4 To consider and approve the allocation of the net profit as a legal reserve and dividend payment**

The Chairman assigned **Mr. Pumipat Sinacharoen**, Chief Executive Officer (CEO), to present the details of this agenda item to the meeting.

**Mr. Pumipat Sinacharoen** reported to the meeting that, in compliance with Section 115 and 116 of the Public Limited Companies Act B.E. 2535 (as amended) and the Company’s Articles of Association, Article 40 and 41, which stipulate that the dividends can only be paid from company profits and prohibits payment if there are accumulated losses. The dividend payment must be approved by the shareholder meeting. In addition, the company must allocate no less than 5 percent of the annual net profit, after deducting any accumulated losses (if any), to legal reserves until the reserve reaches no less than 10 percent of the registered capital. Furthermore, the Company has a policy to pay dividends at a rate of no less than 40 percent of net profit, with a primary focus on shareholder returns. Dividends will be paid in any year the company generates a profit after taxes, legal reserves, and other necessary reserves—provided there are no accumulated losses and the funds are sufficient for future business.

The Company records a net profit of 167,829,930 Baht for the fiscal year 2025 based on the consolidated financial statements and has no accumulated losses. After allocating 5,753,034 Baht to the legal reserves, which represents not less than 5 percent of the net profit for the year 2025, the Company therefore proposes a dividend payment of 0.09 Baht per share, totaling 83,914,965 Baht. This represents 50 percent of the net profit as per the consolidated financial statements, which is in accordance with the Company’s dividend policy. The Company will pay dividends only to the shareholders whose names appear in the shareholders’ register on the Record Date, April 30, 2026. The dividend payment is scheduled to be made on May 18, 2026.

The Board of Directors deemed it appropriate to propose that the meeting consider and approve the allocation of 5,753,034 Baht from the 2025 net profit to the legal reserves. Furthermore, the Board proposed the approval of a dividend payment for the 2025 operating results at the rate of 0.09 Baht per share, totaling 83,914,965 Baht. This represents 50 percent of the net profit for the year 2025 based on the consolidated financial statements, which is in accordance with the Company’s dividend policy.

Subsequently, **Mr. Pumipat Sinacharoen** invited the meeting to express opinions or raise questions regarding this matter.

As there were no further questions or opinions regarding this agenda item, **the Chairman** requested the meeting to consider and approve the proposed matter.

**Resolution** The meeting resolved to approve the allocation of the net profit as a legal reserve and dividend payment with the majority votes of shareholders who attended the meeting and cast their votes as follows:

Approved	577,041,909	equivalent to	100.00%
Disapproved	0	equivalent to	0.00%
Abstained	0	-	-

**Agenda 5 To consider and approve the election of directors in replacement of those retiring by rotation**

**The Chairman** reported to the meeting that, pursuant to Section 71 of the Public Limited Companies Act B.E. 2535 (as amended) and Article 16 of the Company’s Articles of Association, it is stipulated that one-third of the total number of directors must retire by rotation at the Annual General Meeting of Shareholders. If the number of directors cannot be evenly divided by three, the number of directors to retire by rotation shall be the number closest to one-third. The directors who retire by rotation may be re-elected to serve another term. At the 2026 Annual General Meeting of Shareholders, there are four directors who are due to retire by rotation as follows:

1. Mr. Pitak Pruittisarikorn Director, Vice Chairman of the Board of Directors and Chairman of the Executive Committee
2. Ms. Anchalee Bunsongsikul Independent Director, Member of the Audit Committee and Member of the Risk Management Committee
3. Mr. Anucha Sihanatkathakul Director and Member of the Nomination and Remuneration Committee
4. Mr. Pasu Liptapanlop Director, Member of the of the Nomination and Remuneration Committee and Vice Chairman of the Executive Committee

**The Chairman** subsequently requested these four directors to leave the meeting room until the voting process was completed. It was noted that Ms. Anchalee Bunsongsikul attended the meeting via electronic means.

**The Chairman** reported to the meeting that the Nomination and Remuneration Committee (without participation by directors having interests therein) had thoroughly considered and reviewed the candidates. The Committee was of the opinion that all four individuals meet the qualifications required by the Public Limited Companies Act and do not possess any disqualifying characteristics under the guidelines of the Securities and Exchange Commission. Furthermore, these individuals possess the knowledge, abilities, and experience that will be beneficial to the Company's operations.

