



Minutes of the Annual General Meeting of Shareholders 2026

Tuesday, April 21, 2026, 1:30 PM. Electronic Meeting (E-AGM) at Medeze Group Public Company Limited,

28/9 Moo 8, Phutthamonthon Sai 4 Road, Krathumlom Subdistrict, Sam Phran District, Nakhon Pathom 73220, Thailand.

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Dr. Watcharee Tintani, the Chairperson of the Board, presided over the meeting, with Ms. Pimnarada Yongprayoon, the Company Secretary, serving as the secretary. The meeting was attended by the following directors, executives, auditors, and legal advisors of the company:

Committee members attending the meeting:

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| 1. Mr. Piyawat Ratchapolsitte | Vice Chairman, Investment Committee, Audit Committee Member, and Independent Director. |
| 2. Dr. Veerapol Khemarangsan | Director, Chairman of the Executive Committee, Chairman of the Investment Committee, Corporate Governance and Sustainability Committee Member, Chief Executive Officer (CEO) |
| 3. Mr. Thanabodhi Swasdisri | Independent Director, Chairman of the Nomination and Remuneration Committee |
| 4. Mr. Wanchai Chantrapitak | Independent Director, Chairman of the Audit Committee, and Investment Committee Member. |
| 5. Mrs. Suphawadee Kongtawee | Independent Director, Audit Committee Member, and Nomination and Remuneration Committee Member |
| 6. Dr. Shivatra Talchai | Independent Director and Audit Committee Member |

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| 7. Mrs. Phunurai Akkarasacksakun | Director, Executive Committee Member, Nomination and Remuneration Committee Member, Corporate Governance and Sustainability Committee Member, and Chief Operating Officer |
| 8. Ms. Danita Phithaknetikun | Director, Executive Committee Member, and Chief Business Development Officer |
| 9. Dr. Tanut Kunkanjanawan | Director, Executive Committee Member, and Chief Laboratory Officer |

Committee members attending the meeting online

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| 1. Dr. Watcharee Tintani | Chairman of the Board, Chairman of the Corporate Governance and Sustainability Committee, and Independent Director |
| 2. Dr. Rachanee O-charoen | Director, Executive Committee Member, and Chief Medical Officer. |

Committee members Absent from the Meeting

- None -

Management Attending the Meeting

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| 1. Ms. Anchisa Lekphet | Chief Financial Officer |
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Company Secretary

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| 1. Ms. Pimnarada Yongprayoon | |
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Attendees

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| 1. Preecha Arunara External | Auditor, EY Office Limited |
| 2. Wasakarn Thanattanon | Auditor, EY Office Limited |
| 3. Miss Areeya Ananworaraks | Counsel, SCL Nishimura and Asahi Limited |
| 4. Miss Nuttanicha Pansottee | Attorney-at-Law, SCL Nishimura and Asahi Limited |

The meeting started at 1.30PM

Ms. Pimnarada Yongprayoon, the Company Secretary, was appointed as the moderator and welcomed shareholders, proxies, directors, executives, and all attendees to the Annual General Meeting of Shareholders 2026 for “Medeze Group Public Company Limited.” The meeting took place on Tuesday, April 21, 2026, at 1:30 PM. The company

hosted the Annual General Meeting via the Inventech Connect system, in accordance with the Electronic Meeting Act B.E. 2563 (2020) and the Ministry of Digital Economy and Society's announcement on security standards for electronic meetings B.E. 2563 (2020), along with other relevant regulations. The company arranged a professionally certified electronic meeting through these means:

- a certified Zoom Moderation system
- an Inventech Connect electronic voting system, which has passed the self-assessment of compliance by the Electronic Transactions Development Agency (ETDA).

In addition, the Company has appointed legal advisor representatives from the SCL Nishimura & Asahi Co., Ltd. to oversee the voting process and ensure that the meeting is conducted transparently, properly, and in accordance with the law, company regulations, and good corporate governance principles.

For this Annual General Meeting of Shareholders, the Company has set the record date for entitled shareholders attending the meeting as March 11, 2026. There are 4,976 shareholders with 1,068,000,000 issued shares. In this Annual General Meeting of Shareholders, 11 shareholders attended, representing a combined total of 515,001 shares, and 45 shareholders attended by proxies, representing a combined total of 842,362,506 shares. The total number of shareholders attending and proxies is 56, representing 842,877,507 shares, or 78.9211% of the Company's total issued shares. Therefore, the meeting was considered to have a quorum of at least 25 shareholders and their proxy holders, totalling at least one-third of the Company's total issued shares, as required by law and Article 35 of the Company's Articles of Association.

The company secretaries have introduced the directors: executives, auditors, and legal advisors attending the meeting as listed above. 11 of 11 directors have attended the meeting, representing 100% of the total number of the directors.

The company secretaries have clarified the meeting regulations, voting procedures, vote counting guidelines, and rules for inquiries and commentaries. These measures are intended to ensure the meeting complies with the law, and follows the best practice for the for annual general meetings of listed companies. The details are as follows:

Meeting Regulations

1. In this meeting, the company has collected, used, and disclosed personal information which includes: still images, voice recording, and videos of attendees. This meeting was video-recorded as evidence, for meeting minutes preparations, public relations, and any necessary or related purposes.
2. The documents for the 2026 Annual General Meeting of Shareholders have been published on the Company's website since March 24, 2026, and have been notified to the Stock Exchange of Thailand.
3. Shareholders are presented with an opportunity to nominate a replacement candidate for directors whose terms have expired, as well as propose matters for the Board of Directors to consider for inclusion as agenda items in this Annual General Meeting of Shareholders, from December 26, 2025, to January 31, 2026. The company has notified the meeting through the Stock Exchange of Thailand, and the company's website. No shareholders proposed any agenda items or nominated any individuals for election as directors in accordance with the Company's regulations.

Furthermore, the company provided shareholders with the opportunity to submit inquiries in advance for the 2026 Annual General Meeting. The company has notified shareholders via the Stock Exchange of Thailand and its website. Shareholders has submitted inquiries in advance, and the company has responded to those questions regarding the agenda items.

Voting Procedures

1. The chairman called the shareholders for a vote on each agenda item
2. Voting on each agenda item are to be conducted transparently. Shareholders or proxies may cast only one vote: voting against or abstain from voting. Partial voting is not permitted (except for custodians).
3. In voting against, or abstain from the voting, the shareholder is to be press the vote button
4. A voting screen will appear, check the "Voting against", or "Abstain from voting". Preventing any invalid votes. The staff announces the results afterwards.

5. Shareholders who do not press the vote button in the system will be considered to have agreed with the chairman's proposal.
6. The voting process will take one minute.
7. For agenda item 5, which concerns the appointment of directors to replace those whose terms have expired, individual election will be conducted to adhere to the principles of good corporate governance.

