



AGM.MEDEZE 01/2026

24 March 2026

- Subject : Invitation to the 2026 Annual General Meeting of Shareholders
- To : Shareholders of Medeze Group Public Company Limited
- Enclosures :
1. 2025 Annual Report (Form 56-1 One Report) in QR Code format (including financial statements and auditor's report)
 2. Profiles of nominees for directors replacing those retiring by rotation
 3. Profiles of nominees for new directors
 4. Profiles of auditors proposed for 2026
 5. Definition of independent directors and information of independent directors proposed as proxy holders
 6. Articles of Association relating to shareholders' meetings
 7. Guidelines for attending the meeting via electronic means (E-AGM) and proxy procedures
 8. Proxy Form A
 9. Proxy Form B
 10. Proxy Form C
 11. Guidelines for electronic proxy voting (e-Proxy Voting)
 12. Personal Data Protection Notice
 13. Contact channels for inquiries and meeting document details

The Board of Directors of Medeze Group Public Company Limited ("the Company" or "MEDEZE") has resolved to convene the 2026 Annual General Meeting of Shareholders on Tuesday, 21 April 2026 at 1:30 PM through Electronic Meeting (E-AGM) in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and relevant regulations, to consider the following agenda items:

Agenda 1 **To acknowledge the Company's operating results for the year 2025**

Facts and Reasons In accordance with Section 113 of the Public Limited Companies Act B.E. 2535 (1992), the Board is obligated to submit the annual report to shareholders along with the invitation to the Annual General Meeting (AGM). The Company has prepared the operating results report for 2025 in compliance with relevant laws and SEC regulations. Further details can be found in the 2025 Annual Report (Form 56-1 One Report), which is available via QR Code.

Board's Opinion The company's board of directors has reviewed and decided to propose at the Annual General Meeting of Shareholders in 2026 the acknowledgment of the board's report on the company's performance for the year 2025 (Form 56-1 One Report). Details of this report are included in Attachment 1.

Voting: This agenda is for informational propose, no voting required.

Agenda 2

To consider an approval of the financial statements for the year ended 31 December 2025

Facts and Reasons In accordance with Section 112 of the Public Company Limited Act B.E. 2535 (1992) and Article 41 of the Company's Regulations, the Board of Directors is required to prepare a balance sheet and profit and loss statement as of the end of the Company's fiscal year for submission to the shareholders' meeting for consideration and approval. The Company has prepared the Comprehensive Financial Statement and the Income Statement for the year 2025, for the fiscal period ended December 31, 2025, which have been audited by a certified public accountant, the Audit Committee, and the Board of Directors. Details are provided in the Annual Information Disclosure Form 2025 (Form 56-1 One Report), accessible via a QR code distributed with this meeting invitation letter.

Financial Summary (Million Baht):

Unit: Million Baht

List	2024	2025	Increase (Decrease)	Percentage
Total Assets	3,478.12	3,429.04	49.08	1.43
Total Liabilities	565.01	506.18	61.96	11.62
Shareholders' Equity	2,913.11	2,922.86	(9.75)	(0.33)
Total Revenue	817.43	897.22	(79.79)	(8.89)
Net Profit	196.38	338.74	(142.36)	(42.03)
Comprehensive Income	161.08	324.38	(163.30)	(50.34)
Earnings per Share	0.18	0.39	(0.21)	(53.85)

The Audit Committee's Opinion The Audit Committee has reviewed the financial statements for the year ended December 31, 2025, and determined that they are unqualified. These statements have been audited and certified by the licensed auditor, EY Thailand Limited. Therefore, the committee recommends that the Board of Directors consider proposing the approval of the financial statements for the year ended December 31, 2025, at the Annual General Meeting of Shareholders.

Board's Opinion The Board of Directors has reviewed and decided to recommend that the Shareholders' Meeting approve the Company's Financial Statements and Comprehensive Income Statement for the year ending December 31, 2025, as endorsed by the Audit Committee. Further details are available in Attachment No. 1

Voting Approval for this agenda item requires a majority vote of shareholders who are present and voting at the meeting.