Regarding the candidate nominated as an Independent Director, the Committee (without participation by directors having interests therein) confirmed that the person meets all legal requirements for independent directorship and is capable of expressing opinions independently in accordance with relevant regulations. Consequently, the Board of Directors resolved to propose that the meeting consider and approve the re-election of all four directors to serve for another term.

In accordance with the principles of Good Corporate Governance, the Company provided an opportunity for shareholders to nominate qualified candidates for election as directors in advance, from October 1, 2025, to December 31, 2025. The nomination channels and criteria were established and disclosed on the Company's website. However, during the said period, no shareholders nominated any candidates for consideration.

Subsequently, **the Chairman** invited the meeting to express opinions or raise questions regarding this matter.

As there were no further questions or opinions regarding this agenda item, **the Chairman** requested the meeting to consider and approve the proposed matter on an individual basis.

**Resolution** The meeting resolved to approve the election of directors in replacement of those retiring by rotation with the majority votes of shareholders who attended the meeting and cast their votes on an individual basis as follows:

1.	Mr. Pitak Pruittisarikorn	Director, Vice Chairman of the Board of Directors and Chairman of the Executive Committee		
	Approved	577,041,909	equivalent to	100.00%
	Disapproved	0	equivalent to	0.00%
	Abstained	0	-	-
2.	Ms. Anchalee Bunsongsikul	Independent Director, Member of the Audit Committee and Member of the Risk Management Committee		
	Approved	577,041,909	equivalent to	100.00%
	Disapproved	0	equivalent to	0.00%
	Abstained	0	-	-
3.	Mr. Anucha Sihanatkathakul	Director and Member of the of the Nomination and Remuneration Committee		
	Approved	577,041,909	equivalent to	100.00%
	Disapproved	0	equivalent to	0.00%
	Abstained	0	-	-
4.	Mr. Pasu Liptapanlop	Director, Member of the of the Nomination and Remuneration Committee and Vice Chairman of the Executive Committee		
	Approved	577,041,909	equivalent to	100.00%
	Disapproved	0	equivalent to	0.00%
	Abstained	0	-	-

Thereafter the completion of the vote casting, **the Chairman** invited these four directors to resume the Meeting and proceeded with the next agenda.

**Agenda 6 To consider and approve the determination of the directors' remuneration for the year 2026**

**The Chairman** reported to the meeting that the Nomination and Remuneration Committee had thoroughly considered and reviewed the remuneration for the Board of Directors and Sub-committees. The criteria for determining the proposed remuneration include the company's operating results and

business size, duties and responsibilities of the Board of Directors and Sub-committees, as well as a benchmark comparison with other companies in the same industry. Therefore, it is deemed appropriate to propose the directors' remuneration for the year 2026 as follows:

- 1) Monthly remuneration and meeting allowance for the year 2026, which remains at the same rate as the previous year, with details as follows:

Unit : Baht

Meeting	Monthly Remuneration	Meeting Allowance 2026 (Proposed)	Meeting Allowance 2025
<b>Board of Directors</b>			
1. Chairman	-	30,000	30,000
2. Director	-	25,000	25,000
<b>Audit Committee</b>			
1. Chairman	-	30,000	30,000
2. Director	-	25,000	25,000
<b>Nomination and Remuneration Committee</b>			
1. Chairman	-	30,000	30,000
2. Director	-	25,000	25,000
<b>Risk Management Committee</b>			
1. Chairman	-	30,000	30,000
2. Director	-	25,000	25,000

Remarks:

The total of monthly remuneration and meeting allowance for the Board of Directors and Sub-committees for the year 2026 shall not exceed 3,000,000 Baht.

- 2) Directors' bonus based on the 2025 operating results shall be at a rate of not exceeding 3,000,000 Baht, provided that such bonus shall be allocated among the directors at their discretion. In this regard, members of the Executive Committee shall not be entitled to the directors' bonus.
- 3) Other benefits: – None –

The Board of Directors deemed it appropriate to propose that the meeting consider and approve the determination of the directors' remuneration for the year 2026. The proposed remuneration was thoroughly reviewed by the Nomination and Remuneration Committee and has been duly approved by the Board of Directors.

