



Invitation to the 2026 Annual General Meeting of Shareholders

S&P Syndicate Public Company Limited

Thursday, 23 April 2026, at 14.00 hrs.

By electronics media channels only

In accordance with the Emergency Decree on Electronic Meetings B.E. 2563
(2020), including other relevant laws and regulations.

Shareholders or proxies who wish to attend the meeting may register and submit the request form in advance to attend the meeting from Thursday, 16 April 2026 at 08:30 a.m. The registration system will remain open until 23 April 2026 and

will close once the meeting has been adjourned, at

<https://fort.inventech.co.th/SNP733363R/#/homepage>

Or Scan QR Code



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S&P Syndicate Public Company Limited. Registration No.0107537001170

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**SIMPLY
DELICIOUS**

Ref. POL 020/2026

23rd March 2026

Re: Invitation to the 2026 Annual General Meeting of Shareholders

To: The Shareholders

Enclosures: Attachment 1 Copy of the Minutes of the 2025 Annual General Meeting of Shareholders.
Attachment 2 The 2025 Annual Registration Statement (56-1 One Report Form, including the Statement of Financial Position and the Statement of Comprehensive Income ending 31 December 2025, in QR Code format.
Attachment 3 Profiles of directors nominated for re-election to replace those retiring by rotation.
Attachment 4 Profiles of the independent directors proposed by the Company to act as proxies for shareholders.
Attachment 5 The Company's Articles of Association, specifically the section relating to meetings of shareholders
Attachment 6 Evidence of eligibility to attend the meeting, proxy procedures, registration for meeting attendance, voting, vote counting, and notification of voting results at the shareholder's meeting.
Attachment 7 Guidelines for attending the meeting via electronic media (E-AGM).
Attachment 8 Proxy Form A and Form B, as prescribed by the Department of Business Development, Ministry of Commerce.
Attachment 9 Requisition form for the 2025 Annual Registration Statement (Form 56-1 One Report) and/or the 2025 Sustainability Report in hard copy
Attachment 10 Privacy Notice regarding personal data protection for the 2026 Annual General Meeting of Shareholders.

The Board of Directors' Meeting of S&P Syndicate Public Company Limited, held on 26 February 2026, resolved to convene the 2026 Annual General Meeting of Shareholders on Thursday, 23 April 2026, at 14.00 hrs. The meeting will be conducted exclusively via electronics media (E-AGM), in accordance with the Emergency Decree on Electronic Meetings (2020), and other relevant laws and regulations, to consider various matters according to the agenda along with Opinion of the Boards as follows:

Agenda 1 To consider and adopt the Minutes of the 2025 Annual General Meeting of Shareholders

Objectives: The Company held the 2025 Annual General Meeting of Shareholders on 22 April 2025. A copy of the minutes of meeting has been submitted to the Stock Exchange of Thailand and the Ministry of Commerce within 14 days as prescribed by law, including publicized on the Company's website. Further details are provided in Attachment 1.

Opinion of the Board: The Board considers the minutes to have been recorded accurately and completely. Therefore, the Board deems it appropriate to propose to the Meeting of Shareholders to approve the Minutes of the Meeting.

Voting Requirements: The approval resolution requires the majority of votes of the shareholders attended the meeting and cast their votes.

Agenda 2 To acknowledge the report on the Company's operating results for the year 2025

Objectives: The Company has prepared the Board of Directors' report regarding the Company's operating results for the year 2025. The details are as specified in Attachment 2.

Opinion of the Board: The Board of Directors' deemed appropriate to propose the AGM to acknowledge the operating results and other report for the past year of 2025.

Voting Requirements: As this agenda is for acknowledgement, voting is not required.

Agenda 3 To consider and approve the financial statements for the fiscal year as of 31 December 2025.

Objectives: To comply with the law requiring the Company to prepare annual financial statements as of the end of the Company's fiscal year and to have them audited by an external auditor before proposing them to the shareholders' meeting for approval.

Opinion of the Board: The Board of Directors' deemed appropriate to propose the AGM to approve the Statement of Financial Position and the Statement of Comprehensive Income for the fiscal year ended 31 December 2025, which have been audited and certified by the authorized auditor from PricewaterhouseCoopers ABAS Ltd. and have been endorsed by the Audit Committee. Details of the financial statements are as appeared in the 2025 Annual Report (Form 56-1 One Report), which has been delivered to the shareholders along with this invitation to the meeting as Attachment 2.

Voting Requirements: The approval resolution requires the majority of votes of the shareholders attended the meeting and cast their votes.

Agenda 4 To consider and approve the alocation of profit for the year 2025 and dividend payment.

Objectives: The Company maintains a policy to pay dividends at the rate of 60 percent of the net profit after deduction of income tax, based on the consolidated financial statements. However, such payment shall not exceed the retained earnings of the sepearte financial statements. The annual dividend payment is subjected to cash flow, investment plans, necessities and other future appropriateness. When the Board of Directors resolves to approve the annual dividend payment, it must be proposed for an approval from the meeting of shareholders. An exception is made for the interim dividend payment, which the Board of Directors shall be authorized to approve and report to the subsequent AGM.

Opinion of the Board: According to the consolidated financial statements, the Company's operating results for the fiscal year 2025 yielded a net profit of 270,573,251 Baht, representing earnings per share of 0.53 Baht. The Board of Directors deemed appropriate to propose that the shareholders' meeting approve the dividend payment from the 2025 operating results at the rate of 0.50 per share. This results in a dividend payout ratio of 94 percent. Accordingly, it is appropriate and consistent with the aforementioned dividend policy framework.

In this regard, the Board of Directors; meeting held on 13 August 2025, resolved to approve an interim dividend payment (for the operating period from 1 January 2025, to 30 June 2025) at the rate of 0.05 Baht per share for 510,630,383 shares, totaling 25,531,519.15 Baht, which was paid on 12 September 2025. Consequently, the remaining dividend to be paid (for the operating period from 1 July 2025, to 31 December 2025) is at the rate of 0.45 Baht per share for 510,630,383 shares, totaling 229,783,672.35 Baht. (The aforementioned number of shares excludes 4,080,000 treasury shares repurchased by the Company).

Table of Comparison of the Dividend Payment in 2023-2025

| Details of Dividend Payment | 2025 (Proposed) | 2024 | 2023 |
|---|----------------------------|----------------|----------------|
| Net Profit (Baht) | 270,573,251 | 426,873,692 | 485,234,147 |
| Number of Shares (Shares) | | | |
| On the date of Interim Dividend Payment | 510,630,383 | 514,710,383 | 514,710,383 |
| On the date of Annual Dividend Payment | 510,630,383 | 512,564,983 | 514,710,383 |
| Dividend Paid per Share (Baht/Share) | 0.50 | 0.80 | 1.00 |
| - Interim Dividend (Baht/Share) | 0.05 | 0.10 | 0.25 |
| - Annual Dividend (Baht/Share) | 0.45 | 0.70 | 0.75 |
| Total Dividend Paid (Baht/Share) | 255,315,191.50 | 410,266,526.40 | 514,710,383.00 |
| - Interim Dividend Paid (Baht) | 25,531,519.15 | 52,471,038.30 | 128,677,595.75 |
| - Annual Dividend Paid (Baht) | 229,783,672.35 | 358,795,488.10 | 386,032,787.25 |
| Dividend Payment Proportion (Percent) | 94.37 | 96.15 | 106.07 |

In this regard, the aforementioned dividend payment shall be distributed to the shareholders entitled to receive dividends in accordance with the Company's Articles of Association, as per the list of shareholders appearing on the Record Date, Tuesday, 17 March 2026. The dividend payment is scheduled for Wednesday, 13 May 2026. However, the granting of such rights remains uncertain until approval is obtained from this Shareholders' Meeting.

Voting Requirements: The approval resolution requires the majority of votes of the shareholders attended the meeting and exercises their votes.

Agenda 5 To consider and approve the remuneration for the Board of Directors and Sub-committees for the year 2026, and the annual gratuity.

Objectives : In accordance with Article 24 of the Company's Article of Association, directors are entitled to receive remuneration from the Company in the form of salaries, rewards, meeting allowances, allowances, per diems, gratuities, bonuses, or other compensation as approved by the shareholders' meeting. The Nomination and Remuneration Committee has carefully reviewed and determined the remuneration for the Board of Directors and other subcommittees for the year 2026. This evaluation considered the appropriateness of their duties and responsibilities, benchmarking against companies of similar size within the same industry, based on the survey of director remuneration conducted by the Thai Institute of Directors (IOD). Furthermore, the Company's performance and business growth in 2025 were also taken into account.

Opinion of the Board: The Board of Directors has considered the fixed remuneration and meeting allowances for the Board of Directors and other Sub-committees as proposed that the 2026 Annual General Meeting of Shareholders approve maintaining the remuneration rates for the Board of Directors and the meeting allowances for Sub-committees for the year 2026 at the same rates as in 2025, and approve the annual gratuity as proposed by the Nomination and Remuneration Committee, as follows:

1. Monetary Compensation

1.1 Monthly Remuneration:

| Monthly Remuneration (Baht/Director/Month) | 2026 (Proposed) | | | 2025 | | |
|---|-----------------|--------------------|------------------------|-------------|--------------------|------------------------|
| | Chairperson | Executive Director | Non-Executive Director | Chairperson | Executive Director | Non-Executive Director |
| Board of Directors | 45,000 | 25,000 | 30,000 | 45,000 | 25,000 | 30,000 |
| Audit Committee | 25,000 | - | 15,000 | 25,000 | - | 15,000 |

1.2 Meeting Allowances: For Non-Executive Directors only

| Meeting Allowances (Baht / Director / Meeting) | 2026 (Proposed) | | 2025 | |
|--|--------------------------------------|------------------------|--------------------------------------|------------------------|
| | Chairman (Non-Executive Director) | Non-Executive Director | Chairman (Non-Executive Director) | Non-Executive Director |
| Board of Directors | 37,500 | 25,000 | 37,500 | 25,000 |
| Audit Committee | 37,500 | 25,000 | 37,500 | 25,000 |
| Risk Management Committee | 22,500 | 15,000 | 22,500 | 15,000 |
| Nomination and Remuneration Committee | 22,500 | 15,000 | 22,500 | 15,000 |
| Corporate Governance and Sustainable Development Committee | 15,000 | 10,000 | 15,000 | 10,000 |
| Non-Executive Directors (NED) | - | 25,000 | - | 25,000 |

1.3 Annual Gratuities

The Nomination and Remuneration Committee deemed it appropriate to pay in the amount of not exceeding 1,765,000 Baht, by paying to the Chairperson at the rate of 170,000 Baht and pay to the other 11 directors at the rate of 145,000 Baht per person, which decreased from previous year 31.7 percent.

2. Other Compensation

The Board of Directors and subcommittees do not receive any benefits other than fixed remuneration, meeting allowances, or annual gratuities, consistent with the year 2025.

Voting Requirements: The approval resolution requires not less than two-thirds of votes of the shareholders attended the meeting.

Agenda 6 To consider and approve the appointment of directors replacing those retired by rotation

Objectives: According to the Company Articles of Association, at every Annual General Meeting of shareholders shall have one-third of the directors retired from the position. This year 4 directors must retire by rotation, namely:

1. Mr. Pravesvudhi Raiva Vice Chairman, Executive Director, and Advisor to the Governance and Sustainability Committee
2. Ms. Sophavadee Uttamobol Lead Independent Director, Audit Committee and Corporate Governance and Sustainability Committee Member

3. Mr. Teeranun Srihong Independent Director, Chairman of Nomination and Remuneration Committee, Chairman of Corporate Governance and Sustainability Committee and Risk Management Committee Member
4. Mr. Piya Sosothikul Independent Director, Chairman of Risk Management Committee, Audit Committee, and Nomination and Remuneration Committee Member

The Company invited shareholders to nominate candidates for director positions from 5 November to 30 December 2025. This invitation was announced via the Stock Exchange of Thailand's electronic system and the Company's website. No nominations were submitted by the deadline.

The Nomination and Remuneration Committee (excluding directors retiring by rotation at the 2026 Annual General Meeting) has reviewed the qualifications and legal suitability of the candidates. This review followed the regulations of the SEC and the Public Limited Companies Act, while also considering board diversity and the Board Skills Matrix to ensure alignment with the Company's business strategy.