Agenda 3 To consider an approval of profit allocation and dividend payment for 2025

Facts and Reasons According to the Public Company Limited Act B.E. 2535 (1992), Section 116, and the Company Regulations, Article 47, the board of directors must allocate at least 5% of the annual net profit to a reserve fund, after deducting any accumulated losses brought forward (if applicable), until the reserve fund reaches a minimum of 10% of the registered capital. Furthermore, as per Section 115 of the Public Company Limited Act B.E. 2535 (1992) and Article 46 of the Company Regulations, dividend payments from any sources other than profits are strictly prohibited. Therefore, if the company has accumulated losses, it cannot declare dividends. The company has a dividend policy to distribute at least 30% of the net profit from the separate financial statements to shareholders, after accounting for corporate income tax and all required reserves as outlined by law and company regulations. This policy may change based on performance, financial liquidity, the need for working capital, and future expansion plans for the company and its subsidiaries, as determined by the board of directors.

Currently, the company has a registered capital of 534,000,000 baht, and the details of the company's accumulated profits as of December 31, 2025, are as follows:

The summary of Company's retained earnings for 2025

Details		Total (Baht)
	Retained Earnings as of January 1, 2025	157,145,464.00
<u>Minus</u>	Annual Dividend Payment for 2025 (May 22, 2025)	(85,396,664.00)
	Net Retained Earnings	71,748,800.00
Plus	Net Profit for 2025	173,599,461.00
<u>Minus</u>	Legal Retained Earnings 5%	(8,679,973.05)
	Interim Dividend No. 1/2025 (December 9, 2025)	(85,433,731.25)
	Profit for 2025	79,485,756.70
	Retained Earnings Paid for Dividend Payment for 2025	151,234,556.70

Furthermore, retained earnings (after deducting legal reserves) as of December 31, 2025, totaled 151,234,556.70 baht. A dividend of 85,440,000 baht will be paid out on 1,068,000,000 shares at a rate of 0.08 baht per share. The remaining portion of the company's retained earnings will be set aside for working capital.

Board's Opinion The Board of Directors has reviewed and decided to propose to the Annual General Meeting of Shareholders the allocation of profits for legal reserves and the payment of dividends for the year 2025, as outlined above. The company will withhold tax on dividend income at the rate required by law.

Comparative data with dividend payments from the previous year

Unit: Million Baht

Details	Approval Date	Dividend Payment Date	Dividend per Share (Baht)	Number of Shares	Total Amount (Baht)
Year 2024 (B.E. 2567)					
Interim Dividend	13/08/2024	12/09/2024	0.31	800,000,000	248,000,000
Interim Dividend	12/11/2024	11/12/2024	0.08	1,067,961,600	85,436,928
Year 2025 (B.E. 2568)					
Annual Dividend	25/04/2025	22/05/2025	0.08	1,067,458,300	85,396,664
Interim Dividend	10/11/2025	9/12/2025	0.08	1,067,952,100	85,436,168

The company's board of directors has established the record date for shareholders eligible to receive dividends on April 30, 2026, and the payment date for May 19, 2026. However, eligibility for these dividends depends on approval at the 2026 Annual General Meeting of Shareholders.

Voting Approval of this agenda requires a majority vote from shareholders who are present and voting.

Agenda 4

To consider an approval of directors' bonus for 2025

Facts and Reasons According to the Public Company Act B.E. 2535 (1992), Section 90 prohibits companies from providing money or any other assets to directors, except as compensation in accordance with the company's regulations. Additionally, Article 31 of the company's regulations states that directors are entitled to receive compensation in the form of awards, meeting allowances, gratuities, bonuses, or other benefits as determined by the shareholders' meeting.