Subsequently, **the Chairman** invited the meeting to express opinions or raise questions regarding this agenda item.

As there were no further questions or opinions regarding this agenda item, **the Chairman** requested the meeting to consider and approve the proposed matter.

**Resolution** The meeting resolved to approve the determination of the directors' remuneration for the year 2026 with the votes of not less than two-thirds (2/3) of the total number of votes of shareholders who attended the meeting as follows:

Approved	577,041,909	equivalent to	100.00%
Disapproved	0	equivalent to	0.00%
Abstained	0	equivalent to	0.00%
Not entitled to vote	0	equivalent to	0.00%

**Agenda 7 To consider and approve the appointment of auditors and the determination of their remuneration for the year 2026**

**The Chairman** reported to the meeting that, pursuant to Section 120 of the Public Limited Companies Act B.E. 2535 (as amended), the Annual General Meeting of Shareholders shall appoint the auditor and determine the audit fee of the company every year; a retiring auditor is eligible for re-appointment.

The Audit Committee has reviewed the 2025 performance and qualifications of the Company's auditor and is of the opinion that EY Office Limited has performed its duties in accordance with auditing standards with high efficiency and provided beneficial advice to the Company. Furthermore, the firm possesses full qualifications and maintains no relationship or interest with the Company, its subsidiaries, executives, major shareholders, or any related persons thereof, ensuring sufficient independence to audit and express opinions on the Company's financial statements.

Accordingly, it was proposed that the meeting consider and approve the appointment of auditors from EY Office Limited as the Company's auditors for the year 2026, with the list of auditors as follows:

- |                                |                             |
|--------------------------------|-----------------------------|
| 1. Mr. Piya Chaipruckmalakarn  | CPA, Registration No. 7544  |
| 2. Ms. Siriwan Suratepin       | CPA , Registration No. 4604 |
| 3. Ms. Natteera Pongpinitpinyo | CPA, Registration No. 7362  |

Furthermore, it was proposed to determine the 2026 audit fee for Proud Real Estate Public Company Limited at 1,500,000 Baht and the audit fee for its subsidiaries at 2,300,000 Baht. The total combined audit fee for the Company and its subsidiaries shall not exceed 3,800,000 Baht, excluding other non-audit fees.

The Board of Directors deemed it appropriate to propose that the meeting consider and approve the appointment of auditors from EY Office Limited as the Company's auditors for the year 2026, as per the list mentioned above. In the event that any of the aforementioned auditors are unable to perform their duties, EY Office Limited shall be authorized to provide other certified public auditors from its firm as substitutes. Additionally, the Board proposed the approval of the 2026 audit fee for the Company at 1,500,000 Baht and the acknowledgment of the 2026 audit fee for its subsidiaries at 2,300,000 Baht, totaling amount of not exceeding 3,800,000 Baht, excluding other non-audit fees.

Subsequently, **the Chairman** invited the meeting to express opinions or raise questions regarding this agenda item.

As there were no further questions or opinions regarding this agenda item, **the Chairman** requested the meeting to consider and approve the proposed matter.

**Resolution** The meeting resolved to approve the appointment of auditors and the determination of their remuneration for the year 2026 with the majority votes of shareholders who attended the meeting and cast their votes as follows:

Approved	586,600,709	equivalent to	100.00%
Disapproved	0	equivalent to	0.00%
Abstained	0	-	-

**Remark** For this agenda item, an additional shareholder attended the meeting, representing 9,558,800 shares.

**Agenda 8 To consider any other matters (if any)**

The Chairman informed the meeting that, pursuant to Section 105, Paragraph 2 of the Public Limited Companies Act B.E. 2535 (as amended), shareholders holding an aggregate number of shares of not less than one-third (1/3) of the total sold shares may request the meeting to consider matters other than those specified in the notice of the meeting.

As there were no further inquiries or matters raised by the shareholders, the Chairman expressed his gratitude to the shareholders for their time and attendance. The meeting adjourned at 15:15 hours.

*Mr. Anuwat Maytheewibulwut*  
Chairman of the Board of Directors

*Ms. Jitthinan Udompokanan*  
Minutes Recorder