The Committee unanimously resolved to propose that the Board of Directors re-elect the four retiring directors for another term: Mr. Pravesvudhi Raiva, Ms. Sophavadee Uttamobol, Mr. Teeranun Srihong, and Mr. Piya Sosothikul. These individuals have consistently demonstrated dedicated and effective performance throughout their tenure.

Opinion of the Board: The Board of Directors (excluding those retiring by rotation) has carefully reviewed the qualifications of each director. The Board proposes the re-election of all four directors, as they meet all legal requirements and Company regulations. None of the candidates have a criminal record involving financial dishonesty. These individuals possess the skills, integrity, and expertise that align with the Company's Board Skills Matrix. They have demonstrated leadership, vision, and a transparent professional history. Furthermore, based on their strong past performance and suitability for the Company's business, the Board unanimously resolved to propose the re-election of the following four directors for another term:

1. Mr. Pravesvudhi Raiva
2. Ms. Sophavadee Uttamobol
3. Mr. Teeranun Srihong
4. Mr. Piya Sosothikul

Although Ms. Sophawadee Uttamobol and Mr. Piya Sosothikul have served as independent directors for more than nine consecutive years, the Board has determined that both continue to meet all relevant criteria and Company standards. During their tenure, they have performed their duties effectively and maintained independence from management. Their knowledge and expertise continue to provide valuable benefits and recommendations to the Company.

Voting Requirements: The resolution shall be individually approved by the majority of votes of the shareholders attended the meeting and cast their votes.

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

Objectives: In accordance with Section 120 of the Public Limited Companies Act, B.E. 2535 (1992), the Annual General Meeting of Shareholders must appoint auditors and determine the audit fee annually. An auditor may be re-appointed for a maximum of seven consecutive fiscal years.

For the year 2025, the Audit Committee has reviewed and selected PricewaterhouseCoopers ABAS Ltd. (PwC) as the auditor for the Company and its subsidiaries. This selection is based on their experience, personnel readiness, recognized performance standards, and use of audit technology, as well as their thorough understanding of the Company's business. Furthermore, the auditors have no relationship with or interest in the Company, its subsidiaries, executives, major shareholders, or any related persons. They are independent in performing their duties and expressing opinions on the Company's financial statements. Accordingly, it is proposed to appoint auditors from PricewaterhouseCoopers ABAS Ltd. as the auditors for 2026 for the Company and its subsidiaries, based on their consistent professional standards.

Opinion of the Board: The Board agreed with the Audit Committee's recommendation to select PricewaterhouseCoopers ABAS Ltd. and resolved to propose that the 2026 Annual General Meeting of Shareholders approve the appointment of three certified public auditors from the firm. These auditors will serve the Company and its subsidiaries for the 2026 fiscal year. The audit fee is set at 3,080,000 Baht, maintaining the same rate as in 2025. This amount excludes other service fees of 125,000 Baht for the audit of the Suvarnabhumi and Don Mueang airport branches. Details are as follows:

1) Deeming appropriate to propose an appointment of one of the following auditors from PricewaterhouseCoopers ABAS Company Limited to be an auditor of the Company in 2026:

1. Mr. Paiboon Tunkoon Certified Public Accountant License No. 4298
The years of being auditor of the Company and its subsidiary: 5 year and/or
2. Ms. Sakulna Yamesakul Certified Public Accountant License No. 4906
The years of being auditor of the Company and its subsidiary: - year and/or
3. Ms. Sinsiri Thangsombat Certified Public Accountant License No. 7352
The years of being auditor of the Company and its subsidiary: - year and/or

PricewaterhouseCoopers ABAS Ltd. and the proposed auditors have no relationship with or interest in the Company, its subsidiaries, management, major shareholders, or any related persons. They are independent in auditing and expressing an opinion on the financial statements of the Company and its subsidiaries. Furthermore, if any of the assigned auditors are unable to perform their duties, PricewaterhouseCoopers ABAS Ltd. is authorized to provide other auditors from the firm to conduct the audit as substitutes.

2) Audit Fee 3 years' comparison (2024- 2026) as follows:

| Auditor's Remuneration | 2025 (Proposal) | 2025 | 2024 |
|----------------------------|------------------|------------------|------------------|
| Company's Audit Fee (Baht) | 3,080,000 | 3,080,000 | 3,050,000 |
| Other Service Fees (Baht) | 125,000 | 250,000 | 250,000 |
| Total (Baht) | 3,205,000 | 3,330,000 | 3,300,000 |

Voting Requirements: The approval resolution requires the majority of votes of the shareholders attended the meeting and cast their votes.

Agenda 8 Other Matters (If any)

This agenda item is provided for shareholders to ask questions and for the Board of Directors to provide clarifications (if any). No other matters will be presented for approval, and no voting will occur during this item.

The Company invites shareholders to attend the 2026 Annual General Meeting of Shareholders (AGM) on Thursday, 23 April 2026, at 2:00 PM. The meeting will be held solely via electronic media (E-AGM), in accordance with the laws and regulations governing electronic meetings.

The Company has set the Record Date to determine the shareholders entitled to attend the meeting and receive dividends as 17 March 2026. Please refer to Attachments 6 and 7 for details regarding registration and proxy appointment procedures for the meeting.

To preserve shareholder rights, those unable to attend the meeting may appoint a proxy to attend and vote on their behalf by submitting a completed proxy form to the registration officers before the session begins. Alternatively, shareholders may appoint Ms. Cattleya Saengsastra, Independent Director and Chairperson of the Audit Committee (details in Attachment 4), as their proxy to attend and vote.

For convenience, shareholders or their proxies may submit questions in advance through designated channels by Wednesday 22 April 2026. The Company will address questions directly related to the agenda during the meeting. Any comments or questions not addressed during the session will be summarized and included in the minutes. These minutes will be published via the Stock Exchange of Thailand (SET) and the Company's website within 14 days of the meeting's conclusion.

Shareholders requiring a hard copy of Proxy Form B may request one by calling 0-2785-4000 ext. 637 or emailing secretary@snpfood.com. Foreign investors who have appointed a local custodian and wish to use Proxy Form C can download the form from the Company's website.

Yours faithfully,

For and on behalf of S&P Syndicate Public Company Limited



(Mr. Kamtorn Sila-on)
Chief Executive Officer

For further information or technical support regarding the electronic meeting system (E-Meeting), please contact:
Call Center: 02-460-9228 (Available from April 16-23, 2026, between 8:30 AM and 5:30 PM, excluding public holidays)

For additional inquiries regarding the meeting, please contact:
Company Secretary Manager of S&P Syndicate Public Company Limited
Ms. Penpun Kasetsiri
Telephone: 0-2785-4000 Ext. 637 or Facsimile: 0-2785-4040
Email: secretary@snpfood.com



(Translation)

Minutes of the 2025 Annual General Meeting of Shareholders

S&P Syndicate Public Company Limited

Tuesday, 22 April 2025

The Meeting started at 14.00 hrs.

Ms.Penpun Kasetsiri, Assistant Company Secretary as a Master of Ceremonies, addressed to welcome all shareholders and their proxies to the Meeting that the Company convened the 2025 Annual General Meeting of Shareholders via Electronic Media from S&P Hall Meeting Room, Sukhumvit 26 no. 1/2 Soi Athakravi, Sukhumvit 26 Road Khlong Ton, Khlong Toey Bangkok in accordance with the requirements of the Emergency Decree on Electronics Meetings, B.E. 2563, and Announcement of the Ministry of Digital Economy and Society Re: Security Standards of Meeting via Electronic, B.E.2563, and others laws in relation to Electronic Meetings, The electronic meeting system utilized by the Company was provided by an independent external service provider, Inventech Systems (Thailand) Company Limited, which offers meeting control systems in compliance with the standards set by the Electronic Transactions Development Agency (ETDA). These systems include the Zoom Meeting platform, which is certified, and the Inventech Connect e-voting system, which has undergone a self-assessment of conformity. Shareholders who registered for the meeting were provided with a username and password to access the system. The Company had informed shareholders of the meeting via the Stock Exchange of Thailand system on 24 March, 2025 and sent out the Notice of Meeting by post on 31 March, 2025

In this Meeting the Company has also arranged for video and audio recording of the meeting in the form of video media. The Company would collect, gather, use and/or disclose personal information as deemed necessary for legal purposes such as in preparing the AGM minutes, evidencing the meeting. Before starting the meeting, the Company hereby clarified the procedures of the meeting and casting of votes, as follows:

1. The Meeting would proceed the agenda in the order specified in the Meeting invitation letter. Information on each agenda item would be presented and shareholders would be given the opportunity to ask the questions first. Then a resolution would be voted and the voting results would be announced to the Meeting after the vote counting for that agenda had been completed respectively.

2. For voting, all shareholders have one vote per share. A shareholder may cast his or her vote to either approve, disapprove or abstain from voting, except for the case of Custodian, voting can be separated

In voting, the shareholders had to select the agenda item they wish to vote on. The shareholders could press for voting which were approve, Disapprove and Abstain. The shareholders could press the voting button as per their wishes. In the case that shareholders or proxy holders received proxies from many shareholders, the system would display all names of the grantors and the voting would be separated for each user account.

In case of voting cancellation, the shareholders would press "Cancel the vote button". For any shareholders who did not vote within the specified period, the Company would assume that the shareholders agreed on the agenda item. The shareholders could amend their votes at any time until the voting for such agenda item was closed in the system to collect votes and announced the voting results of that agenda item to the Meeting. The Company provided 1 minutes for voting in the system for each agenda item. After the voting was closed, the shareholders could not vote for such agenda item anymore.

3. In the case that shareholders or proxy holders received proxies from many shareholders by using the same e-mail address and telephone number to verify their identities for proxy, the system would combine the names of shareholders in the same user account. In the case of using different email addresses and phone number to verify identity, the system would not combine the names of shareholders but would separate user accounts. Therefore, if the proxy would like to access another user account, pressing to select the menu "User Account", then the "Change Account" button to access the account of other shareholders. By doing the Change Account, the system would not take the votes of the vote base.

4. In case of that shareholders registered to leave the meeting before the vote on any agenda item had been closed, votes of the shareholders would not be counted as part of the quorum for that agenda item and their votes would not be counted for such agenda item and the remaining agenda item. However, leaving the meeting on any agenda item did not preclude shareholders or proxies from returning to the Meeting and voting in the system on the agenda item which is not proceed.

5. Shareholders may ask questions or express opinion via 2 channels, as follows:

Before voting on each agenda item, the Company shall give the Attendees an opportunity to ask questions and express opinion regarding issues related to such agenda as appropriates. For asking questions, the shareholders shall select the agenda that would like to ask of express opinion then press the "Question" button. The questions and opinions would be submitted through 2 channels as follows:

- Via message by typing your questions then press "Send Question" button. The Company will read and answer the questions related to that agenda to the meeting. In the event that a large number of questions are sent into the system, the Company reserve the right to consider on selecting the questions as appropriate.

- Via VDO Conference by pressing "Inquire by VDO Conference" button, after that press "OK" button to confirm the reservation. The Facilitator would provide the first and last names of the Attendees who are entitled to ask questions., Please keep the camera and microphone on. When receiving the signal from staff to ask the questions or express opinion, kindly inform your name, surname and status (shareholder or proxy) before asking question or expressing opinion every time so that the Company can record in the minutes of the Meeting accurately and completely.

The Company reserved the rights to cut off the images and sounds of the Shareholders who asked the questions or expressed impolite comments or defamation of others or violating any laws, including the violation of the rights of others or disturbing the Meeting or causing any troubles to other Attendees.

6. In the event that the shareholders encounter problems in entering the Meeting system or voting system, please study and follow the instructions as provided with the invitation to this Meeting or select "Help" menu in the system. And may contact Inventech Call Center and Line Official as shown on the Presentation.

7. If there is a system failure during the Meeting, the shareholders shall receive the email for returning to the Meeting through the backup system.

8. For the shareholders who had appointed proxies to attend the Meeting and cast their voves in advance according to the shareholders wishes, the Company will included such votes in all votes for each agenda item.