In this regard, the Annual General Meeting of Shareholders held on April 25, 2025, approved an annual directors' bonus not exceeding 3,900,000 baht, with the following details:

Compensation	Bonus (Baht/Year)
The Board of Director	
- Chairman of the Board	430,000
- Independent Director	300,000
- Director	263,000

Furthermore, no bonuses shall be disbursed to sub-committees (Audit Committee, Investment Committee, and Executive Committee), and the authorization to distribute bonuses may be revised as deemed appropriate based on the company's performance and the resolutions of the shareholders' meeting.

Opinion of the Nomination and Remuneration Committee After reviewing the company's performance and operational profits for the year 2025, the Nomination Committee believes it is appropriate to recommend to the Board of Directors that they propose to the Annual General Meeting of Shareholders the approval of directors' bonuses for 2025. This recommendation will be made in accordance with the terms and conditions approved at the 2025 Annual General Meeting of Shareholders.

Board's Opinion The Board of Directors has reviewed and decided to propose to the Annual General Meeting of Shareholders the approval of directors' bonuses for the year 2025, as recommended by the Nomination Committee.

Voting To approve this agenda item, at least two-thirds of the total votes from shareholders present at the meeting are required.

Agenda 5

To consider election of directors replacing those retiring by rotation

Facts and Reasons According to the Public Company Act B.E. 2535, Section 71, and the Company's Articles of Association, Section 18, at the Annual General Meeting, at least one-third (1/3) of the total number of directors must retire. If the total number of directors cannot be evenly divided by three, the number closest to one-third must retire. Directors who retire at the end of their term are eligible for re-election for another term.

At the 2026 Annual General Meeting of Shareholders, there were four directors whose terms had expired:

- 1) Dr. Wanchai Chantrapitak Independent Director, Chairman of the Audit Committee, and Investment Committee
- 2) Ph.D. Shivatra Talchai Independent Director / Audit Committee
- 3) Dr. Rachanee O-Charoen Director / Executive Committee
- 4) Ms. Danita Phithaknetikun Director / Executive Committee

To promote good corporate governance, the company has granted shareholders the right to nominate qualified, knowledgeable, and suitable individuals for the position of director. This nomination period is from December 26, 2025, to January 31, 2026. The company has published the established criteria and guidelines on its website. However, after the deadline, no shareholders nominated any candidates for election as directors.

Additionally, Dr. Wanchai Chantrapitak has announced his intention not to seek re-election.

Opinion of the Nomination and Remuneration Committee The Nomination Committee conducted a thorough and careful review of candidates to ensure they possess the necessary knowledge, skills, and experience relevant to the company's business. The candidates were evaluated to confirm they meet the company's requirements and can fully dedicate their time to fulfilling their responsibilities for the benefit of the company's operations. Additionally, the committee considered diversity within the board structure and identified critical skills that were lacking, as detailed in the Board Skill Matrix. They also assessed other qualifications that align with the company's short-term and long-term business strategies. Importantly, the committee did not discriminate based on gender, race, religion, or any other characteristics prohibited by law, and it adhered to the principles of good corporate governance for listed companies.

The Nomination Committee, in accordance with the company's director nomination policy, has duly considered nominations of individuals for election by shareholders to the company's Board of Directors and independent directors (as applicable). The committee is of the opinion that the three directors whose terms have expired possess all the qualifications as stipulated in Section 68 of the Public Company Limited Act B.E. 2535 (1992). Furthermore, they do not exhibit any characteristics indicative of unsuitability for managing a publicly traded enterprise under the Securities and Exchange Commission's regulations. They also fulfill the company's criteria for serving as independent directors. Additionally, they are knowledgeable, capable, and experienced in ways that are beneficial and appropriate to the company's business operations, thereby enabling them to make significant contributions. They are diligent, ethical in their business conduct, capable of exercising independent and impartial judgment, and able to dedicate sufficient time to diligently perform their responsibilities. Throughout their tenure, all directors have discharged their duties effectively and efficiently, providing valuable opinions and recommendations for the company's operations. Consequently, the committee deems it appropriate to propose the names of these individuals to the Board of Directors for review and subsequent submission to the Annual General Meeting of Shareholders for the approval of their re-election for another term. The names and designated roles of the directors to be appointed are as follows:

- 1) Ph.D. Shivatra Talchai Independent Director / Audit Committee
- 2) Dr. Rachanee O-Charoen Director / Executive Committee
- 3) Ms. Danita Phithaknetikun Director / Executive Committee

Information regarding the nominees for directors and independent directors of the company, including their age, years of service as directors, shareholding percentage in the company, educational qualifications, work experience, positions as directors or executives in other businesses, and attendance history at board meetings, is provided in Attachment 2.

Board's Opinion The Board of Directors, excluding those with conflicts of interest, has reviewed and determined that it is appropriate to propose the re-election of three directors whose terms expire in 2026 at the upcoming Annual General Meeting of Shareholders. They will serve another term and continue to hold their other positions as approved by the Nomination Committee.

Note: Article 17 of the company's regulations outlines the rules and procedures for voting to elect directors.

- 1) Each shareholder has a number of votes equal to the number of shares they hold when electing one (1) director.
- 2) Each shareholder may use all their votes, as stated in (1), to appoint one or more individuals as directors, but cannot divide their votes among them in any specific manner.
- 3) The individuals who receive the highest number of votes, in descending order, shall be elected as directors, equal to the number of directors to be appointed in that election. If individuals receiving the next highest votes are tied in number and exceed the available positions, the chairman of the meeting shall cast an additional (1) vote to break the tie.

To uphold the company's commitment to good corporate governance during this board election, we propose that the shareholders' meeting consider and vote on the election of directors individually.

Voting This agenda requires approval from a majority of the shareholders who are present and voting.

Agenda 6 **To consider appointment of a new director**

Facts and Reasons To improve management efficiency, it is advisable to increase the number of directors. This will support the board of directors in overseeing the business in alignment with its goals and policies, while also prioritizing the company's best interests.

Opinion of the Nomination and Remuneration Committee The Nomination Committee reviewed and evaluated qualified candidates from the diverse backgrounds of the company's board of directors. Additionally, it allowed shareholders the opportunity to nominate individuals who met the qualifications set forth by the Securities and Exchange Act and other relevant laws.

The Nomination Committee has evaluated and determined that Dr. Ballang Uppamong possesses the necessary knowledge, skills, and medical experience to assist the company in obtaining certifications for its cell bank and medical laboratory, thereby enhancing its operations. Furthermore, he meets all the qualifications outlined in the Public Company Limited Act B.E. 2535 and the Securities and Exchange Act

B.E. 2535, and he does not have any disqualifying characteristics as defined by SEC (Securities and Exchange Commission) regulations. Details of the nominee can be found in Attachment 3. Therefore, the committee recommends that Dr. Ballang Uppapong's appointment as a new director be proposed to the Board of Directors for consideration, followed by submission to the Annual General Meeting of Shareholders for approval.

Board's Opinion The Board of Directors has reviewed and recommends that the Annual General Meeting of Shareholders appoint Dr. Ballang Uppapong as an independent director of the company, as approved by the Nomination Committee.

Voting This agenda requires approval by a majority vote of the shareholders present and voting.

Agenda 7

To consider reduction of the number of directors

Facts and Reasons In accordance with Article 16 of the Company's Regulations, the Company shall establish a Board of Directors comprising no fewer than five (5) directors. Additionally, at least one-third (1/3) of the total directors must be independent directors, as defined by the Securities and Exchange Act. Furthermore, at least half (1/2) of the total directors shall be residents of Thailand. All directors must be qualified and must not possess any disqualifying characteristics as prescribed by applicable law.