Meeting Resolutions:

- Agenda items 2, 3, 5-7, and 9 require majority approval from the shareholders present and voting.
- Agenda items 4 and 8 require at least two-thirds of the votes of the shareholders present.
- Agenda item 1 will not be put to a vote, as it serves solely as an informational report for the shareholders' meeting.

Voting rules

1. Each share shall be counted as one vote, and the majority vote shall be the criterion for decision-making, unless otherwise stipulated by law. In case of a tie vote, the Chairman shall cast the deciding vote.
2. For each agenda item, the Company will count only the votes of shareholders present at the meeting who voted against and/or abstained and deduct these from the total number of votes of shareholders present. The remaining votes will be considered as votes in favor. This includes votes cast by proxy as recorded in the proxy form during registration for the meeting.
3. The voting results will indicate the votes in favor, against, and abstentions. For each agenda item, the number of shares held by the shareholders most recently present will be applied. In case the system takes longer than usual to process, in case the voting system requires time to process, the meeting will move on to the next agenda item. Once the results of the previous agenda item are obtained, the meeting will be promptly notified.

The number of shareholders and shares attending each agenda item may vary, as additional shareholders may register to attend the meeting later.

Guidelines for inquiries or commentaries

1. The meeting addresses items according to the order specified in the invitation letter, with information presented for each item.
2. Shareholders and proxies are permitted for inquiries and commentaries on each agenda item before taking a vote.
3. Attendees may submit their inquiries along with their first and last name before each agenda item is resolved through Inventech Connect system through two channels: text message or through the video conference to the board to consider the questions. The company will respond to questions related to the agenda item during the meeting. Any questions that are not addressed during the meeting will be recorded in the meeting minutes.

Next, A voting process demonstration video was presented for better understanding the method and procedures of voting and submitting inquiries through the Inventech system.

Upon encountering any issues with the meeting or the voting system, the shareholders may follow the instructions provided in the meeting invitation letter or select the "Help" menu in the system. Attendees can also contact our Call Center at 02-460-9227 and Line Official @inventechconnect.

The company recognizes the importance of shareholders' and proxies' personal data. Personal data was be collected, processed, and video-recorded for the Annual General Meeting and for dissemination during meeting participation. Shareholders and proxies can review the details of the Personal Data Protection Notice for the Shareholders' Meeting, attached as Attachment No. 12.

The company will notify shareholders of the meeting resolutions through the Stock Exchange of Thailand's information system by 9:00 AM on the next business day and publish the meeting minutes, including the voting results for each agenda item, on the company's website within 14 days of the meeting date for shareholder review and verification.

The meeting acknowledged the regulations, voting procedures, vote counting guidelines, and guidelines for inquiries or commentaries.

The Company Secretary provided an opportunity for the shareholders to submit inquiries regarding the meeting regulations, voting procedures, vote counting guidelines, and

guidelines for questions or comments. No shareholders requested further information. Therefore, Dr. Watcharee Tintani, the Chairman of the Board, was invited to preside over the meeting.

The Chairman welcomed the shareholders and commenced the meeting, thanked the attendees for attending this Annual General Meeting. Since a quorum was present, the Annual General Meeting for 2026 was declared open, and Ms. Pimnarada Yongprayoon, Company Secretary, was assigned to conduct the meeting according to the agenda as follows:

Agenda 1: Acknowledging the Company's Performance for 2026

The Company Secretary invited Dr. Veerapol Khemarangsarn, Chief Executive Officer, and Ms. Anchisa Lekphet, Chief Financial Officer, to present a summary report on the company's performance for the year ending December 31, 2025. The details are as follows:

The Chief Executive Officer reported the company's achievements, the projects it participated in, as well as its social and community activities and educational visits, were detailed as follows:

- A Prize of Pride
 - Received the "Best Healthcare Business of the Year" award from the Thailand Top Entrepreneur Awards 2025, which recognizes outstanding Thai entrepreneurs for excellence in management, innovation, and sustainable business operations.
 - Received the "2025 Southeast Asian Stem Cell Banking & Regenerative Medicine Company of the Year" award from Frost & Sullivan, a global research and strategy consulting firm. This award represents the highest recognition in the Best Practices category, presented to organizations that demonstrate excellence in innovation, operations, performance, and positive impact on both consumers and the broader healthcare system.
 - Received the "Most Innovative" award from the Future Trends Awards 2026, a program recognizing organizations and leaders with forward-thinking vision and the ability to drive innovation, lead change, and strengthen industry potential in alignment with global trends.

- The CGR Checklist received a "Good" rating (3 badges) in the 2025 Corporate Governance Report (CGR) survey, conducted by the Thai Institute of Directors (IOD) and the Stock Exchange of Thailand (SET), marking the company's first participation in this assessment.
 - The AGM Checklist received a score of 86 points (3 medals) in the 2025 Annual General Meeting Quality Assessment (AGM Checklist), conducted by the Thai Investors Association, marking the company's first participation in this assessment.
- Projects
 - CAC Project: The company has joined the Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) to demonstrate its commitment to combating corruption and to support and promote anti-corruption awareness among all levels of its personnel. This membership is effective from December 31, 2025, to December 31, 2028. The company has received CAC certification (2 stars) for the first time this year.
 - JUMP+ Project: This project promotes value addition for listed companies and is a key mechanism for upgrading the Thai capital market. It aims to encourage listed companies to systematically and effectively develop and disclose value-addition plans, thereby enhancing their attractiveness and credibility in the eyes of both domestic and international investors. This project will play a vital role in improving the potential of the Thai capital market. To ensure strength, transparency, and stable and sustainable growth, the company has developed and disclosed two JUMP+ plans to investors over three years (2026-2028): a business plan and a governance enhancement plan.
 - ESG Project: The company launched a pilot ESG project under the concept of "The First Step Towards Tangible Sustainability in the Future Healthcare System," developing the organization alongside responsibility towards the environment, society, and good governance. It sets environmental, social, and governance targets, aligned with the United Nations Sustainable Development Goals (SDGs), as well as economic growth targets.

- Social and community activities
 1. Participated in activities to bring happiness to children at Baan Srinakarin, a foundation supporting children living in urban lower-income communities.
 2. Helped improve the quality of life for residents by donating essential items to the Phaya Thai Children's Home.
 3. Shared love and opportunity with children at Baan Tan Ta Wan, fostering knowledge and inspiring innovation in the future of medicine.
 4. Showed care and support by donating essential items to improve the quality of life for infants at Rangsit Children's Home.
 5. Participated in a charity golf tournament to raise funds for the construction of an outpatient building at Phutthamonthon Hospital.
 6. Helped alleviate hardship and demonstrated care by donating consumer goods, medical supplies, and relief items to flood victims in Hat Yai District, Songkhla Province.
- Providing knowledge through company visits
 - 1) The welcoming event highlights our potential as a leader in stem cell technology in Southeast Asia and opened doors for Indonesian investors.
 - 2) Building a global network of health innovation leaders that connects executives and students from KH Academy, Seoul National University in South Korea, and Thammasat University.
 - 3) Aiming to enhance knowledge and foster future medical innovations for executives and students enrolled in the KH Academy Prep for Investment Analyst program, now in its fourth cohort.
 - 4) Sharing advanced medical knowledge and innovations with faculty and students from NIDA.