The Company set the date for listing shareholders who have the right to attend the Annual General Meeting of Shareholders on 14 March 2024 (Record Date). In this regards, at the time of the Meeting, there were 18 shareholders attending in person and 42 shareholders attending by proxy totolling 60 shareholders, holding 427,255,665 shares, representing 83.3563 percent of the total 512,564,983 voting shares, excluding the treasury shares repurchased by the Company, a quorum was constituted in accordance with the Company's Articles of

Association, which require that not less than 25 shareholders and proxy holders be present, and that the total number of shares represented at the meeting shall not be less than one-third of the total number of issued shares of the Company.

The Master of Ceremonies invited Mrs. Patara Sila-on, Chairperson of the Board, addressed to open the meeting and introduced the Board of Directors, Sub-committee, Management team, Auditor, Legal advisor and Rights Protection Volunteer, as follows:

Directors attending the meeting

- | | |
|-------------------------------|---|
| 1. Mrs. Patara Sila-On | Chairperson of the Board |
| 2. Mr. Pravesvudhi Raiva | Vice Chairperson of the Board |
| 3. Mr. Kachorndej Raiva | Director |
| 4. Mrs. Kessuda Raiva | Director and Chairperson of the Executive Committee |
| 5. Mr. Vitoon Sila-On | Director and Chief Executive Officer |
| 6. Mr. Kamtorn Sila-On | Director and Chief Financial Officer and Production |
| 7. Mr. Kosin Chantikul | Director |
| 8. Mr. Thunyachet Ekvetchavit | Director |
| 9. Ms. Cattleya Saengsastra | Independent Director and Chairperson of the Audit Committee |
| 10. Ms. Sophavadee Uttamobol | Independent Director |
| 11. Mr. Teeranun Srihong | Independent Director, Chairman of the Nomination and Remuneration Committee and Chairman of the Corporate Governance and Sustainability Committee |
| 12. Mr. Piya Sosothikul | Independent Director and Chairman of the Risk Management Committee |

Mrs. Patamawalai Ratanapol as a Company Secretary and all directors have attending the Meeting at the venue where the Meeting control system and via electronic meeting, in total of 12 directors, representing 100 percent of the total number of directors.

Chairperson of the Boards introduced 5 Sub-committees as follows:

1. Audit Committee

- | | |
|-----------------------------|------------------------------------|
| 1. Ms. Cattleya Saengsastra | Chairperson of the Audit Committee |
| 2. Ms. Sophavadee Uttamobol | Audit Committee |
| 3. Mr. Piya Sosothikul | Audit Committee |

2. Nomination and Remuneration Committee

- | | |
|-------------------------|---|
| 1. Mr. Teeranun Srihong | Chairman of the Nomination and Remuneration Committee |
| 2. Mrs. Kessuda Raiva | Nomination and Remuneration Committee |
| 3. Mr. Piya Sosothikul | Nomination and Remuneration Committee |

3. Risk Management Committee

- | | |
|-------------------------|---|
| 1. Mr. Piya Sosothikul | Chairman of the Risk Management Committee |
| 2. Mrs. Kessuda Raiva | Risk Management Committee |
| 3. Mr. Teeranun Srihong | Risk Management Committee |
| 4. Mr. Vitoon Sila-On | Risk Management Committee |
| 5. Mr. Kamtorn Sila-On | Risk Management Committee |

4. Corporate Governance and Sustainability Committee

- | | |
|-----------------------------|---|
| 1. Mr. Teeranun Srihong | Chairman of the Corporate Governance and Sustainability Committee |
| 2. Ms. Sophavadee Uttamobol | Corporate Governance and Sustainability Committee |
| 3. Mr. Kamtorn Sila-On | Corporate Governance and Sustainability Committee |
| 4. Mr. Kosin Chantikul | Corporate Governance and Sustainability Committee |
| 5. Mr. Pravesvudhi Raiva | Advisor of the Corporate Governance and Sustainability Committee |

5. Executive Committee

- | | |
|-------------------------------|---|
| 1. Mrs. Kessuda Raiva | Chairperson of the Executive Committee |
| 2. Mr. Kachorndej Raiva | Executive Committee |
| 3. Mr. Pravesvudhi Raiva | Executive Committee |
| 4. Mrs. Patamawalai Ratanapol | Executive Committee and Chief Executive Advisor |
| 5. Mr. Arth Prakhunhungsit | Executive Committee |
| 6. Mr. Vitoon Sila-On | Executive Committee |
| 7. Mr. Kamtorn Sila-On | Executive Committee |
| 8. Mrs. Yupin Garnjanawigai | Advisor of the Executive Committee |

Management Team

- | | |
|-------------------------------|--|
| 1. Mr. Vitoon Sila-On | Chief Executive Officer |
| 2. Mr. Kamtorn Sila-On | Chief Financial Officer and Production |
| 3. Mr. Arth Prakhunhungsit | Chief Operating Officer |
| 4. Mrs. Maneesuda Sila-On | Chief Sustainability Officer and Public Relations |
| 5. Mrs. Supawadee Hutasingh | Vice President of Human Resources |
| 6. Mr. Chongchana Chantamas | Vice President of Food Production |
| 7. Mr. Wissanu Pitisang | Vice President of Bakery Production |
| 8. Mr. Thirakorn Raiva | Vice President of Japanese Restaurant Business |
| 9. Mr. Rattapol Limjaroon | Vice President of Real Estate and Property |
| 10. Mrs. Anuttra Wichayapinyo | Vice President of Finance and Account |
| 11. Mr. Chakrapong Thaneerat | General Manager – Retail and Food Service |
| 12. Mrs. Attaya Petrakard | Advisor of the International Business and Specialty Brands |

The Auditor attending the Meeting

Mr. Pailoon Tunkoon Auditor from PricewaterhouseCoopers ABAS Ltd.

Legal Consultant attending the Meeting

Ms. Sutaporn Rienvichit Suthaphichit Ltd.

Rights Protection Volunteer

Mr. Thongthot Phaenglad Thai Investors Association

Then, the Chairperson of the Board has addressed the Message from the Chairperson of the Board, as follows:

The year 2024 has been a period of rapid change for the food and bakery industry, driven by shifting consumer behavior, increasing market competition, and fluctuations in operational costs. Despite these challenges, S&P continues to identify opportunities for growth and strengthen our business in all dimensions, laying a solid foundation for long-term sustainable development.

Throughout the past year, we have remained committed to our core policy, “Our customers are our priority.” This commitment goes along well with our responsibility towards environmental, social, and corporate governance (ESG) principles. We strive to conduct business in alignment with our sustainability policy, ensuring that we deliver high-quality, safe products and excellent customer experiences. Moreover, we firmly believe in the importance of employee development, ensuring that our workforce is knowledgeable, skilled, and enjoys stable career growth. To this end, we have actively supported education by collaborating on dual vocational education programs and offering internships at S&P branches nationwide. This initiative enables students to gain both academic knowledge and practical experience, allowing them to earn an income while supporting their families.

On behalf of the Board of Directors, I would like to express my sincere gratitude to our shareholders, customers, suppliers, and employees for their unwavering support and trust in S&P. As we move into 2025, we remain committed to enhancing product quality, service excellence, and operational efficiency, ensuring that we continue to create sustainable value for all stakeholders.

The Chairperson of the Board assigned Mr. Vitoon Sila-On, Director and Chief Executive Officer to conduct the Meeting. Mr. Vitoon Sila-On, Director and Chief Executive Officer, has greeted all meeting participants and presented the Company profile to the shareholders via VDO Presentation.

Then, the Master of Ceremonies informed the Meeting that the Company’s shareholders to propose the agenda for the 2025 Annual General Meeting of Shareholders in accordance with the criteria specified by the Company on the Company’s website between 8 November 2024 to 30 December 2024, but it appeared that no shareholder proposed the agenda to the Company, then started the Meeting according to the following agenda:

Agenda 1 To approve the Minutes of the 2024 Annual General Meeting of Shareholders

For this agenda, Mr. Vitoon Sila-On, Director and Chief Executive Officer would present the details of this agenda to the shareholders.

Mr. Vitoon Sila-On, Director and Chief Executive Officer, has requested the Meeting to approve the Minutes of the 2024 Annual General Meeting of Shareholders, held on 23 April 2024 with the details are as specified in Enclosure 1 which the company has sent to shareholders along with the invitation letter. The Board of Directors has considered the Minutes of the 2024 Annual General Meeting of Shareholders were correctly and completely recorded. It is deemed appropriate to propose to the Meeting of Shareholders to approve the Minutes of the Meeting.

Afterwards, The Master of Ceremonies invited shareholders to ask questions and express their opinions through text messages and via video and audio (Video Conference) using the Inventech Connect system. When there were no further questions or comments from the shareholders, the Master of Ceremonies requested the meeting to proceed with the voting. A resolution on this agenda requires a majority vote of the shareholders attended the meeting and casting their votes.

Resolution: The Meeting has passed the resolutions to adopt Minutes of the 2024 Annual General Meeting held on 23 April 2024 with the majority votes of shareholders attending and casting their votes, the agenda was passed the resolutions as follows:

| Resolutions | Votes | % |
|---------------|-------------|----------|
| Agree | 434,862,016 | 100.0000 |
| Disagree | 0 | 0.0000 |
| Abstain | 0 | - |
| Voided Ballot | 0 | - |

Agenda 2 To acknowledge the report on the Company’s operating results for the year 2024

For this agenda, Mr. Vitoon Sila-On, Director and Chief Executive Officer would present the details of this agenda to the shareholders.

Mr. Vitoon Sila-On, Director and Chief Executive Officer, has addressed to the Meeting that as the Company has dispatched the report of the Board of Directors regarding the Company’s performance for the fiscal year 2024, as detailed in the 2024 One Report along with the Invitation to the Meeting for their consideration, it is requested that the Meeting acknowledge the report on the Company’s Performance. The meeting has presented operational and financial data for the fiscal year 2024 via VDO Presentation which can be summarized as follows:

Performance for the year 2024

The Company achieved a net profit of 427 million Baht, based on total sales of 6,139 million Baht, of which 82% was derived from domestic sales, 13% from Retail and Food Service business, and 5% from international sales, resulting in a gross profit of 3,455 million Baht.

Revenue: The Company generated total consolidated revenue of 6,139 million Baht. While revenue from takeaway and delivery services experienced a decline, dine-in sales grew by 7%. The retail and contract manufacturing segments continued to expand, especially in the food chain and OEM product categories. Revenue from international restaurant operations also demonstrated consistent growth.

Net Profit: The Company achieved a net profit of 427 million Baht, accounting for 7% of total sales

Selling, General and Administrative expenses: Totaled 3,006 million Baht, representing an increase of 37 million Baht from 2023, primarily due to higher rental expenses, depreciation, and asset write-offs following the closure of seven branches in the first quarter.

Assets, Liabilities, Shareholders’ Equity, and Financial Ratios: As of the end of 2024, the Company reported total assets of 4,746 million Baht, total liabilities of 2,009 million Baht, and shareholders’ equity of 2,737 million Baht. The return on equity (ROE) decreased from 17.8% to 15.7%, mainly due to a decline in operating profit and an increase in expenses. Meanwhile, the return on assets (ROA) increased from 12.5% to 13.2%, as a result of the closure of unprofitable stores and adjustments to store models to better suit each location.

Strategic Plan for 2025

Given the economic conditions and various factors such as war, inflation, and fluctuating raw material prices, the Company has developed a strategic plan focusing primarily on profitable growth. The Company aims to drive growth through its core pillars restaurants, baker shop, and specialty brands to further strengthen its position. In addition, the Company is committed to expanding its Retail and Food Service businesses by collaborating with business partners to introduce new products that meet current customer needs.

Afterwards, The Master of Ceremonies invited shareholders to ask questions and express their opinions through text messages and via video and audio (Video Conference) using the Inventech Connect system. The questions were submitted through the electronic system during the meeting as follows.

1. Mr. Thongthot Phaenglad, proxy holder, submitted the following text question:

1.1 What is the performance outlook for the subsidiaries and joint ventures operating 11 branches in the United Kingdom, Austria, and Cambodia? Are there any particularly outstanding branches and are there any branches of concern?

Mr. Vitoon Sila-On, Chief Executive Officer, explained that over the past year, the restaurants in Cambodia experienced a growth rate of 2%, which is considered satisfactory due to branch renovations that helped improve sales. As for the branches in the United Kingdom and Austria, sales remained similar to the previous year and there are currently no branches of concern.