Following the expiration of Dr. Wanchai Chantrapitak's term in office for the year 2026 and his notification of his intention not to seek re-election as referred to in Agenda Item 5, and in conjunction with the resignations of Dr. Wanchai Sattayawuthipong and Ms. Supakarn Kijgosol from their positions as directors of the Company, effective May 7, 2025 and June 1, 2025, respectively, it is deemed appropriate to propose to the shareholders' meeting for approval a reduction in the number of directors from 13 to 11.

Opinion of the Nomination and Remuneration Committee The Nomination Committee, after thorough review, considers the remaining number of directors suitable for the organization's size and adequate for effective governance. Accordingly, it recommends the Board of Directors, and subsequently the Annual General Meeting of Shareholders, to reduce the number of directors from thirteen to eleven, including the following directors:

- 1) Ph.D Watcharee Tintani
- 2) Mr. Piyawat Ratchapolsitte
- 3) Mr. Thanabodhi Sawasdisri
- 4) Ms. Suphawadee Kongtawee
- 5) Ph.D Shivatra Talchai
- 6) Dr. Veerapol Khemarangsan
- 7) Dr. Rachanee O-Charoen

8) Mrs. Phunurai	Akkarasacksakun
9) Ms. Danita	Phithaknetikun
10) Dr. Tanut	Kunkanjanawan
11) Dr. Ballang	Uppapong

Board's Opinion The Board of Directors has considered and found it appropriate to propose to the Annual General Meeting of Shareholders a reduction in the number of directors from 13 to 11. This decision was made because the Board believes that 11 directors remain suitable for the size of the company's business, as approved by the Nomination Committee.

Voting This agenda requires approval by a majority vote of the shareholders present and voting.

Agenda 8 **To consider directors' remuneration for 2026**

Facts and Reasons In accordance with Section 90 of the Public Company Limited Act B.E. 2535 (1992) and Article 31 of the Company's Regulations, directors are entitled to receive remuneration from the Company in the form of monetary awards, meeting allowances, gratuities, bonuses, or other benefits. Such remuneration is subject to approval by the Annual General Meeting of Shareholders. The Board of Directors shall review and determine the terms, details, and rates of director compensation as deemed appropriate, taking into consideration the scope of authority and responsibilities of the Board, the Audit Committee, and the Investment Committee. Additional details are provided in Attachment 1.

Opinion of the Nomination and Remuneration Committee Guidelines have been established for proposing directors' remuneration to shareholders for approval, in line with the principles of good corporate governance for listed companies (CG Code). The key points are summarized as follows:

1) Directors' remuneration should be aligned with the company's long-term strategy and goals, their experience, duties, scope of role and responsibility (accountability and responsibility), and the expected benefits each director will receive.

2) Shareholders must approve the structure and rates of directors' remuneration, both monetary and non-monetary. The Board should consider appropriateness for each remuneration form, including fixed rates (e.g., recurring allowances, meeting fees) and performance-based remuneration (e.g., bonuses, gratuities), linking it to the value the company creates for shareholders, but not at an excessively high level that leads to a focus solely on short-term profits.

Furthermore, the remuneration of directors and sub-committees should be determined in accordance with the number of directors, the company's performance, the size of the business, and each director's performance. Such remuneration should be reasonable, comparable to that of companies in the same industry, and sufficient to incentivize and retain high-quality directors.

In addition, following the Board's approval of the appointment of two sub-committees, the Nomination and Remuneration Committee and the Corporate Governance and Sustainability Committee, effective December 16, 2025, it is deemed appropriate to propose to the meeting for approval of the directors' remuneration, using the same criteria and rates as other sub-committees. The Board of Directors has considered proposing fair and reasonable remuneration for directors in accordance with the remuneration policy established by the Board. This consideration was made based on the scope of duties and responsibilities, as well as the company's performance.