The Chief Financial Officer informed the meeting that, under Section 113 of the Public Company Limited Act B.E. 2535 (1992), the Board of Directors is required to submit an annual report to shareholders along with the notice of the annual general meeting. The company has now prepared its 2025 operating results report, which contains all the information required by the Public Company Limited Act B.E. 2535 (1992) and the regulations of the Securities and Exchange Commission. Therefore, the company wishes to report its 2025 operating results to shareholders, summarized as follows:

For the year 2025, the company reported total revenue of 776 million baht, a gross profit of 547 million baht (74%), an EBITDA of 288 million baht (35%), and a net profit of 196 million baht (25%) based on the consolidated financial statements.

Compared with the previous year (2024), net profit was reduced by 143 million baht, or 42%. The key factors contributing to this decline are detailed below.

1) Overall Economic conditions: The slump in both domestic and international economies have caused consumers to be more cautious in their spending. While domestic customers have been able to expand their customer base and increase the number of contracts, their cash flow management strategies have led to smaller order sizes as they await further economic developments.

2) Travel Restrictions for International Customers: A significant factor affecting Cambodian customers has been the impact of border closures and international travel restrictions. These limitations have prevented them from accessing stem cell banking services in Thailand as usual, resulting in a revenue loss of approximately 74 million baht, or 52%, compared to the previous year. This situation is considered an external factor beyond the company's control.

Even so, in a state of reduced purchasing power, the company maintained its core customer base steadfastly. This reflects the confidence and trust that the company's products and services are top priorities for customers, even during a crisis; customers still choose to maintain their access to the company's services.

For Cambodian customers affected by the disruption, management is proactively working to bring the customer base back as quickly as possible. Continuous communication reveals that customer demand remains very high, and they are ready to resume services as soon as the situation improves. The company is confident that with the existing customer trust and clear contingency plans, it will drive a recovery and stable growth in its performance in the near future.

In terms of service costs for 2025, the group's total costs amounted to 196 million baht, an increase of 9% from the previous year. It should be clarified that this increase in costs is a deliberate effort by the group to upgrade service standards and capabilities to support future growth, driven by three main factors, detailed as follows:

1) Upgrading to International Standards: The company has invested in GMP (Good Manufacturing Practice) systems and cell bank standards, which are high-level standards for production and storage. This upgrade increased expenses for procuring reagents, chemicals, and medical consumables for validation, and for training the employee to ensure proficiency according to GMP systems, reinforcing confidence and service excellence.

2) Equipping experts and specialists: The company has recruited more laboratory and pharmaceutical employees to support the ATMPs Sandbox project to meet international standards. This is a key strategy to create a long-term competitive advantage for the group of companies.

3) Expanding Business Capacity (Scalability): The company has experienced increased depreciation from investments in fixed assets, including medical laboratories, modern equipment, and liquid nitrogen tanks for stem cell storage. This lays a crucial physical foundation, ensuring the company is fully prepared to expand its customer base and support significant business growth.

Regarding operating expenses, there has been an increase to support the company's significant milestones, as follows:

1) Selling Expenses: This year, these increased from 17% to 21%. The main reason is the focus on experiential market penetration and on building trust through key activities, including MEDEZE's 15th anniversary celebrations and Mother Class and Group Meeting events held in collaboration with leading medical partners, such as hospitals and clinics, to directly update target groups on new technologies and innovations.

The sales and marketing teams have been expanded to better support the growing customer base. The emphasis is now on enhancing product understanding through educational communication, particularly with the ATMPs Sandbox project. This initiative represents a significant advancement that benefits not only the group of companies but also the medical industry in Thailand as a whole.

2) Administrative Expenses: Adjusted from 19% to 25% due to investments in sustainability in three main areas:

- Human Resources: Increased the number of employees to support the ongoing expansion plan.

- Infrastructure and Technology: Investment in new fixed assets, including a new sales and marketing building and a new warehouse building, as well as the installation of a solar power system to focus on reducing energy costs in the long term. In addition, the MEDEZE Plus Auto Matching Software has been implemented to enhance accuracy and efficiency to the next level.
- Standards and Transparency: Expenses for legal and expert consulting to maintain international cell bank standards (GMP) and the ATMPs Sandbox project, as well as participation in important projects of the Stock Exchange of Thailand, such as CAC certification and the JUMP+ project, etc. These demonstrate the company's commitment to conducting business with good governance and social responsibility.

For the financial position as of the end of 2025, the Group continued to maintain an excellent and balanced capital structure, as detailed below:

- 1) Total Assets: The total assets reached 3,478 million baht, increased by 1 percent from the previous year. This growth is primarily due to efficient portfolio management, including increased investments in private banking and government bonds. The reinvestment of interest received during the period aims to generate stable returns for the company.

Additionally, investments have been made in fixed assets to support expansion. This includes the construction of a new sales building and a warehouse, medical equipment upgrades, the acquisition of liquid nitrogen tanks for long-term cell storage, the installation of a sustainable solar power system, and the implementation of MEDEZE Plus Auto Matching software. All these investments are expected to generate future revenue.

- 2) Total Liabilities: increased by 12 percent to 565 million baht. A detailed analysis reveals that most of the increase stems from advanced revenue from sales collections, aligning with the growth in the number of contracts and the increasing trust customers have in the company. This item guarantees the company's future income.

Adjustments have been made to employee benefit reserves to align with the organization's growth and increased contractual obligations resulting from the normal business cycle, which are now considered manageable.

3) Shareholders' Equity: Shareholders' equity amounted to 2,913 million baht, reflecting a modest decrease of 1 percent. This change is primarily due to a net profit of 196 million baht for the year, offset by a dividend payment of 171 million baht to shareholders, and a minor impact from the conversion of financial statements.

In summary, at the end of 2025, the Group's financial position is strong and highly liquid, well-positioned to support new projects and ensure stable growth for shareholders.

Additionally, I would like to highlight the key financial ratios that demonstrate the company's financial stability:

1) Profitability Ratios: ROE, ROA, and EPS have all decreased in line with net profit, as explained by the economic factors above. Meanwhile, the asset turnover ratio has decreased only slightly by 1%, indicating that the company continues to maintain its asset utilization efficiency close to normal levels.

2) Liquidity and Cash Flow: A key strength of the group at present is its very high liquidity, due to the strong cash flow from the IPO fundraising. This provides the company with sufficient capital reserves to operate its business and be ready to seize new expansion opportunities without relying on external borrowing.

3) Capital Structure and Financial Strength: Most importantly, the company's debt-to-equity ratio (D/E Ratio) is very low at only 0.19 times.