1.2 According to S&P's 56-1 One Report, S&P assessed business operation risks, identifying 29 risk factors currently affecting S&P or the group. Which risks does S&P prioritize most and what preventive measures have been put in place?

Mr. Vitoon Sila-On, Chief Executive Officer, explained that the risks S&P places particular emphasis on are changes in consumer behavior and technology disruption.

1.3 Given the current economic slowdown, rising cost of living, declining consumer purchasing power, and the upward trend in food ingredient prices, what strategies or management approaches does S&P have in place to achieve our business targets for 2025?

Mr. Kamtorn Sila-On, Chief Financial Officer and Production, explained that S&P has implemented cost management strategies since the onset of the COVID-19 situation by initiating the Lean Project across the production facilities, retail outlets, and back office operations, with an increased use of automation. However, due to the recent economic slowdown, sales have declined. S&P continues to launch new products such as freshly baked bakery items, with a target to expand them to 100 existing branches to help boost sales. Moreover, S&P has introduced new products in the food and cake categories, including a new pop cake aimed at the youth market, which has received a very positive response.

2. Mr. Theerawut Nuansaeng, a shareholder attending the meeting in person, submitted the following text question:

2.1 On 11 December, 2024, S&P announced the establishment of a new subsidiary, S&P Wings. Could you please provide an update on the progress and business plan for this new company?

Mr. Kamtorn Sila-On, Chief Financial Officer and Production, explained that S&P Wings Co., Ltd. was established to support the importation of a new brand from the United States. At this time, detailed information cannot yet be disclosed as we are in the process of signing contracts. It is expected that operations will commence around mid-year, with the first three stores anticipated to open between September and December of this year. S&P expects that this initiative will help boost overall sales.

2.2 What will be the next steps after the share repurchase project is completed?

Mr. Kamtorn Sila-On, Chief Financial Officer and Production, explained that S&P has so far repurchased approximately 3.3 million shares out of the planned 7 million shares. There is still about one month remaining until the project's completion. S&P expects to repurchase the full amount as planned. After the project ends, S&P will have an additional three years to decide on further actions. S&P anticipates proceeding with a capital reduction to increase earnings per share and dividends per share.

3. Mr. Sathaphorn Kotheeranurak, a shareholder attending the meeting in person, submitted the following text question: From the auditor's report, regarding key audit matters that mention the expected recoverable value of investments in joint ventures, how does S&P assess the impairment of investments in joint ventures, and has S&P sufficiently considered related risks?

Mr. Kamtorn Sila-On, Chief Financial Officer and Production, explained that S&P regularly consults with the auditing firm every quarter. S&P uses a valuation method based on revenue to assess the investment value. At present, the assessment is considered sufficient.

4. Mr. Aphinan Jirakomet, a shareholder attending the meeting in person, submitted the following text question:

4.1 Were sales during the first three months of the year in line with the plan? And what level of growth is S&P targeting for this year?

Mr. Vitoon Sila-On, Chief Executive Officer, explained that this year is a very challenging year. Sales in the first three months of this year were close to those of the previous year but slightly lower. S&P will strive to ensure that total sales this year will not fall below last year's level.

4.2 SG&A expenses to sales ratio increased significantly in 2024. In 2025, will the SG&A expenses to sales ratio be controlled to ensure that sales growth outpaces SG&A growth?

Mr. Kamtorn Sila-On, Chief Financial Officer and Production, explained that the economic challenges during the past period significantly impacted sales, preventing them from meeting set targets. As a result, the selling and administrative expenses (SG&A) to sales ratio did not meet expectations, especially due to rental rates returning to pre-COVID normal levels and showing an increasing trend. This could cause the SG&A to sales ratio to rise further. S&P continues efforts to boost sales and control various expenses under SG&A such as administrative costs. Moreover, any new branch openings will be more carefully considered.

As there were no further questions or comments from the participants, the meeting was requested to acknowledge the Company's operating results.

Resolution: The Meeting has acknowledged the Company's operating results for the year 2024.

Agenda 3 To approve the Statement of Financial Position as of 31 December 2024.

For this agenda, Ms. Cattleya Saengsastra, Chairperson of the Audit Committee, has given further opinions of the Audit Committee, and Mr. Kamtorn Sila-on, Director and Chief Financial Officer and Production has proposed the particulars of the statement of financial position and statement of comprehensive income for the fiscal year ended 31 December 2024 to the Meeting.

Ms. Cattleya Saengsastra, Chairperson of the Audit Committee, has presented the Audit Committee report following the information provided in the 2024 One Report (Form 56-1).

Mr. Kamtorn Sila-On, Director and Chief Financial Officer and Production has proposed the financial statements and the profit and loss statement for the year ended 31 December, 2024, as previously dispatched to shareholders along with the meeting invitation for advance consideration, have been audited and certified by PricewaterhouseCoopers (PwC), the company's licensed auditors. PwC's unqualified opinion states that the financial statements of the company fairly present its financial position and the results of its operations in accordance with generally accepted accounting principles. The financial statements and the operating results are accurately presented in all material respects in accordance with significant accounting standards. The material aspects of the financial information are consistent with the reports previously presented.

Afterwards, The Master of Ceremonies invited shareholders to ask questions and express their opinions through text messages and via video and audio (Video Conference) using the Inventech Connect system. The questions were submitted through the electronic system during the meeting as follows.

1. Mr. Thongthot Phaenglad, proxy holder, submitted the following text question: Based on Note 13 (b) of the financial statements regarding the summarized financial information for the joint venture, Patara Fine Thai Cuisine Co., Ltd., the carrying amount is 153.82 million baht. Revenues have declined compared to 2023, and losses have continued from 2023 as well. There has not yet been an impairment assessment for the investment. Based on this information, is there a possibility that an allowance for impairment of the joint venture investment will be recorded in the future?

Mr. Kamtorn Sila-On, Chief Financial and Production Officer, explained that as previously mentioned, S&P conducts an impairment assessment together with S&P's auditors on a quarterly basis and currently considers it sufficient. The business in England has faced ongoing challenges. S&P has a plan to revitalize the business by renovating restaurants and hiring new management to oversee restaurant operations. Despite current sign of improvement, S&P's overall economy and operating costs in England continue to present significant challenges. S&P has been operating restaurants there for 35 years and intends to continue doing so. Therefore, at this point, there is no need to record an impairment loss from an accounting standpoint.

When there were no further questions or comments from the shareholders, the Master of Ceremonies requested the meeting to proceed with the voting. A resolution on this agenda requires a majority vote of the shareholders attended the meeting and casting their votes.

Resolution: The Meeting has passed the resolution to approve Statement of Financial Position as of 31 December 2024 with the resolutions as follows:

| Resolutions | Votes | % |
|---------------|-------------|----------|
| Agree | 434,839,816 | 100.0000 |
| Disagree | 0 | 0.0000 |
| Abstain | 22,200 | 0 |
| Voided Ballot | 0 | - |

Agenda 4 To approve the dividend payment for the year 2024

For this agenda, Mrs. Kessuda Raiva, Director and Chairperson of the Executive Committee would present the details of this agenda to the shareholders.

Mrs. Kessuda Raiva, Director and Chairperson of the Executive Committee, informed the Meeting that according to the operating results and the consolidated financial statements, the Company has the annual net profit from the year 2024 in the amount of 426,873,692 Baht, calculated to a profit of 0.83 Baht per share. The Board of Directors deemed appropriate to propose the Meeting of Shareholders to approve the appropriation of dividend at the rate of 0.80 Baht per share.

Whereas, the Board of Directors' meeting, held on 13 August 2024, had resolved to pay the interim dividend payment at the rate of 0.10 Baht per share totaling 51,471,038.30 Baht. The interim dividend payment has been paid on 10 September 2024, remaining this dividend payment in the rate of 0.70 Baht per share totaling 358,795,488.10 Baht. A total of 2,145,400 shares repurchased by the Company were retired. The dividend payout shall be paid to the shareholders whose name listed on the record date to receive dividend payout on 14 March 2025 and scheduled to pay the dividend on 13 May 2025. Therefore, it is deemed expedient to propose the matter to the Shareholders' Meeting for consideration and approval of annual dividend payment for the year 2024 and for acknowledgment of such interim dividend payment.

Afterwards, The Master of Ceremonies invited shareholders to ask questions and express their opinions through text messages and via video and audio (Video Conference) using the Inventech Connect system. When there were no further questions or comments from the shareholders, the Master of Ceremonies requested the meeting to proceed with the voting. A resolution on this agenda requires a majority vote of the shareholders attended the meeting and casting their votes.

Resolution: The Meeting has passed the resolution to approve the dividend payment for the fiscal year 2024 with the resolutions as follows:

| Resolutions | Votes | % |
|---------------|-------------|----------|
| Agree | 434,862,016 | 100.0000 |
| Disagree | 0 | 0.0000 |
| Abstain | 0 | - |
| Voided Ballot | 0 | - |

Agenda 5 To approve the appointment of directors replacing those retired by rotation.

For this agenda, Mr. Teeranun Srihong, Independent Director and Chairman of the Nomination and Remuneration Committee would present the details of this agenda to the shareholders.

Mr. Teeranun Srihong, Independent Director, Chairman of the Nomination and Remuneration Committee informed to the Meeting that according to the Company Articles of Association, at every Annual General Meeting of shareholders shall have one-third of the directors retired from the position. This year 4 directors must retire by rotation, namely:

1. Mr. Kachorndej Raiva Director
2. Mrs. Kessuda Raiva Director
3. Ms. Cattleya Saengsastra Independent Director
4. Mr. Kosin Chantikul Director

In adherence to good governance principles, all four directors who have completed their terms expressed their intention to temporarily excuse themselves from the meeting.

The Company has announced on its website that the shareholders are invited to nominate individuals they consider appropriate to be selected as directors of the Company between 8 November to 30 December 2024. However, it appeared that on the expiration of the time specified no candidates for directorship have been proposed to the Company.

The Nomination and Remuneration Committee excluding the directors who are due to retire by rotation at this meeting, having considered the qualifications and eligibility under the law and the criteria and requirements of the Office of the Securities and Exchange Commission (SEC) as well as the public limited companies law and considered the qualifications, knowledge, ability and experience that would be beneficial to the conduct of business of the Company. The 4 directors whose retired by rotation have proposed to be reelected to the position as the director of the Company.

The Board of Directors of the Company excluding the directors who are due to retire by rotation at this meeting, considered and deemed appropriate to propose the shareholders' meeting to approve the appointment of the said four directors namely Mr. Kachorndej Raiva, Mrs. Kessuda Raiva, Ms. Cattleya Saengsastra and Mr. Kosin Chantikul as proposed by the Nomination and Remuneration Committee. It was observed that all four individuals nominated possess the qualifications, knowledge, and capabilities suitable for serving as directors

of the Company. Although the independent directorship of Ms. Cattleya Saengsastra has exceeded 9 consecutive years, the Board of Directors has considered and determined that Ms. Cattleya Saengsastra fully meets the qualifications. Furthermore, during her tenure as an independent director, she has performed her duties excellently, providing independent opinions and offering valuable advice to the Company based on her knowledge, skills, experience, and expertise. The details of the four directors whose terms are expiring by rotation are provided in Appendix 3 of the meeting invitation, which has been sent to shareholders, as well as in the presentation made to the meeting.

The Master of Ceremonies invited shareholders to ask questions and express their opinions through text messages and via video and audio (Video Conference) using the Inventech Connect system. When there were no further questions or comments from the shareholders, the Master of Ceremonies requested the meeting to vote on the appointment of directors on an individual basis, with the results to be counted separately for each individual. For this agenda item, a majority vote from shareholders present and casting their votes is required. Before announcing the voting results for agenda item 5, the moderator invited all four directors to rejoin the meeting.