Therefore, it is appropriate to propose to the Board of Directors for consideration and submission to the Annual General Meeting of Shareholders for approval of the remuneration for the Board of Directors and sub-committee directors for the year 2026. This will be determined as meeting allowances and bonuses. Meeting allowances will be paid to directors attending each committee meeting on a per-meeting basis, and the annual bonus will be paid to directors up to a maximum of 3,300,000 baht. Details are as follows:

Compensation	2026 (Year of proposal)		Compared to 2025		Change
	Meeting allowance (Baht/meeting)	Bonus (Baht/year)	Meeting allowance (Baht/meeting)	Bonus (Baht/year)	
Company Board					
- Chairman of the Board	25,000	430,000	25,000	430,000	-
- Independent Director	20,000	300,000	20,000	300,000	-
- Director	15,000	263,000	15,000	263,000	-
Audit Committee					
- Chairman	20,000	-	20,000	-	-
- Committee	15,000	-	15,000	-	-
Investment Committee					
- Chairman	20,000	-	20,000	-	-
- Committee	15,000	-	15,000	-	-
Nomination and Remuneration Committee					
- Chairman	20,000	-	-	-	The proposal was first submitted for approval in 2026.
- Committee	15,000	-	-	-	
Corporate Governance and Sustainability Committee					
- Chairman	20,000	-	-	-	The proposal was first submitted for approval in 2026.
- Committee	15,000	-	-	-	
Other benefits	None		None		-

Furthermore, the Company has not provided any other remuneration or benefits to directors other than those specified, consistent with the year 2024

Board's Opinion The Board of Directors has authorized the remuneration rate for directors for the year 2026, which remains unchanged from the rate established for 2025. Accordingly, it is recommended that the shareholders' meeting approve the directors' remuneration for 2026, as endorsed by the Audit Committee.

Voting This agenda requires approval by a vote of at least two-thirds of the total votes of the shareholders present at the meeting.

Agenda 9

To consider appointment of auditors and audit fees for 2026

Facts and Reasons According to Section 120 of the Public Company Limited Act B.E. 2535 (1992), the Annual General Meeting of Shareholders is required to appoint an auditor and determine the annual audit fee. Additionally, the regulations issued by the Capital Market Supervisory Board require listed companies to rotate their auditors after the same individual has reviewed, audited, and expressed an opinion on the company's financial statements for 7 consecutive accounting periods. A new auditor from the same auditing firm as the previous auditor may be appointed. However, a company can only appoint an auditor who has stopped performing their duties due to auditor rotation after at least five accounting periods from the date they ceased those duties.

The Company hereby proposes the appointment of auditors and audit fees for the Company and its subsidiaries for the year 2026 for consideration and approval. Any of the listed auditors will be authorized to audit, review, and provide an opinion on the financial statements of the Company and its subsidiaries. If any of the auditors mentioned below are unable to fulfill their duties, EY Thailand Limited and/or Ernst & Young LLP will be authorized to appoint another certified public accountant from within EY Thailand Limited and/or Ernst & Young LLP to carry out these responsibilities. The details are as follows:

1) Appointment of Auditors for the year 2026

Thailand: Auditors from EY Thailand Limited, 3 individuals as listed below:

- Mr. Preecha Arunnara CPA Registration No. 5800 or
- Ms. Watoo Kayankannavee CPA Registration No. 5423 or
- Mrs. Chonlaros Suntiasvaraporn CPA Registration No. 4523 or

EY Thailand Limited has been engaged as the auditing firm responsible for the company's financial statements for the period spanning 2019 to 2025, covering a duration of 7 years.

Singapore: an Auditor from Ernst & Young LLP, as listed below:

- Mr. Ng Boon Heng CPA Registration No. 1421

(Has been nominated as the auditor of a subsidiary for the first year of financial statements for the year 2026)

Ernst & Young LLP is the audit firm of a subsidiary for the financial statements for the years 2022-2025, a total of four years.

Details are provided in Attachment 3.

2) Approval of audit fees for the year 2026.