As mentioned above, these figures reflect the exceptionally strong capital structure after listing on the Stock Exchange. Currently, the company has no debt from borrowing; most liabilities are solely operational obligations and prepaid revenue.

With this interest-free financing structure and ample reserves, MEDEZE is fully prepared to face any challenge and to strive to become a sustainable leader in medical innovation.

The Board of Directors has considered and proposed to the 2026 Annual General Meeting of Shareholders the Board of Directors' report on the company's performance for the year 2025 (Form 56-1 One Report).

The Chairman provided shareholders with the opportunity to ask questions and express their opinions via text messages or the Inventech system. The Chief Financial Officer responded to questions submitted in advance via the electronic system and from the Thai Investors Association. The questions can be summarized as follows:

Ms. Saowaree Liewprakhon, a shareholder, inquired about the company's plans to manage the increased expenses incurred in 2026.

The Chief Financial Officer responded to the shareholder's question, stating that the company has the following plans:

1. Prudent budget management with close monitoring of results.
2. Utilization of a solar power system, which will reduce the company's electricity costs in the long term.
3. Benefits from BOI investment promotion, which will reduce the company's corporate income tax burden. Currently, in 2025, the tax payable is approximately 43 million baht, representing 6% of total revenue. After utilizing the BOI benefits, the tax payable will be less than 1% of total revenue.

The Thai Investors Association, as a shareholder, inquired about the extent of the company's recurring income and how to increase its sustainability.

The Chief Financial Officer responded to the shareholders' questions, stating that the group currently derives approximately 50% of its total revenue from recurring income, stemming from three sources:

1. Income from cell acquisition: This reflects the ongoing demand from existing customers who need to increase their cell volume to support future use.
2. Income from NK Service: For preventative and rehabilitative healthcare.

3. Trust from mothers: The company has a customer base of mothers who return for services after having their second or third child, reflecting their trust in the high standards we provide to our clients' families.

The company is currently conducting research and development (R&D) to successfully register stem cell-derived drugs. This will significantly expand its revenue base.

Other questions from shareholders not addressed in this agenda item will be answered at the end of the meeting. Any inquiries or commentaries that cannot be answered or clarified during the meeting, the company will summarize them in the meeting minutes. This agenda item is for information purposes only and therefore does not involve a vote.

Meeting Resolution: The meeting acknowledged the company's performance results for the year 2025.

Agenda 2: Consideration and approval of the financial statements for the year ended December 31, 2025.

The Company Secretary invited Ms. Anchisa Lekphet, Chief Financial Officer, to present the summary of the financial statements for the year ended December 31, 2025. The details are as follows:

The Chief Financial Officer informed the meeting that, in accordance with Section 112 of the Public Company Limited Act B.E. 2535 and Article 41 of the Company's Regulations, the Board of Directors is required to prepare a balance sheet and a profit and loss statement at the end of the company's fiscal year for submission to the shareholders' meeting for approval. The company has prepared the Statement of Financial Position and the Comprehensive Income Statement for the year ended December 31, 2025. These statements have been audited by a certified public accountant and reviewed by the Audit Committee and the Board of Directors. Detailed information is provided in the Annual Information Disclosure Form 2025 (Form 56-1 One Report), which can be accessed via the QR Code included in the meeting invitation sent to shareholders.

2025 Annual Financial Statements

Unit: Million Baht

List	2015	2014	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
Shareholder 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 has reviewed the financial statements for the ending of the year, December 31, 2025, and determined that they are unqualified, having been audited and certified by the licensed auditor, EY Thailand Limited. Therefore, we propose that the Board of Directors consider and submit these statements to the Annual General Meeting of Shareholders for approval.

The Board of Directors has also reviewed these documents and agrees that it is appropriate to present the Company's Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2025, as approved by the Audit Committee. Further details are available in Attachment No. 1.

The Chairman opened the floor for shareholders to ask questions and express their opinions via text messages or by turning on their cameras and microphones through the Inventech system. The shareholders raised no additional questions. The Chairman then requested a vote on this agenda item, which requires the presence and voting of most shareholders.

The shareholders' meeting approved the financial statements for the year ending December 31, 2025, by a majority vote of those present and voting.

Vote	Number of votes cast: (1 share equals 1 vote)	Percentage of shareholders and proxies who attended the meeting and voted.
Agree	844,680,807	100.0000
Disagree	0	0
Total	844,680,807	100.0000
Abstain	0	0
Invalid vote	0	0

Agenda 3: Consideration and approval of profit allocation and dividend payment for the year 2025.

The company secretary invited Ms. Anchisa Lekphet, the Chief Financial Officer, to present details on profit allocation and dividend payments for 2025. The details are as follows:

The company secretary invited Ms. Anchisa Lekphet, the Chief Financial Officer, to present an update on profit allocation and dividend payments for 2025. The CFO explained that, per the Public Company Limited Act B.E. 2535 (1992), Section 116, and the Company's Articles of Association, the board must allocate at least 5% of annual net profit to a reserve fund until it reaches 10% of the registered capital. Additionally, dividend payments are prohibited if the company has accumulated losses. The company aims to pay dividends of at least 30% of the net profit after tax and reserves, although this policy may vary based on the company's performance and financial needs. The registered capital is currently 534,000,000 baht, with details of retained earnings as of December 31, 2025, to be provided.

- types of reserves as stipulated by law and the company's articles of association. However, this policy is subject to change depending on the company's performance, financial liquidity, ongoing working capital needs to manage the business and future expansion plans of the company and its subsidiaries, as deemed appropriate by the Board of Directors.

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

The Summary of Company's Retained Earnings 2025

Details	Amount (Baht)
Retained earnings as of January 1, 2025	157,145,464.00
Less 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
Less legal retained earnings (5%)	(8,679,973.05)
Interim Dividend No. 1/2025 (December 9, 2025)	(85,433,731.25)
Profit for the year 2025	79,485,756.70
Retained earnings used to pay dividends for the year 2025.	151,234,556.70

The retained earnings (after deducting legal reserves) as of December 31, 2025, amounted to 151,234,556.70 baht. A dividend of 85,440,000 baht will be paid out on a total of 1,068,000,000 shares at a rate of 0.08 baht per share. The remaining retained earnings will be reserved for working capital.

The Board of Directors proposes to the Annual General Meeting of Shareholders for approval the allocation of profits to legal reserves and the payment of dividends for the year 2025, as proposed above. The company's dividend policy will determine the dividend payment rate.

Dividend Payment Rate 2025 with the Previous Year

Dividend Payment Details	2015	2014
1. Profit for the year as per the consolidated financial statements (million baht)	173,599,461	319,384,761
2. Number of shares paid as dividends (million shares)	1,068,000,000	862,240
3. Earnings per share (baht/share)	0.16	0.37
4. Annual Dividends (Baht/Share)	0.16	0.39
- Interim dividend	0.08	0.31
- Second half-year dividend	0.08	0.08
5. Total dividends paid (million baht)	170,832,832	333,436,926
6. Dividend payout ratio to net profit (%)	98.43	104.40

The company's board of directors has appointed April 30, 2026, as the record date for shareholders eligible to receive dividends, with the payment date set for May 19, 2026.