Resolution: The Meeting has passed its resolution to approve the appointment of 4 retiring directors by rotation with the resolutions as follows:

1. Mr. Kachorndej Raiva Director

| Resolutions | Votes | % |
|---------------|-------------|----------|
| Agree | 434,862,016 | 100.0000 |
| Disagree | 0 | 0.0000 |
| Abstain | 0 | |
| Voided Ballot | 0 | - |

2. Mrs. Kessuda Raiva Director

| Resolutions | Votes | % |
|---------------|-------------|---------|
| Agree | 434,839,816 | 99.9948 |
| Disagree | 22,200 | 0.0051 |
| Abstain | 0 | - |
| Voided Ballot | 0 | - |

3. Ms. Cattleya Saengsastra Independent Director

| Resolutions | Votes | % |
|---------------|-------------|---------|
| Agree | 434,862,011 | 99.9999 |
| Disagree | 5 | 0.0000 |
| Abstain | 0 | - |
| Voided Ballot | 0 | - |

4. Mr. Kosin Chantikul Director

| Resolutions | Votes | % |
|---------------|-------------|----------|
| Agree | 434,862,016 | 100.0000 |
| Disagree | 0 | 0.0000 |
| Abstain | 0 | - |
| Voided Ballot | 0 | - |

Agenda 6 To approve the director’s remuneration for Year 2024

For this agenda, Mr.Teeranun Srihong, Independent Director, Chairman of the Nomination and Remuneration Committee would present the details of this agenda to the shareholders.

Mr. Teeranun Srihong, Independent Director, Chairman of the Nomination and Remuneration Committee, informed to the Meeting that the Nomination and Remuneration Committee thoroughly reviewed and determined the remuneration for the Company’s Board of Directors and its sub-committees for the year 2025, taking into account the appropriateness relative to the duties and responsibilities of the directors. The determination was benchmarked against companies of similar size within the same industry group, based on the 2024 Director Remuneration Survey conducted by the Thai Institute of Directors (IOD), as well as the Company’s performance and business growth.

The Nomination and Remuneration Committee deemed it appropriate to maintain the same rates of monthly remuneration and meeting allowance for the Company’s Board of Directors and sub-committees for the year 2025 as in 2024, with the details as follows:

1. Monthly Remuneration:

| Monthly Remuneration (Baht/person/Baht) | 2025 | | |
|--|-------------|--------------------|------------------------|
| | Chairperson | Executive Director | Non-executive Director |
| Board of Directors | 45,000 | 25,000 | 30,000 |
| Audit Committee | 25,000 | - | 15,000 |

2. Meeting Allowance (For Non-Executive Directors only)

| | 2025 | |
|---|-----------------------|-----------|
| | Chairman of the Board | Directors |
| Board of Directors | 37,500 | 25,000 |
| Audit Committee | 37,500 | 25,000 |
| Risk Management Committee | 22,500 | 15,000 |
| Nomination and Remuneration Committee | 22,500 | 15,000 |
| Corporate Governance and Sustainability Committee | 15,000 | 10,000 |
| Non-Executive Directors Committee | - | 25,000 |

3. Annual Gratuities

The Nomination and Remuneration Committee deemed it appropriate to pay in the amount of not exceeding 2,580,000 Baht decreased from previous year 6.7%, by paying to the Chairperson at the rate of 270,000 Baht and pay to the other 11 directors at the rate of 210,000 Baht per person.

The Board of Directors and other sub-committee whom are not receiving any other benefits besides the regular remuneration, meeting allowance, or the annual gratuities same as previous year.

Afterwards, The Master of Ceremonies invited shareholders to ask questions and express their opinions through text messages and via video and audio (Video Conference) using the Inventech Connect system. When there were no further questions or comments from the shareholders, the Master of Ceremonies requested the meeting to proceed with the voting. A resolution on this agenda requires not less than two-thirds of votes of the shareholders attended the meeting.

Resolution: The Meeting has passed the resolution to approve the director's remuneration for Year 2025 with the majority votes of shareholders attending. The agenda was passed the resolutions as follows:

| Resolutions | Votes | % |
|---------------|-------------|----------|
| Agree | 434,862,016 | 100.0000 |
| Disagree | 0 | 0.0000 |
| Abstain | 0 | - |
| Voided Ballot | 0 | - |

Agenda 7 To approve the appointment of auditor, and their remuneration for the year 2025.

For this agenda, Ms. Cattleya Saengsastra, Independent Director, Chairperson of the Audit Committee would present the details of this agenda to the shareholders.

Ms. Cattleya Saengsastra, Independent Director, Chairperson of the Audit Committee, reported to the meeting that, in compliance with Section 120 of the Public Limited Companies Act B.E. 2535 (1992), the Annual General Meeting of Shareholders is required to appoint the Company's auditor and determine the audit fee every year. The auditor to be appointed may be the same person as in the previous year.

The Audit Committee has reviewed and found that the performance of the auditors from PricewaterhouseCoopers ABAS Ltd. is satisfactory and meets accepted professional standards. The auditors have incorporated technology into their audit procedures and have demonstrated a strong understanding of the Company's and its subsidiaries' businesses, contributing to a more efficient, streamlined, and effective audit process. Additionally, they have no relationship with, nor any interests in, the Company, its major shareholders, management, or related persons, thus ensuring their independence in conducting audits and expressing opinions on the Company's financial statements. Therefore, the Audit Committee and the Board of Directors deemed it appropriate to propose to the Shareholders' Meeting the appointment of PricewaterhouseCoopers ABAS Ltd. as the Company's and its subsidiaries' auditor for the year 2025, with the details as follows:

1) Appoint the following auditors as per the name list below shall be the Company's auditor for the year 2025:

1. Mr. Paiboon Tunkoon CPA; License No.4298 and/or
2. Mr. Boolert Kamonchanokkul CPA; License No.5339 and/or
3. Ms. Sinsiri Tangsombat CPA; License No.7352

2) The audit fees for the Company were fixed at 3,080,000 Baht, which increased from the previous year by 30,000 Baht or 0.98%, not including other service fees of 250,000 Baht.

PricewaterhouseCoopers ABAS Ltd. also serves as the auditor of the Company's subsidiaries. In the event that the appointed auditor is unable to perform their duties, PricewaterhouseCoopers ABAS Ltd. may assign another certified public accountant from its firm to carry out the audit of the Company in place of the originally appointed auditor.

Afterwards, The Master of Ceremonies invited shareholders to ask questions and express their opinions through text messages and via video and audio (Video Conference) using the Inventech Connect system. When there were no further questions or comments from the shareholders, the Master of Ceremonies requested the meeting to proceed with the voting. A resolution on this agenda requires a majority vote of the shareholders attended the meeting and casting their votes.

Resolution: The Meeting has passed the resolutions to approve the appointment of auditor, and their remuneration for the year 2025 with the resolutions as follows as follows:

| Resolutions | Votes | % |
|---------------|-------------|----------|
| Agree | 434,862,016 | 100.0000 |
| Disagree | 0 | 0.0000 |
| Abstain | 0 | - |
| Voided Ballot | 0 | - |

Agenda 8 Other Matters (if any)

There were no other matters considered by the Company.

The Master of Ceremonies reported to the Meeting that the company had opened an opportunity for shareholders to submit questions regarding the agenda of the annual shareholders' meeting in advance to the company via email at secretary@snpfood.com from 24 March 2025, to 21 April 2025. However, it was noted that when the deadline passed, no shareholders had submitted questions in advance to the company. Therefore, the Master of Ceremonies invited shareholders to ask questions and express their opinions through text messages and via video and audio (Video Conference) using the Inventech Connect system. The questions were submitted through the electronic system during the meeting as follows:

1. Mr. Thongthot Phaenglad, proxy holder, submitted the following text question:

1. How does S&P manage unsold bakery products at the end of each day, as well as food ingredients nearing expiration?

Mr. Vitoon Sila-On, Chief Executive Officer, explained that S&P estimates daily production volumes to align with sales at each outlet. However, when there are leftover products, S&P collaborates with the Scholars of Sustenance Foundation (SOS) under the S&P Food Rescue project. At present, 88 branches participate, delivering approximately 60,000 kilograms of surplus bakery products, equivalent to over 200,000 meals, helping to reduce greenhouse gas emissions by 150,000 tons of carbon dioxide.

2. What are S&P's policies and targets for opening new branches domestically and internationally in 2025?

Mr. Vitoon Sila-On, Chief Executive Officer, explained that according to the business plan created in 2024, S&P initially targeted the opening of 30 new branches in 2025. Currently, 2 branches have already been opened. However, due to the current situation, S&P must now conduct more thorough evaluations of new branch openings through the Investment Committee to ensure that any new branch can achieve profitability. As for overseas branches, there are currently no plans to open new ones.

Then, the Master of Ceremonies informed the meeting that, as there were no further questions, the procedures for preparing the minutes of the meeting would be carried out in accordance with good governance practices. After the conclusion of the 2025 Annual General Meeting of Shareholders, the Company will publish the minutes of the meeting in both Thai and English on its website and disclose them via the SET's information

disclosure system within 14 days. The moderator then invited Mr. Vitoon Sila-on, Director and Chief Executive Officer, to deliver the closing remarks.

Mr. Vitoon Sila-on, Director and Chief Executive Officer, expressed his appreciation to all shareholders for attending the meeting and encouraged them to continue supporting the Company's products. He then invited Mrs. Patara Sila-on, Chairperson of the Board, to express her gratitude to the shareholders, the Board of Directors, the Management Team, and the meeting organizers for their presence and participation. On the occasion of April, which marks the Thai New Year, she extended her best wishes to everyone for happiness, good fortune, and good health, and declared the meeting officially closed

The Meeting was concluded at 15.40 hrs.

(Signature).....*Signed*....., Chairperson of the Meeting
(Mrs. Patara Sila-on)

(Signature).....*Signed*....., the Meeting Secretary
(Mrs. Patamawalai Ratanapol)

| Details of directors nominated for election to replace those retiring by rotation | | |
|---|--|---|
| Name-Surname | Mr. Pravesvudhi Raiva |  |
| Age | 75 years | |
| Type of Director Proposed for Election | Executive Director | |
| Present Position | Director / Executive Committee Member / Advisor to Corporate Governance and Sustainability Committee | |
| Starting Date of Directorship | 20 April 1994 | |
| Tenure | 32 years (included proposed year) | |
| % Shareholding | 32,050,525 shares represent 6.23% | |
| Education / Training | <ul style="list-style-type: none"> • Bachelor's Degree in Political Science, University of Indiana, USA • Modern Managers Program (MMP), Modern Marketing Management (MMM) Chulalongkorn University Training Program • Director Certification Program Certificate (DCP) Class 135/2010 of Thai Institute of Directors Association • Director Accreditation Program Certificate (DAP) Class 45/2005 of Thai Institute of Directors Association • Role of The Chairman Program Certificate (RCP) Class 42/2018 of Thai Institute of Directors Association • Poom Palung Pandin Program, Class 2, Chulalongkorn University • Top Executive Program in Commerce and Trade (TEPCoT), Class 8, Commerce Academy, University of the Thai Chamber of Commerce | |
| Working Experience and Directorship / Executive in Other Company | | |
| Position in Other Listed Company | <ol style="list-style-type: none"> 1. S&P Syndicate Public Company Limited <ul style="list-style-type: none"> • 2023 – Present / Advisor to the Corporate Governance and Sustainability Committee • 2016 – Present / Vice Chairperson • 1994 – Present / Executive Committee 2. Charnlssara Development Public Company Limited <ul style="list-style-type: none"> • 2014 - Present / Independent Director, Chairman of Remuneration Committee | |
| Position in Non-Listed Companies/Other Organizations | <ol style="list-style-type: none"> 1. S&P Wings Co., Ltd. 2025 – Present / Director 2. Food House Catering Services Co., Ltd. 2024 – Present / Director 3. S&P Training Co., Ltd. 2017 – Present /Director 4. MSP Property Limited 2016 – Present /Director 5. Patara Fine Thai Cuisine Limited 2015 – Present / Director 6. S&P Development Holding Co., Ltd. 2015 – Present / Director 7. MSC Thai Cuisine Co., Ltd. 2014 – Present / Director 8. S&P International Foods (Cambodia) Co.,Ltd. 2014 – Present / Director 9. S&P International Food Co., Ltd. 2012 – Present / Executive Director 10. Suda Limited 2010 – Present / Director 11. Patara International Restaurant Management (Beijing) Co., Ltd. 2009 – Present / Director | |