The audit fee for 2026 is divided into fees for quarterly financial statement review and for the annual financial statement audit (excluding other audit expenses, such as travel, accommodation, photocopying, etc.). Each company will bear the audit fee and other audit-related expenses. The audit fee for the company and its subsidiaries is determined separately for two countries as follows:

<u>Thailand</u>	: 5 companies	Total audit fees	5,375,000.00 Baht
<u>Singapore</u>	: 2 companies	Total audit fees	<u>1,994,711.98 Baht</u>
		Total	<u>7,369,711.98 Baht</u>

The comparison of audit fees for 2025 and 2026

Thailand

Unit: Thousand Baht

Rank	Company Name	2024	2025	Increase (Decrease)
Audit Fee				
1	Medeze Group Public Company Limited (MG)	3,040	3,240	200
2	Medeze NK Company Limited (MN)	865	805	(60)
3	Medeze Cosmeceutical Company Limited (MC)	420	420	-
4	Medeze Research and Development Company Limited (MR)	290	390	100
5	Medeze Hair Renaissance Company Limited (MH)	540	520	(20)
Total audit fees - Thailand		5,155	5,375	220
Non-Audit Fee				
1	Medeze Group Public Company Limited (MG)	83	-	
2	Medeze NK Company Limited (MN)	3	-	
3	Medeze Cosmeceutical Company Limited (MC)	0.1	-	
4	Medeze Research and Development Company Limited (MR)	0.1	-	
5	Medeze Hair Renaissance Company Limited (MH)	0.1	-	
Total other compensation - Thailand		86.3	-	

Note :

- Audit fees for all companies include the inventory destruction verification fee of 20,000 baht.
- BOI promotion certificate verification fee is 100,000 baht per certificate. Details are as follows:

- Medeze Group Public Company Limited: 2 certificates
- Medeze NK Company Limited: 3 certificates
- Medeze Research and Development Company Limited: 1 certificate
- Medeze Hair Renaissance Company Limited: 1 certificate

3. If there are other annual compensation expenses for the year 2026, EY Limited will disburse them based on actual expenses incurred later.

Singapore

Unit: Thousand Baht

Rank	Company Name	2024	2025	Increase (Decrease)
1	MEDEZE Treasury Pte. Ltd. (MT)	838	931	93
2	MEDEZE Group Pte. Ltd. (MS)	838	1,063	225
Total audit fees - Singapore		1,676	1,994	318
Non-Audit Fee				
1	MEDEZE Treasury Pte. Ltd. (MT)	36	-	
2	MEDEZE Group Pte. Ltd. (MS)	197	-	
Total other compensation - Singapore		233	-	

Note :

1. Audit fees for 2025 total SGD 65,780 (32,890 SGD per company) and audit fees for 2026 total SGD 80,627 SGD (37,643 SGD for MT and 42,984 SGD for MS), an increase of 19% from the previous year (2025), excluding other audit-related expenses such as travel, accommodation, photocopying, and GST.
2. Exchange rate as of February 13, 2025 (1 SGD = 25.48 THB) and exchange rate as of February 18, 2026 (1 SGD = 24.74 THB).
3. Any other remuneration for 2026 for Ernst & Young LLP will be reimbursed based on actual expenses incurred later.

The auditor is required to fulfill the qualifications specified in the regulations of the Securities and Exchange Commission (SEC), maintain no relationships or vested interests in the entity, its subsidiaries, management, major shareholders, or any affiliated parties. The organization must be reputable, exhibit robust operational capabilities, possess extensive experience and expertise in auditing, utilize effective audit procedures and tools, demonstrate a comprehensive understanding of the business, and consistently perform their responsibilities efficiently.

Board's Opinion The Audit Committee has appointed EY Thailand Limited as the company's auditor for the fiscal year 2026. This decision is grounded in EY Thailand's adherence to internationally recognized standards of practice, its expertise in auditing, and its consistent record of high performance in audit engagements. Such selection ensures the timely delivery of high-quality and reliable audit services. Additionally, a comparison of EY Thailand's audit fees with those of comparable firms, considering workload and level of expertise, has been deemed appropriate. Consequently, the committee recommends that the Board of Directors consider and subsequently propose to the Annual General Meeting of Shareholders the appointment of the auditor, along with the audit fees for the year 2026, for approval.