The chairman provided shareholders an opportunity to inquiries and commentaries through text messages or spoken via the Inventech system. However, no shareholders raised any questions. Consequently, the chairman called for a vote on this agenda item, which requires the presence and voting of many of the shareholders present.

The shareholders' meeting approved an allocation of 8,679,973 baht as a legal reserve and declared a dividend of 0.08 baht per share for the fiscal year ending December 31, 2025, by a majority vote.

Vote	Number of votes cast: (1 share equals 1 vote)	Percentage of shareholders and proxies who attended the meeting and voted.
Agree	844,680,807	100.0000
Disagree	0	0
Total	844,680,807	100.0000
Abstain	0	0
Invalid vote	0	0

Agenda 4: Consideration and Approval of Directors' Bonuses for the Year 2025

The Company Secretary invited Mr. Thanabodhi Swasdisri, Chairman of the Nomination and Remuneration Committee, to present details of the directors' bonuses for 2025.

Mr. Thanabodhi noted that, under Section 90 of the Public Company Act B.E. 2535 (1992), the company is prohibited from paying 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 specifies that directors are entitled to receive compensation from the company in the form of awards, meeting allowances, gratuities, bonuses, or other benefits as determined by the shareholders' meeting.

Furthermore, the Annual General Meeting of Shareholders on April 25, 2025, approved the annual directors' bonus in an amount not exceeding 3,900,000 baht, with the following details:

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

Furthermore, no bonuses will be paid to sub-committees (Audit Committee, Investment Committee, and Executive Committee). The consideration of bonus payments may change as appropriate, depending on the company's performance and the resolution of the shareholders' meeting.

The Nomination and Remuneration Committee has considered the company's performance in 2025 and found that it generated operating profits. Therefore, we propose to the Board of Directors that it consider and submit to the Annual General Meeting of Shareholders for approval the payment of bonuses to directors for the year 2025.

In line with the conditions approved at the 2025 Annual General Meeting of Shareholders, the Board of Directors has approved. It proposes to the Annual General Meeting of Shareholders for approval the payment of bonuses to directors for 2025, as approved by the Nomination and Remuneration Committee.

The chairman provided shareholders an opportunity to inquiries and commentaries through text messages or spoken via the Inventech system. However, no shareholders raised any questions. Therefore, the Chairman requested a vote. This agenda item requires approval by at least two-thirds of the total votes of the shareholders present.

Meeting Resolution: Shareholders approved directors' bonuses for 2025 with at least two-thirds of votes.

Vote	Number of votes cast: (1 share equals 1 vote)	Percentage of shareholders and proxies who attended the meeting and voted.
Agree	844,680,807	100.0000
Disagree	0	0
Total	844,680,807	100.0000
Abstain	0	0
Invalid vote	0	0

Agenda 5: Consideration and approval of the election of directors to replace those whose terms have expired in 2026.

The company secretary informed the meeting that, to comply with good governance principles and to ensure transparent consideration of the election of directors, three directors whose terms have expired and who have a vested interest in this agenda item were invited to attend.

- 1) Dr. Shivatra Talchai Independent Director and Audit Committee Member
- 2) Dr. Rachanee O-charoen Director and Executive Committee Member
- 3) Ms. Danita Phithaknetikun Director and Executive Committee Member

The meeting was temporarily adjourned, and after consideration of this agenda item, all three directors were invited to return.

The Company Secretary invited Mr. Thanabodhi Swasdisri, Chairman of the Nomination and Remuneration Committee, to present details of the election of directors to replace those whose terms expired in 2026. The details are as follows:

The Chairman of the Nomination and Remuneration Committee stated at the meeting that, under the Public Company Act B.E. 2535, Section 71, and the Company's Articles of Association, Article 18, at the Annual General Meeting, at least one-third (1/3) of the total number directors must retire. If the total number of directors is not divisible by three (3), the number closest to one-third (1/3) may retire. Directors whose terms have expired may be re-elected for another term.

At the 2026 Annual General Meeting of Shareholders, there are 4 directors whose terms have expired, namely:

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

To elect directors to replace those retiring from their terms, and in accordance with the company's policy of promoting good corporate governance, the company granted shareholders the right to nominate individuals deemed qualified, competent, and suitable for consideration as company directors during the period from December 26, 2025, to January 31, 2026. The company published the established criteria and guidelines on its website. However, upon the expiration of this period, no shareholder nominated any individuals for consideration for election as company directors.

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

The Nomination and Remuneration Committee carefully screened candidates to ensure the chosen individual has the knowledge, skills, and experience relevant to the company's business, meets the company's requirements, and can dedicate their time fully to their duties, thereby benefiting the company's operations. Furthermore, the committee reviewed the board's diversity and the skills the board currently lacks, as outlined in the Board Skill Matrix, and identified other qualifications that are suitable and aligned with the company's short- and long-term business strategies. The selection process was conducted without

discrimination based on gender, race, religion, or any prohibited characteristics under the law and the principles of good corporate governance for listed companies.

The Nomination and Remuneration Committee has considered nominations for election to the board of directors and independent directors, in line with the company's nomination policy. The committee believes the three directors with expired terms meet all qualifications under Section 68 of the Public Company Limited Act B.E. 2535 (1992) and show no signs of unsuitability to manage a publicly traded business per SEC regulations. They also meet the company's criteria for serving as independent directors. Moreover, they are competent, capable, and experienced, benefiting the company's operations and contributing significantly to its success. They are dedicated, ethical, exercise independent judgment, and diligently perform responsibilities. Throughout their tenure, all directors performed their duties effectively and efficiently, providing valuable opinions and recommendations for the company's operations. The committee recommends these individuals to the Board for approval at the Annual General Meeting for re-election. The appointed directors are as follows:

- 1) Dr. Shivatra Talchai Independent Director and Audit Committee Member
- 2) Dr. Rachanee O-charoen Director and Executive Committee Member
- 3) Ms. Danita Phithaknetikun Director and Executive Committee Member

Attachment 2 lists nominees for directors and independent directors, including age, years of service, shareholding percentage, education, work experience, other directorships, and board meeting attendance.

Excluding directors with conflicts of interest, the Board of Directors has considered and deemed it appropriate to propose to the Annual General Meeting of Shareholders for approval the re-election of the three directors whose terms expired in 2026 to serve another term, as well as to continue holding their other positions as before. The Board believes that the nominees for independent directors meet the qualifications stipulated in the relevant laws regarding independent directors, as approved by the Nomination Committee.

Note: Article 17 of the Company's Regulations prescribes the rules and methods for voting to elect directors as follows:

1) Each shareholder has several votes equal to the number of shares he holds in the election of one (1) director.