| | | |
|--|---|--|
| | <p>12. Patara (Geneva) SA 13. S&P Global Co., Ltd. 14. S&P Restaurants Limited 15. SR Estate Co., Ltd. 16. S&P Delivery Co., Ltd.</p> | <p>1998 – Present / Director 1990 – Present/ Director 1990 – Present / Director 1987 – Present / Executive Director 2014 – 2022 / Executive Director</p> |
| Position in Other Company that compete to Company | - None - | |
| Attendance of Meeting in 2024 | <ul style="list-style-type: none"> • Board of Directors’ Meeting 7/7 times • Executive Committee 9/12 times • Annual General Meeting of Shareholders 1/1 time | |
| Illegal Record in Past 10 years | - None - | |
| Relationship with Director and Management | - Brother of Mrs.Patara Sila-On and Mr.Kahorndej Raiva and Husband of Mrs.Kessuda Raiva | |
| Nominating Directors | <p>The Board of Directors has considered the recommendation of the Nomination and Remuneration Committee and deemed appropriate that Mr.Pravesvudhi Raiva possesses qualifications as a director as required by law as well as possesses the extensive experiences to support the Board of Directors’ performance. Therefore, it is deemed appropriate to propose to the shareholders to re-elect as the director of the Company.</p> | |

| Details of directors nominated for election to replace those retiring by rotation | | |
|---|---|--|
| Name-Surname | Mr.Teeranun Srihongs |  |
| Age | 61 years | |
| Type of Director Proposed for Election | Independent Director / Non-Executive Director | |
| Present Position | Independent Director / Chairman of Nomination and Remuneration Committee / Chairman of Corporate Governance / Risk Management Committee Member | |
| Starting Date of Directorship | 27 February 2019 | |
| Tenure | 7 years (included proposed year) | |
| % Shareholding | 0 shares represent 0.00% | |
| Education / Training | <ul style="list-style-type: none"> • Master's Degree in Business Administration (MBA) Michigan University, USA. • Bachelor's Degree in Engineering, Chulalongkorn University • Advance Management Program Harvard Business School, USA. • The Joint State - Private Sector Course, Thailand National Defense College • Senior Executive Program Certificate, Capital Market Academe (CMA) • The Executive Program in Energy Literacy for a Sustainable Future, Thailand Energy Academy • Board Nomination and Compensation Program (BNCP) Class 12/2021 of Thai Institute of Directors Association • Director Accreditation Program (DAP) Class 86/2010 of Thai Institute of Directors Association • Director Certification Program (DCP) Class 179/2013 of Thai Institute of Directors Association | |
| Working Experience and Directorship / Executive in Other Company | | |
| Position in Other Listed Company | <ol style="list-style-type: none"> 1. S&P Syndicate Public Company Limited <ul style="list-style-type: none"> • 2023 – Present / Chairman of Corporate Governance and Sustainable Development Committee / Risk Management Committee • 2019 – Present / Independent Director / Chairman of Nomination and Remuneration Committee 2. SCG Décor Public Company Limited <ul style="list-style-type: none"> • 2024 - Present / Independent Director 3. PTG Energy Public Company Limited <ul style="list-style-type: none"> • 2022 - Present / Chairman 4. TMBThanachart Bank Public Company Limited <ul style="list-style-type: none"> • 2021 – Present / Independent Director and Risk Management Committee / Chairman of Information Technology Committee / Nomination Remuneration and Corporate Governance Committee | |
| Position in Non-Listed Companies/Other Organizations | <ol style="list-style-type: none"> 1. ACXOA Ltd. 2. Big Data Institute 3. Thai Institute of Directors Association | <ol style="list-style-type: none"> 2025 – Present / Director 2025 - Present / Distinguished Committee Members 2023 – Present / Director |

| | |
|--|--|
| | <p>4. Boon Rawd Supply Chain Co., Ltd. 2022 - Present / Chairman of the Risk Management Committee, Independent Director, Audit Committee, Corporate Governance Committee</p> <p>5. Generali Insurance (Thailand) Public Co., Ltd. 2022 - Present / Independent Director, Chairman of the Board</p> <p>6. Subcommittee on Competitiveness Enhancement 2019 – Present / Distinguished Committee Member of Thailand / Office of the National Economic and Social Development Council (NESDC)</p> <p>7. Celar Consulting Co., Ltd. 2017 – Present / Senior Consultant</p> <p>8. Digital Economy Promotion Agency Board of Commissioners 2017 – Present / Chairman</p> <p>9. Electronic Transactions Development Agency 2020 – 2023 / Distinguished Committee Member Ministry of Digital Economy and Society</p> <p>10. Arcel Capital Co., Ltd. 2018 – 2023 / Director</p> <p>11. Credit Information Protection Committee 2020 – 2022 / Distinguished Committee Member</p> <p>12. Bangchak Corporation Public Co., Ltd. 2019 – 2022 / Investment Screening Committee Startup</p> <p>13. The National Board of Digital Economy and Society Office 2017 - 2022 / Distinguished Committee Member</p> <p>14. Thanachart Bank Public Co., Ltd. 2020 – 2021 / Chairperson of the IT Governance, Nomination, Remuneration and Corporate Governance Committee</p> <p>15. Thaicom Public Co., Ltd. 2020 – 2021 / Independent Director</p> <p>16. Phuket Deep Sea Port Co., Ltd. 2019 – 2021 / Executive Director</p> <p>17. TMB Bank Public Co., Ltd. 2019 – 2021 / Independent Director, Chairman of the Risk Management Committee</p> <p>18. Government Pension Fund (GPF) 2019 – 2021 / Distinguished Committee Member, Chairman of the Risk Management Committee</p> |
| Position in Other Company that compete to Company | - None - |
| Attendance of Meeting in 2023 | <ul style="list-style-type: none"> • Board of Directors’ Meeting 7/7 times • Nomination and Remuneration Committee 2/2 times • Corporate Governance and Sustainability Committee 3/3 times • Risk Management Committee 2/2 times • Annual General Meeting of Shareholders 1/1 time |
| Illegal Record in Past 10 years | - None - |
| Relationship with Director and Management | - None - |
| Nominating Directors | <p>The Board of Directors has considered the recommendation of the Nomination and Remuneration Committee and deemed appropriate that Mr. Teeranun Srihongs possesses qualifications as a director as required by law as well as possesses the extensive experiences to support the Board of Directors’ performance. Therefore, it is deemed appropriate to propose to the shareholders to re-elect as the director of the Company.</p> |

| Details of directors nominated for election to replace those retiring by rotation | | |
|---|--|---|
| Name-Surname | Mr.Piya Sosothikul |  |
| Age | 55 years | |
| Type of Director Proposed for Election | Independent Dependent /Non-executive Director | |
| Present Position | Independent Director / Chairman of Risk Management Committee / Audit Committee Member / Nomination and Remuneration Committee Member | |
| Starting Date of Directorship | 9 November 2011 | |
| Tenure | 15 years (included proposed year) | |
| % Shareholding | 0 shares represent 0.00% | |
| Education / Training | <ul style="list-style-type: none"> • Master's Degree in Business Administration, Harvard University, USA • Master's Degree in Chemical Engineering, Massachusetts Institute of Technology (MIT), USA • Bachelor's Degree in Chemical Engineering, Massachusetts Institute of Technology (MIT), USA • Bachelor's Degree in Economics, Massachusetts Institute of Technology (MIT), USA • Director Accreditation Program (DAP) Class 35/2548 of Thai Institute of Directors Association • Corporate Governance for Capital Market Intermediaries (CGI) Class 4/2015 of Thai Institute of Directors Association • ESG in the Boardroom: A Practical Guide for Board Class 11/2025 of Thai Institute of Directors Association | |
| Working Experience and Directorship / Executive in Other Company | | |
| Position in Other Listed Company | <ol style="list-style-type: none"> 1. S&P Syndicate Public Company Limited <ul style="list-style-type: none"> • 2019 – Present / Chairman of Risk Management Committee • 2011 - Present / Independent Director, Audit Committee, Nomination and Remuneration Committee 2. Bualuang Securities Public Company Limited <ul style="list-style-type: none"> • 2010 - Present / Executive Director 3. The One Enterprise Public Company Limited <ul style="list-style-type: none"> • 2015 – Present / Director | |
| Position in Non-Listed Companies/Other Organizations | <ol style="list-style-type: none"> 1. Thai Listed Companies Association 2025 – Present / Director 2. MITTA SOCIAL ENTERPRISE Co., Ltd. 2020 – Present / Director 3. Boonruksa Holding Co., Ltd. 2018 – Present / Director 4. PR Holding Co., Ltd. 2018 – Present / Director 5. Gris T Co., Ltd. 2016 – Present / Director 6. Siam Housing Co., Ltd. 2012 – Present / Executive Committee 7. Seacon Development Public Company Limited 2011 – Present / Director 8. Seacon Co., Ltd 2011 – Present / Director 9. Thaichuros Co., Ltd. 2011 – Present / Director | |

| | |
|--|---|
| | 10. Nanyang Marketing Company Limited 2011 – Present / Director 11. Nanyang Industry Company Limited 2011 – Present / Director 12. Erawanna Company Limited 2010 – Present / Director |
| Position in Other Company that compete to Company | - None - |
| Attendance of Meeting in 2024 | <ul style="list-style-type: none"> • Board of Directors’ Meeting 7/7 times • Audit Committee 5/5 times • Risk Management Committee 2/2 times • Nomination and Remuneration Committee 2/2 times • Annual General Meeting of Shareholders 1/1 times |
| Illegal Record in Past 10 years | - None - |
| Relationship with Director and Management | - None - |
| หลักเกณฑ์และวิธีในการสรรหากรรมการ | The Board of Directors has considered the recommendation of the Nomination and Remuneration Committee and deemed appropriate that Mr.Piya Soothikul possesses qualifications as a director as required by law as well as possesses the extensive experiences to support the Board of Directors’ performance. Therefore, it is deemed appropriate to propose to the shareholders to re-elect as the director of the Company. |

Definition of Independent Directors

S&P has established criteria for independent directors in accordance with the standards of the Securities and Exchange Commission and the Stock Exchange of Thailand, as follows:

- 1) Holding shares not exceeding 1% of the total voting shares of S&P, subsidiaries, affiliates, and related companies. This includes shares held by related parties of such independent director.
- 2) Not being or having been directors involved in management, employees, regular salaried consultants, or controlling persons of S&P, subsidiaries, affiliates, and related companies, unless they have been exempted from such position for at least 2 years.
- 3) Not being a person who is related by blood or registered according to the law of another director, executive, major shareholder, controlling person, or a person proposed to be a director, executive, or controlling person of S&P or the subsidiaries.
- 4) Not having or having had a business relationship with S&P, subsidiaries, affiliates, or related companies in a manner possibly interfering with their independent judgment, including not being or having been a shareholder with an interest or a controlling person of individuals with a business relationship with S&P, subsidiaries, affiliates, or related companies, unless exempted for at least 2 years.
- 5) Not being or having been an auditor of S&P, subsidiaries, affiliates, or related companies, and not being a shareholder with an interest or a controlling person of the office of the auditor, which has auditors of S&P, subsidiaries, affiliates, or related companies, unless exempted for at least 2 years.
- 6) Not being or having been a professional service provider, including providing legal or financial consulting services, which received fees exceeding 2 million baht per year from S&P, subsidiaries, affiliates, or related companies, and not being a shareholder with an interest or a controlling person of such professional service provider, unless exempted for at least 2 years.
- 7) Not being a director appointed to represent the directors of S&P, major shareholders, or shareholders who are related to major shareholders.
- 8) Not engaging in similar business activities and competing directly with S&P or the subsidiaries, not being a shareholder with an interest in a partnership, or being directors involved in management, employees, regular salaried consultants, or holding shares exceeding 1% of the total voting shares of another company engaged in similar business activities and competing directly with S&P or the subsidiaries.
- 9) Having no other characteristics that would prevent providing independent opinions on S&P's operations.