Board's Opinion The Board of Directors considers it appropriate to propose to the shareholders' meeting the approval of the appointment of auditors and the audit fees for the year 2026 from EY Limited and Ernst & Young LLP, including the list of auditors and service fees as approved by the Audit Committee. The details are as follows:

- 1) Thailand: EY Limited, audit fee of 5,375,000 baht.
- 2) Singapore: Ernst & Young LLP, audit fee of 80,627 SGD or 1,994,711.98 baht.

To promote an independent auditor's review and opinion, we aim to establish a high-quality system that builds investor and shareholder confidence in their investment decisions. Additionally, the Company wants to ensure that our financial statements meet international standards to support future investment expansion. This proposal will be submitted to the shareholders' meeting for approval.

Voting This agenda requires approval by a majority vote of the shareholders present and voting.

Agenda 10 Other agenda (if any)

The company gave shareholders the chance to propose issues they considered important for the 2026 Annual General Meeting (AGM) and to submit questions for it from December 26, 2025, to January 31, 2026, following good governance practices for listed companies. Shareholders were informed through the Stock Exchange of Thailand's news system and the company's website. Relevant guidelines, agenda proposal forms, and question submission forms were also made available on the company's website starting December 26, 2025. However, after the deadline, no shareholders proposed issues for the 2025 AGM, and no questions were submitted in advance.

The company's board of directors has set the record date for shareholders eligible to attend the 2026 Annual General Meeting (AGM) on Wednesday, March 11, 2026, and the record date for dividend payments on Thursday, April 30, 2026. Dividend payments to shareholders on this list are scheduled for Tuesday, May 19, 2026. However, this dividend payment is subject to uncertainty as it depends on approval at the AGM.

This Annual General Meeting of Shareholders will be held electronically (E-AGM) in accordance with regulations governing electronic meetings. The Company invites shareholders to attend the meeting by following the procedures for electronic participation and proxy voting as outlined in Attachment 7. Shareholders who wish to attend in person can register their intention starting Thursday, April 9, 2026, through the registration system. Alternatively, shareholders who want to appoint another person or one of the Company's independent directors to attend and vote on their behalf should complete and sign the proxy form as described in Attachments 8, 9, and 10, or download the proxy form from the Company website at www.medezegroup.com. The proxy form, along with supporting documents, must be submitted via the registration system starting Thursday, April 9, 2026. The Company will assist shareholders or their proxies with the necessary stamp duty.

Shareholders who want to vote electronically (e-Proxy Voting) must be members of the TSD Investor Portal and verify their identity using National Digital ID/NDID or ThaID (digital identity verification system). The system will open one day after the meeting invitation is sent out and remain open until 5:00 PM on the business day before the meeting, as detailed in [Attachment 11](#).

Once the company has verified the accuracy and completeness of the information and supporting documents from shareholders and proxies, it will confirm the right to attend the meeting and send the username and password for accessing the electronic shareholder meeting system to the shareholder or proxy via the email address provided within 3 business days before the meeting date. Shareholders and proxies can review the registration process and the use of the electronic meeting system in advance, as detailed in [Attachment 7](#).

In addition, the company provides shareholders with the opportunity to submit questions related to the meeting agenda or other important company information in advance through various contact channels, as detailed in [Attachment 13](#), so that the board of directors or management can prepare clarifying information for the meeting. The company has also invited its certified public accountant to attend the meeting to provide explanations and answer shareholders' questions regarding the company's financial statements.

Best Regards

- Watcharee Tintani -

(Ph.D. Watcharee Tintani)
Chairman of the Board of Director
Medeze Group Public Company Limited