2) Each shareholder may use all of his votes according to (1) to appoint one or more persons as directors, but may not divide his votes among any one person.

3) The persons who receive the highest number of votes in descending order shall be elected as directors in the number of directors to be appointed or to be elected in that meeting. If persons appointed in the next order have equal votes exceeding the number to be appointed or to be elected in that meeting, the chairman of the meeting shall cast an additional (1) vote as the deciding vote.

To comply with the company's good corporate governance principles for director elections, it is proposed that the shareholders' meeting vote for directors individually.

The Chairman opened the floor for shareholders to ask questions and express opinions by sending messages or turning on their cameras and microphones via the Inventech system. Since there were no questions from shareholders, the Chairman requested a vote. This agenda item requires approval by a majority vote of the shareholders present and voting.

Meeting Resolution: The meeting, by a majority vote of the shareholders present and voting, resolved to approve the appointment of directors to replace those whose terms expired in 2026, to re-elect them for another term, and to continue holding their other positions as before, as follows:

1) Dr. Shivatra Talchai (Independent Director and Audit Committee Member)

Vote	Number of votes cast: (1 share equals 1 vote)	Percentage of shareholders and proxies who attended the meeting and voted.
Agree	844,525,807	100.0000
Disagree	0	0

Total	844,525,807	100.0000
Abstain	0	0
Invalid vote	0	0

2) Dr. Rachanee O-charoen (Director and Executive Director)

Vote	Number of votes cast: (1 share equals 1 vote)	Percentage of shareholders and proxies who attended the meeting and voted.
Agree	844,680,807	100.0000
Disagree	0	0
Total	844,680,807	100.0000
Abstain	0	0
Invalid vote	0	0

3) Ms. Danita Phithaknetikun (Director and Executive Director)

Vote	Number of votes cast: (1 share equals 1 vote)	Percentage of shareholders and proxies who attended the meeting and voted.
Agree	833,954,007	100.0000
Disagree	0	0
Total	833,954,007	100.0000
Abstain	0	0
Invalid vote	0	0

Agenda 6: Consideration and approval of the appointment of new directors.

The Company Secretary invited Mr. Thanabodhi Swasdisri, Chairman of the Nomination and Remuneration Committee, to present the details of the appointment of new directors. The details are as follows:

The Chairman of the Nomination and Remuneration Committee said that increasing the number of directors would help the Board oversee the business more efficiently, align with its goals, and prioritize the company's best interests.

The Nomination and Remuneration Committee reviewed and screened individuals with suitable qualifications from the Board of Directors and gave shareholders the opportunity to nominate individuals who meet the qualifications set out in the Securities and Exchange Act and other relevant laws.

Having considered the matter, it is deemed that Dr. Ballang Uppapong possesses the knowledge, skills, and experience in the medical field to support the company's efforts in obtaining certification for its cell bank and medical laboratory standards, which will benefit the company's operations. Furthermore, he fully meets the qualifications under the Public Company Limited Act B.E. 2535 and the Securities and Exchange Act B.E. 2535. He has no disqualifying traits per SEC regulations. The nominee is in Attachment 3. We propose the Board consider and submit Dr. Ballang Uppapong's appointment for approval at the Annual Shareholders Meeting.

The Board of Directors, having considered the matter, deems it appropriate to propose to the Annual General Meeting of Shareholders the appointment of Dr. Ballang Uppapong as an independent director of the company. It is believed that the nominee meets the qualifications stipulated in the relevant laws regarding independent directors, as approved by the Nomination Committee.

The Chairman opened the floor for shareholders to ask questions and express opinions via text messages or by turning on their cameras and microphones through the Inventech system. Shareholders raised no further questions. Therefore, the Chairman requested a vote on this agenda item, which requires a majority vote of the shareholders present and voting.

Meeting Resolution: The meeting resolved, by a majority vote of the shareholders present and voting, to approve the appointment of a new director, Dr. Ballang Uppapong, as an independent director of the company, as follows:

Vote	Number of votes cast: (1 share equals 1 vote)	Percentage of shareholders and proxies
------	--	---

		who attended the meeting and voted.
Agree	844,680,807	100.0000
Disagree	0	0
Total	844,680,807	100.0000
Abstain	0	0
Invalid vote	0	0

Agenda 7: Consideration and approval of a reduction in the number of directors

The Company Secretary invited Mr. Thanabodhi Swasdisri, Chairman of the Nomination and Remuneration Committee, to present details on reducing the number of directors. The details are as follows:

The Chairman of the Nomination and Remuneration Committee stated to the meeting that, in accordance with Article 16 of the Company's Articles of Association, the Company shall have a Board of Directors consisting of not less than five (5) directors, with at least one-third (1/3) of the total number of directors being independent directors. The Securities and Exchange Act requires at least half of the directors to be residents of Thailand, and all must meet legal qualifications without disqualifying traits.

Dr. Wanchai Chantrapitak's term expires in 2026, and he has notified he will not seek re-election, as in Agenda Item 5. Dr. Wanchai Satyawuthipong and Ms. Supakarn Kijgosol also plan to resign as directors. Effective May 7, 2025, and June 1, 2025, respectively, we propose reducing directors from 13 to 11 for shareholders' approval.

The Nomination and Remuneration Committee, having reviewed the matter, believes that the remaining number of directors is appropriate for the size of the business and sufficient to effectively oversee management's operations. Therefore, it is proposed that the Board of Directors consider and subsequently submit to the Annual General Meeting of Shareholders for approval a reduction in the number of directors from 13 to 11, comprising the following directors:

- 1) Dr. Watcharee Tintani
- 2) Mr. Piyawat Ratchapolsitte
- 3) Mr. Thanabodhi Swasdisri
- 4) Ms. Suphawadee Kongtawee
- 5) Dr. 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

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

The Chairman opened the floor for shareholders to ask questions and express their opinions via text messages or by using the Inventech system (camera and microphone). However, no shareholders raised any questions. Therefore, the Chairman requested a vote on this agenda item, which requires a majority vote of the shareholders present and voting.

Meeting Resolution: The meeting resolved to reduce the number of directors by a majority vote of the shareholders present and voting as follows:

Vote	Number of votes cast: (1 share equals 1 vote)	Percentage of shareholders and proxies who attended the meeting and voted.
Agree	844,680,807	100.0000
Disagree	0	0

Total	844,680,807	100.0000
Abstain	0	0
Invalid vote	0	0

Agenda 8: Consideration and approval of remuneration for company directors and sub-committee directors for the year 2026.