Furthermore, the Board has the policy allowing independent directors to serve consecutively for up to 9 years from the date of their initial appointment as independent directors. Upon completion of this term, the board may propose the reappointment of such independent directors for consideration and election at the next ordinary shareholders' meeting. The board must consider the independence in carrying out duties, performance, as well as reasons and necessity for reappointment.

| Profile of Independent Directors to Present as Proxy | | |
|--|---|---|
| Name-Surname | Ms. Cattleya Saengsastra |  |
| Age | 78 years | |
| Address | 2034/100-103 Italthai Tower 23 floor New Petchburi Rd., Bangkapi, Huaykwang, Bangkok 10310 | |
| Present Position | Independent Director / Chairperson of Audit Committee | |
| Education / Training | <ul style="list-style-type: none"> • Bachelor's Degree in Accounting (Honors) Chulalongkorn University • Controllership Training Program Thammasat University • Management Development Program – JJ Kellogg Northwestern University • Director Accreditation Program Certificate (DAP) Class 47/2005 of Thai Institute of Directors Association | |
| Working Experience and Directorship / Executive in Other Company | | |
| Position in Other Listed Company | <ul style="list-style-type: none"> • 1998 - Present Chairperson of Audit Committee /S&P Syndicated Public Company Limited | |
| Position in Non-Listed Companies/Other Organizations | - None - | |
| Position in Other Company that compete to Company | - None - | |
| Attendance of Meeting in 2023 | <ul style="list-style-type: none"> • Board of Directors' Meeting 7/7 times • Audit Committee's Meeting 5/5 times • Annual General Meeting of Shareholders 1/1 time | |
| Illegal Record in Past 10 years | - None - | |
| Relationship with Director and Management | - None - | |
| Conflict of Interest in this Meeting | Agenda 5: To consider and approve director's remuneration for the year 2026 and Annual Gratuities | |
| Conflict of Special Interest in this Meeting | - None - | |
| Having the following interests in the Company, Parent company, Subsidiaries, Affiliates or any legal entities that have conflicts, at present | | |
| 1. Being a director who takes part in managing day-to-day operation, an employee, or an advisor who receives a regular salary or fee | - None - | |
| 2. Being a professional service provider (i.e., auditor, lawyer) | - None - | |
| 3. Having the significant business relations that may affect the ability to perform independently | - None - | |

(Translation)

**ARTICLES OF ASSOCIATION
OF
S&P SYNDICATE PUBLIC COMPANY LIMITED
(Relating to Meetings of Shareholders)**

**CHAPTER V
MEETINGS OF SHAREHOLDERS**

Article 34 The Board of Directors must cause an annual ordinary meeting of shareholders to be held within 4 months from the ending date of the fiscal year of the Company.

All other meetings of shareholders apart from the aforementioned shall be called extraordinary meetings. The Board of Directors may summon an extraordinary meeting of shareholders whenever it sees fit.

One or several shareholders representing no less than 10% of the total issued shares may subscribe their names in writing and request the Board of Directors to summons an extraordinary meeting of shareholders at any time and clearly specified therein with a reason of request for summoning of such meeting. In such case, the Board of Directors shall convene a meeting of shareholders within 45 days as from the date of receiving a letter from shareholders.

In the case of which, the Board of Directors fails to convene a meeting within the time limit under Paragraph 3, all subscribing shareholders or other shareholders representing the number of shares as prescribed may summons a meeting within 45 days as from the expiry date of the time limit under Paragraph 3. In such case, such meeting shall be regarded the shareholder's meeting summoned by the Board of Directors; and the Company shall be responsible for necessary expenses incurred from the organization of such meeting and shall provide convenience as may be reasonable.

In the case of which, it appears that at any shareholder's meeting as summoned by the shareholders under Paragraph 4, the number of shareholders attending the meeting could not constitute a quorum as prescribed in the Articles of Association, Clause 36, shareholders under Paragraph 4 shall jointly reimburse expenses incurred from the organization of such meeting to the Company.

Article 35 The Board of Directors shall prepare a notice of the summoning of a meeting of shareholders, specifying the place, the day and the hour, the agenda, and the matters to be proposed to the meeting, together with such details as may be reasonable, and indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the Board of Directors' opinion about the said matter, and the notice shall be sent to the shareholders and the Registrar for acknowledgement no less than 7 days before the date fixed for the meeting and published for 3 consecutive days no less than 3 days before the date fixed for the meeting Alternatively, advertising through electronic media may be utilized in accordance with the legal requirements, rules, and procedures prescribed by law.

The place to be used as the venue of the meeting of shareholders must be located in the locality where the principal office or a branch office is situated, or in a province near the principal office location.

Article 36. No less than 25 shareholders and proxies (if any) representing not less than one-third in aggregate of the outstanding shares or shareholders and proxies (if any) constituting not less than one-half of the shareholders and representing not less than one-third in aggregate of the outstanding shares shall be present at a meeting of shareholders in order to constitute a quorum.

In the event that, within 1 hour from the time appointed for any meeting of shareholders, the quorum is not present as prescribed, the meeting, if summoned upon the requisition of shareholders, shall be dissolved. However, if such meeting had not been summoned upon the requisition of shareholders, another meeting shall be summoned and a letter of the summoning of the meeting shall be sent to the shareholders no less than 7 days before the date fixed for the meeting. At such meeting, no quorum shall be necessary.

Article 37 A shareholder may grant proxy to another person to be present at a meeting of shareholders and vote on his/her behalf. The proxy shall be dated and signed by the grantor and shall be in accordance with the form determined by the Registrar.

The proxy shall be deposited with the chairman or a person designated by him before the proxy holder attends the meeting.

Article 38 The chairman of the Board of Directors shall preside at a meeting of shareholders. In the event the chairman is not present at the meeting or is not able to perform his/her duty, the vice-chairman, if any, shall preside at the meeting. If there is no such vice-chairman or if there is a vice-chairman but he/she is not able to perform his/her duty, the shareholders present shall elect one of their members to be chairman of the meeting.

Article 39 One share shall be for one vote, and a resolution of a meeting of shareholders shall comprise the following votes:

(1) In an ordinary event, the majority votes of the shareholders present and entitled to vote shall be required. In the case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote;

(2) In the following events, not less than three-fourths of the votes of the shareholders present and entitled to vote shall be required:

- (A) A sale or transfer of all or a significant part of the Company's business to other persons;
- (B) Acquisition or taking of a transfer of the business of another company or a private company in favor of the Company;
- (C) Execution, amendment or termination of an agreement concerning lease of all or a significant part of the Company's business;
- (D) Assignment of the management of the Company's business to other persons;
- (E) Amalgamation with other persons for the purpose of sharing profits and losses;
- (F) Amendment of the Memorandum or Articles of Association;
- (G) Increase or reduction of the Company's capital or issue of debentures;
- (H) Merger or dissolution of the Company.

Article 40 A shareholder who is specially interested in any given matter has no right to vote on such matter, except on the election of a director.

The provision of this Article shall also apply to the case where a proxy has been appointed to be present at the meeting.

Article 41 The following business should be transacted at an annual ordinary meeting:

- (1) Consideration of the Board of Directors' report submitted to the meeting and showing the operation results of the Company in the previous year;
 - (2) Consideration and approval of the balance sheet and profit and loss statement;
 - (3) Appropriation of profits;
 - (4) Election of the directors to replace those retiring by rotation;
 - (5) Appointment of the auditor and fixation of the annual audit fee;
 - (6) Other business (if any)
-

Supporting Documents for the Right to Attend the Meeting, Proxy Procedures, Submission of the Request Form to Attend the Meeting (E-Request), Voting Procedures, Vote Counting and Announcement of Voting Results for the Shareholders' Meeting via Electronic Means (E-Meeting)

Shareholders or proxies who wish to attend the meeting via electronic means (E-Meeting) are required to submit a request form in advance to attend the meeting (E-Request) by completing all required procedures in accordance with Attachments 6 and 7. The Company reserves the right not to accept the registration if the documents or evidence are incomplete, incorrect, or do not comply with the specified conditions.

1. Supporting Documents for the Right to Attend the Meeting via Electronic Means (E-Meeting)

Individual

1. In case the shareholder attends the meeting via electronic means (E-Meeting) in person

A copy of a valid identification card or a government-issued document that has not expired, such as a copy of a government officer identification card, a copy of a driver's license, or a copy of a passport. In case of a change of name or surname, supporting evidence must also be submitted.

2. In case of proxy

- 2.1 A proxy form as attached to the Notice of the Meeting (Form A or Form B), which has been completely and correctly filled in and signed by the grantor and the proxy.
- 2.2 A copy of a government-issued identification document of the grantor as specified in item 1, certified true copy and signed by the grantor.
- 2.3 A copy of a government-issued identification document of the proxy as specified in item 1, certified true copy and signed by the proxy.

Juristic Person

1. In case an authorized person of the juristic person attends the meeting via electronic means (E-Meeting) in person

- 1.1 A copy of the juristic person's registration certificate (issued within the past 1 year), certified true copy by the authorized signatory of the juristic person (authorized director) and affixed with the company's seal (if any), showing that the representative attending the meeting has the authority to act on behalf of the juristic person who is the shareholder.
- 1.2 A copy of a valid identification card or a government-issued document that has not expired, such as a copy of a government officer identification card, a copy of a driver's license, or a copy of a passport. In case of a change of name or surname, supporting evidence must also be submitted.

2. In case of proxy

- 2.1 A proxy form as attached to the Notice of the Meeting (Form A or Form B), which has been completely and correctly filled in and signed by the authorized person of the juristic person together with the company's seal (if any), and signed by the proxy.
- 2.2 A copy of the juristic person's registration certificate (issued within the past 1 year), certified true copy by the authorized signatory of the juristic person (authorized director) and affixed with the company's seal (if any), showing that the person who signed the proxy form is authorized to act on behalf of the juristic person who is the shareholder.
- 2.3 A copy of a valid identification card or a government-issued document that has not expired, such as a copy of a government officer identification card, a copy of a driver's license, or a copy of a passport (in case of a foreigner) of the authorized signatory of the juristic person, certified true copy and signed. In case of a change of name or surname, supporting evidence must also be submitted.
- 2.4 A copy of a valid identification card or a government-issued document that has not expired, such as a copy of a government officer identification card, a copy of a driver's license, or a copy of a passport (in case of a foreigner) of the proxy, certified true copy and signed. In case of a change of name or surname, supporting evidence must also be submitted.

3. In case of proxy by a foreign institutional shareholder appointing a Custodian in Thailand to hold and manage shares

3.1 Prepare and present the same documents as required for juristic persons under item 1 or item 2, using Proxy Form A, Form B, or Form C, which can be downloaded from the Company's website.

3.2 In the case where the foreign institutional shareholder authorizes the Custodian to sign the proxy form on its behalf, the following additional documents must be submitted:

(1) A power of attorney from the foreign institutional shareholder authorizing the Custodian to sign the proxy form on its behalf.

(2) A letter confirming that the person signing the proxy form is licensed to operate a Custodian business.

In this regard, any document which is not originally in English must be accompanied by an English translation, and such translation must be certified as correct by the shareholder or the authorized representative of the juristic person.

2. Proxy Procedures

The Company has prepared three types of proxy forms as prescribed by the Department of Business Development, Ministry of Commerce, as follows:

Form A – A general proxy form which is simple and uncomplicated. This form is attached to the Notice of the Meeting.

Form B – A proxy form that specifies clear and detailed items for granting the proxy.

Form C – A proxy form used only for shareholders who are foreign investors and appoint a Custodian in Thailand to hold and manage their shares.

The Company has provided Proxy Form A and Form B as prescribed by the Department of Business Development, Ministry of Commerce. Shareholders may also view and download the forms from the Company's website at www.snpfood.com.

Shareholders who are unable to attend the Shareholders' Meeting in person may appoint a proxy as follows:

- (1) The shareholder may use only one of the proxy forms, either Form A or Form B. Shareholders who are foreign investors and appoint a Custodian in Thailand to hold and manage their shares may use any one of Form A, Form B, or Form C.
- (2) The shareholder must grant the proxy for the total number of shares held to only one proxy and cannot split the number of shares for separate voting, except in the case of a foreign investor appointing a Custodian in Thailand to hold and manage the shares, who may allocate shares for separate voting.
- (3) The shareholder may appoint any person as proxy according to the shareholder's preference, or appoint an Independent Director of the Company (as listed in the attached document), by specifying the name and details of the proxy and signing in the space for the grantor.
- (4) Affix a stamp duty of Baht 20 and cross the date on which the proxy form is executed. The Company has prepared stamp duty for affixing on the proxy form for the convenience of shareholders.
- (5) For granting a proxy to attend the meeting on behalf of the shareholder: the shareholder or proxy must proceed in accordance with items 1–2 and submit the E-Request in advance in order to receive a Username and Password for registration to attend the meeting. Details and procedures are specified in Attachment 7. The original proxy form and supporting documents must also be submitted to the Company.
- (6) The proxy form should be placed in an envelope and returned to the Company Secretary Department, S&P Syndicate Public Company Limited, 2034/100-103, Italthai Tower, 23rd Floor, New Petchburi Road, Bangkapi Sub-district, Huai Khwang District, Bangkok 10310 by 22 April 2026 in order to allow the Company's staff sufficient time to verify the documents before the meeting.
- (7) In the event that a shareholder wishes to revoke the proxy, the shareholder must notify the Company in writing prior to the commencement of the Shareholders' Meeting.