The Company Secretary invited Mr. Thanabodhi Swasdisri, Chairman of the Nomination and Remuneration Committee, to present details on reducing the number of directors. The details are as follows:

The Nomination and Remuneration Committee Chairman stated that, per Section 90 of the Public Company Limited Act B.E. 2535 (1992) and Article 31 of the Articles of Association, directors are entitled to remuneration such as awards, allowances, gratuities, bonuses, or other benefits, subject to approval by the Annual General Meeting of Shareholders. The Board will set the conditions, details, and rates of remuneration based on duties and responsibilities of the Board, Audit Committee, Investment Committee, Nomination and Remuneration Committee, and Corporate Governance and Sustainability Committee. Details are in Attachment 1.

The Nomination and Remuneration Committee, having considered the principles of good corporate governance for listed companies (CG Code), has established guidelines for proposing directors' remuneration for shareholder approval. The key points are summarized as follows:

- 1) Directors' compensation 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 for each director.
- 2) Shareholders must approve the structure and rates of directors' compensation, both monetary and non-monetary. The board should consider each form of compensation appropriate, including fixed compensation (e.g., regular salary, meeting fees) and performance-based compensation (e.g., bonuses, gratuities). The latter should be linked to the value the company creates for shareholders but should not be so high as to create a focus solely on short-term financial performance.

This includes considering the remuneration of directors and sub-committee directors to be consistent with the number of directors, the company's performance, the size of the business, and each director's performance. Such remuneration will be at a level appropriate and comparable to companies in the same industry, and sufficient to motivate and retain quality directors within the company.

Furthermore, in 2025, as approved by the Board of Directors for the appointment of two sub-committees: the Nomination and Remuneration Committee and the Corporate Governance and Sustainability Committee, effective December 16, 2025, it is appropriate to propose to the meeting for approval the remuneration of the directors, using the same criteria and rates as for other sub-committees. This remuneration proposal will be fair and reasonable, in accordance with the Board of Directors' remuneration policy, which considers the scope of duties and responsibilities and the company's performance.

Therefore, it is deemed appropriate to propose to the Board of Directors for consideration and submission to the Annual General Meeting of Shareholders for approval the remuneration of the company directors and sub-committee directors for the year 2026, consisting of meeting fees and bonuses. Meeting fees will be paid to directors attending each committee meeting on a per-meeting basis, and the annual bonus will be paid to directors in an amount not exceeding 3,300,000 baht. Details are as follows:

Compensation	2016 (Year of Proposal)		2015 (Year of Proposal)		Change
	Meeting allowance (Baht/meeting)	Bonus (Baht/year)	Meeting allowance (Baht/meeting)	Bonus (Baht/year)	
Board of Directors					
- Chairman	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	-	-
- Director	15,000	-	15,000	-	-
Investment Committee					
- Chairman	20,000	-	20,000	-	-
- Director	15,000	-	15,000	-	-

Compensation	2016 (Year of Proposal)		2015 (Year of Proposal)		Change
	Meeting allowance (Baht/meeting)	Bonus (Baht/year)	Meeting allowance (Baht/meeting)	Bonus (Baht/year)	
Nomination and Remuneration Committee					
- Chairman	20,000	-	-	-	The proposal was first submitted for approval in 2026.
- Member	15,000	-	-	-	
Corporate Governance and Sustainability Committee					
- Chairman	20,000	-	-	-	The proposal was first submitted for approval in 2026.
- Member	15,000	-	-	-	
Other benefits	None		None		-

Furthermore, the Company will not pay any additional compensation or benefits to directors beyond those specified, as in 2024.

The Board of Directors approved the directors' compensation rate for 2026, which is the same as that for 2025. Therefore, it is deemed appropriate to propose to the

shareholders' meeting for approval the directors' compensation for 2026 as approved by the Nomination and Remuneration Committee.

The Chairman opened the floor for shareholders to ask questions and express opinions via text messages or by turning on their cameras and microphones through the Inventech system. However, no questions were raised by the shareholders. The Chairman then requested a vote. This agenda item requires approval by at least two-thirds of the shareholders present.

Meeting Resolution: The shareholders' meeting resolved to approve the remuneration of the company directors and sub-committee directors for the year 2026, as proposed, by a vote of at least two-thirds of the total votes of the shareholders present at the meeting, as follows:

Vote	Number of votes cast: (1 share equals 1 vote)	Percentage of shareholders and proxies who attended the meeting and voted.
Agree	844,680,807	100.0000
Disagree	0	0
Abstain	0	100.0000
Invalid vote	0	0
Total	844,680,807	100.0000

Agenda 9: Consideration and approval of the appointment of auditors and audit fees for the year 2026.

The Company Secretary invited Ms. Anchisa Lekphet, Chief Financial Officer, to present details on the appointment of auditors and audit fees for 2026. The details are as follows:

Details are provided in Attachment 3.

2) Approve the audit fees for the year 2026

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

Thailand: 5 companies total audit fees: 5,375,000.00 THB

Singapore: 2 companies total audit fees: 1,994,711.98 THB

Total: 7,369,711.98 THB

The Comparison of Audit Fees for 2025 and 2026

Thailand

Unit: Million baht

No.	Company	2015	2016	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)	-	200	200

2	Medeze NK Company Limited (MN)	240	300	60
3	Medeze Cosmeceutical Company Limited (MC)	-	-	-
4	Medeze Research and Development Company Limited (MR)	-	100	100
5	Medeze Hair Renaissance Company Limited (MH)	-	100	100
Total Non Audit fees - Thailand		240	700	460

Note:

- The audit fees for all companies already include the cost of inspecting the destruction of inventory, amounting to 20,000 baht.
- BOI promotion certificate verification fee: 100,000 baht per certificate. Details as follows:
 - Medeze Group Public Company Limited: 2 tickets
 - Medeze NK Company Limited: 3 tickets
 - Medeze Research and Development Company Limited: 1 ticket
 - Medeze Hair Renaissance Company Limited: 1 ticket

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

Singapore

Unit: Million baht

No.	Company	2015	2016	Increase (Decrease)
Audit Fee				
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

No.	Company	2015	2016	Increase (Decrease)
Non-Audit Fee				
1	MEDEZE Treasury Pte. Ltd. (MT)	-	-	-
2	MEDEZE Group Pte. Ltd. (MS)	-	-	-
Total Non Audit fees - Singapore		-	-	-

Note:

1. Audit fees for 2025 total SGD 65,780 (32,890 SGD per company), and for 2026 total SGD 80,627 (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 Ernst & Young LLP in 2026 will be reimbursed based on actual expenses incurred later.

The auditor must meet the qualifications mandated by the Securities and Exchange Commission (SEC) and have no relationship or vested interest with the company, its subsidiaries, management, major shareholders, or related parties. The auditor must be a reputable firm with strong operational capabilities, extensive auditing experience and expertise, effective audit processes and tools, a deep understanding of the business, and a consistent, exemplary performance record.

The Audit Committee has selected EY Limited as the company's auditor for 2026. We select EY for its internationally recognized standards of practice, auditing expertise, and consistent, high-quality performance, ensuring the company's audit work is delivered promptly and reliably. Furthermore, a comparison of EY Limited's audit fees with other firms at a similar level indicates that EY Limited's fees are reasonable. Therefore, the committee proposes that the Board of Directors consider and subsequently submit to the Annual General Meeting of Shareholders for approval the appointment of the auditor and the audit fees for 2026.

The Board of Directors deems it appropriate to propose to the shareholders' meeting for approval the appointment of auditors and audit fees for the year 2026 from EY Limited and Ernst & Young LLP, based on the list of auditors and fee rates approved by the Audit Committee. Details are as follows:

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

The chairman provided shareholders an opportunity to inquiries and commentaries through text messages or spoken via the Inventech system. However, no questions were raised. The Chairman then requested a vote on this agenda item, which required the presence and voting of many of the shareholders.

Meeting Resolution: The shareholders' meeting resolved to approve the appointment of auditors and audit fees for the year 2026 as follows:

Thailand: Auditors from EY Limited, 3 firms as proposed.

Audit fee: 5,375,000.00 THB

Singapore: Auditors from Ernst & Young LLP, 1 firm as proposed.

Audit fee: 1,994,711.98 THB. Total audit fee: 7,369,711.98 THB

By a majority vote of shareholders present and voting as follows:

Vote	Number of votes cast: (1 share equals 1 vote)	Percentage of shareholders and proxies who attended the meeting and voted.
Agree	844,680,807	100.0000
Disagree	0	0
Total	844,680,807	100.0000
Abstain	0	0
Invalid vote	0	0

Agenda 10: Consideration of other matters (if any).

The company secretary clarified that this agenda item provided shareholders with the opportunity to propose matters beyond those specified in the meeting invitation letter. Such proposals must comply with the rules and procedures prescribed by law. Regarding proposals of matters beyond those specified in the meeting invitation letter, Section 105, paragraph two, of the Public Company Limited Act B.E. 2535 (and its amendments) stipulates that after the meeting has considered the agenda items in the order specified in the meeting invitation letter, shareholders holding at least one-third of the total issued shares may request the meeting to consider other matters not specified in the meeting invitation letter.

Since no shareholders proposed any additional agenda items, the company secretary informed the meeting that the agenda items proposed for consideration in the invitation letter for the 2026 Annual General Meeting of Shareholders had been fully considered. The Chairman then invited the Chief Executive Officer and the Chairman of the Investment Committee to answer shareholder questions submitted electronically during the meeting. The summary is as follows:

The Thai Investors Association, through its shareholders, has the following questions:

1. When will the ATMP business be commercial and break even?

The Chairman of the Investment Committee responded to shareholder inquiries, stating that the ATMP project will begin incurring expenses in 2025, with additional personnel and clinical trial costs in 2026. Therefore, most expenses will be incurred in 2025 and 2026. The company believes that if the clinical trials are successful, commercialization is expected in 2027, as explained in the Jump+ project. The company expects to break even within 1-2 years because the projects underway in 2026 and continuing into 2027 will target two key diseases: osteoarthritis of the knee and skin aging. Both projects are based on detailed assumptions, as outlined in the Jump+ project. For example, the osteoarthritis project involves 6 million patients nationwide. The company believes that of those 6 million, 3% (approximately 180,000) are potential target customers. Of that 180,000, we assume that by 2027, when we begin trading, we will be able to capture approximately 0.25% of customers, or 450 people, which we consider realistic. If this is achieved, the revenue generated from the ATMP project will allow us to break even within 1-2 years.

2. Given our future expansion plans, does the company need to raise additional capital?

The Chairman of the Investment Committee responded to shareholders' inquiries by stating that no additional capital is needed in the near future. The company has approximately 2.9 billion baht in shareholder equity, which is sufficient for investment, and significant borrowing capacity. As the CFO mentioned, our debt-to-equity ratio (D/E) is 0.19, indicating a strong financial position and the ability to borrow when necessary. Additionally, overseas investments are not fully funded by the company; most are franchise models. This means that our partners in each country are the investors, while we provide their know-how. Therefore, overseas investments are not expected to be substantial. In short, we believe our existing capital is sufficient, and no further capital increase is needed soon.

The Chairman announced the company completed all agenda items, with no further questions from shareholders. He thanked everyone and closed the 2026 AGM of Medeze Group PCL at 3:50 PM.

- Watcharee Tintani -
(Dr. Watcharee Tintani)
Chairperson of the meeting

- Pimnarada Yongprayoon –
(Ms. Pimnarada Yongprayoon)
Secretary of the meeting

Attachments to the Minutes of the Annual General Meeting of Shareholders 2026,
Medeze Group Public Company Limited.

Summary of Questions and Answers beyond those given to shareholders at the
meeting.

Ms. Saowaree Liewprakhon (*Shareholder*)

Question: I would like to know the progress of the land acquisition. What are the company's current plans?

Answer: Dear shareholders, land acquisition remains a priority for the company in the near future. The company is currently sourcing suitable land that fits its business operations and complies with all relevant laws and regulations.

Ms. Kwanrudee Kaewmungkun (*Shareholder*)

Question: I would like to know the progress of the ATMPs project.

Answer: In response to the shareholder's inquiry, the ATMPs project is on track to meet its targets. Research is scheduled to begin in 2026, and the company is preparing to obtain approval from all relevant faculty and academic parties to ensure alignment with international standards. This project is a collaboration with government agencies to advance the Health Economy, a national strategy to enhance the country's competitiveness, and to advance the registration and production of Advanced Therapy Medicinal Products (ATMPs), which are innovations developed for patient treatment and to strengthen public health security. Every process and every step require careful, thorough consideration, with a focus on both efficacy and safety, from research through to clinical treatment. As this involves the registration of new medicines produced by Thais themselves, all parties, including the Ministry of Public Health, the Medical Council, and partner universities, are working closely together and reviewing each step with great diligence.

Mr. Preecha Lekvongderm (*Shareholder*)

Question: Dear management, given the ongoing geopolitical tensions from the Middle East conflict and volatility in energy prices, can the company still maintain the targets communicated at the 2025 Opportunity Day?

Answer: The company confirms its confidence in the targets originally stated. The core of the stem cell banking business rests on stability, credibility, accreditation, and certification to recognized standards, and the ability to apply stored cells for future medical benefit.

Over the past year, the company has laid the foundation for quality development in accordance with GMP/PIC Guidelines, an internationally recognized standard, with the goal of positioning Thailand as a hub for advanced therapy medicinal products. The company is confident in its ability to build a competitive advantage across the region, both domestically and internationally. The company will continue to elevate its standards to strengthen its business and create sustainable differentiation.

Thai Investors Association (*Shareholder*)

Question: Given the company's participation in the Jump+ project and its planned expansion into the UAE in 2028, can the company confirm it will proceed as planned?

Answer: We can confirm this. We are closely monitoring the situation. There are still two years remaining to assess the impact of the conflict. The UAE remains an attractive and suitable market for us.