3. Voting at the Shareholders' Meeting

1. Voting Criteria

- (1) For the meeting conducted via electronic means (E-Meeting), voting on each agenda item will be conducted through the Inventech Connect system, whereby one share is equal to one vote. The shareholder or proxy must cast only one vote, either Approve, Disapprove, or Abstain, and cannot split the votes (except in the case of Custodian voting).
- (2) In case of proxy:
 - a) If the grantor specifies the voting intention in the proxy form, the Company will record such vote accordingly, and the proxy is not required to vote again during the meeting.
 - b) If the grantor does not specify the voting intention for any agenda item in the proxy form, or specifies it unclearly, or if there are any changes or additional facts, the proxy shall have the right to consider and vote on behalf of the shareholder as deemed appropriate.

2. Procedures for Voting on Each Agenda Item

The meeting moderator will explain the voting procedures to the meeting, which are summarized as follows:

- (1) The meeting will consider the agenda items in order. Shareholders or proxies will be requested to cast their votes according to their intention through the system, and voting for each agenda item via the Inventech Connect system will be open for 1 minute.
- (2) For Agenda Item 5: Appointment of Directors, the Company requires voting on the appointment of directors on an individual basis, with 1 minute allocated per person.
- (3) To cast a vote, the shareholder or proxy must select the agenda item to vote on. The system will display three options: 1. Approve 2. Disapprove 3. Abstain. The shareholder or proxy must select only one option according to their opinion (except in the case of Custodian voting).

Remark: If "Cancel Voting" is selected or no option is selected, the system will record the vote as Approved.

Voting can be changed until the voting for that agenda item is closed.

3. Resolutions of the Shareholders' Meeting

In a normal case, a resolution shall be passed by a majority vote of the shareholders present at the meeting and entitled to vote.

In other cases, where the law or the Company's Articles of Association prescribe otherwise, the resolution shall be in accordance with such law or Articles of Association. The Chairman of the Meeting will inform the shareholders before voting on each agenda item.

- (1) In the event of a tie vote, the Chairman of the Meeting shall have an additional casting vote.
- (2) Any shareholder or proxy who has a special interest in any particular matter shall not be entitled to vote on such matter. The Chairman of the Meeting may request such shareholder or proxy to leave the Meeting temporarily, except in the case of voting for the election of directors where shareholders may nominate themselves without being considered as having a conflict of interest.

4. Vote Counting and Announcement of Voting Results

When the voting period has ended, the system will process the votes according to the voting procedures for each agenda item and announce the voting results for each agenda item to the shareholders before the meeting is adjourned.

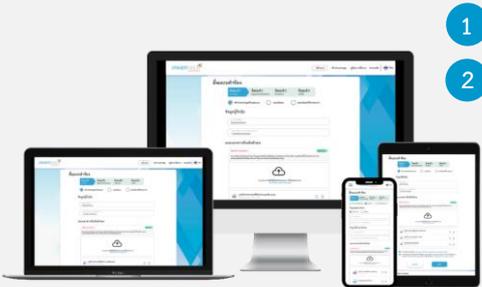
The meeting is conducted via electronic means (E-Meeting) using the Inventech Connect system. Therefore, voting is conducted electronically and no physical voting ballots are used, and there will be no invalid ballots.

Guidelines for attending of Electronic Meeting by Inventech Connect

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

Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://fort.inventech.co.th/SNP733363R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting
- 2 Choose type request for request form to 4 step
 - Step 1 Fill in the information shown on the registration
 - Step 2 Fill in the information for verify
 - Step 3 Verify via OTP
 - Step 4 Successful transaction, The system will display information again to verify the exactitude of the information
- 3 Please wait for an email information detail of meeting and Password

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

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from **April 16, 2026 at 8:30 a.m. and shall be closed on April 23, 2026 Until the end of the meeting.**
3. The electronic conference system will be available on **April 23, 2026 at 12:00 p.m. (2 hours before the opening of the meeting).** Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

Appointment of Proxy to the Company's Directors

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by 22 April 2026 at 5.00 p.m.

S&P Syndicate Public Company Limited
 Company Secretary
 2034/100-103, Italthai Tower, 23rd Floor, New Petchburi Road, Bangkapi Sub-district,
 Huai Khwang District, Bangkok 10310

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

 02-460-9228

 @inventechconnect



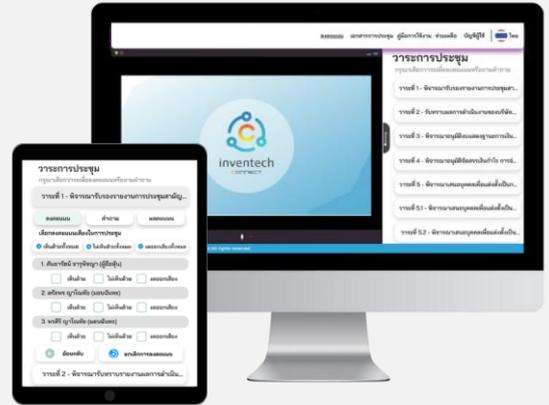
Report a problem
@inventechconnect

The system available during April 16-23, 2026 at 08.30 a.m. – 05.30 p.m.
(Specifically excludes holidays and public holidays)



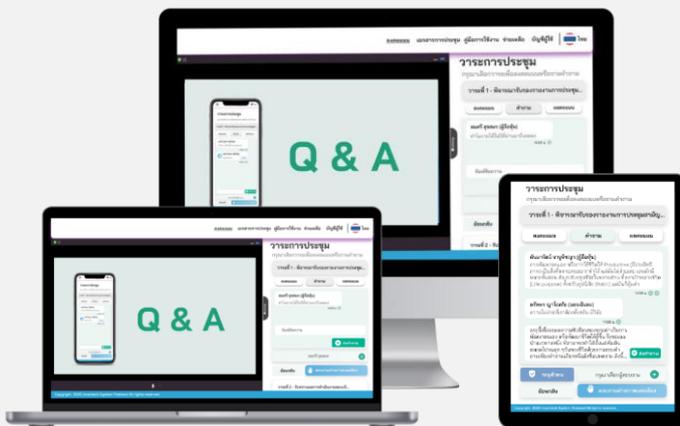
Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button, the system has already registered and counted as a quorum.
- 3 Click on “Join Attendance”, Then click on “Accept” button
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



If you wish to cancel your latest vote, please click the “Cancel Voting” button (which means that if “Cancel Voting” is selected or no option is selected, the system will count the vote as “Approve”). You may change your vote until the system closes the voting for that particular agenda item.

Step to ask questions via InvenTech Connect



- Select which agenda
 - Click on “Question” button
- 1 Ask a question
 - Type the question then click “Send”
 - 2 Ask the question via video
 - Click on “Conference”
 - Click on “OK” for confirm your queue
 - Please wait for the queue for you then your can open the microphone and camera

How to use InvenTech Connect

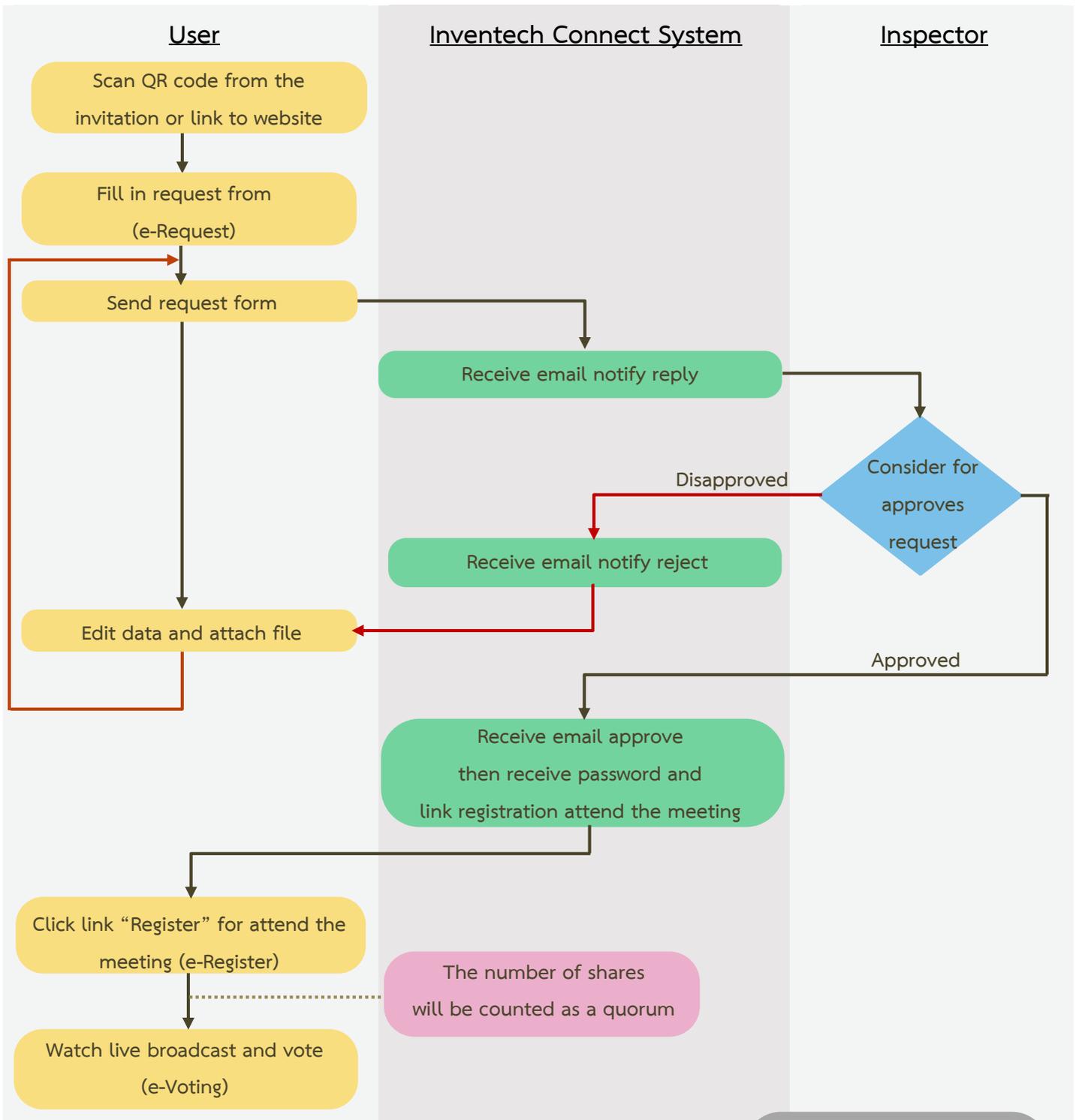


User Manual and Video of using InvenTech Connect

* Note Operation of the electronic conferencing system and InvenTech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements
 - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
 - High Quality Video: Must be have internet speed at 1.0 Mbps.
 - Standard Quality Video: Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
 - Smartphone/Tablet that use IOS or android OS.
 - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge **** The system does not support internet explorer.**

Carried out before the meeting date



Condition of use

In case Merge account/change account

In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting.

In case Exit the meeting

Attendees can click on "Register to leave the quorum", the systems will be number of your shares out from the meeting base.



(ปิดอากรแสตมป์ 20 บาท)

หนังสือมอบฉันทะ (แบบ ก.)

Proxy (Form A.)

เลขทะเบียนผู้ถือหุ้น.....
Shareholders' Registration No.

เขียนที่.....
Written at

วันที่.....เดือน.....พ.ศ.....
Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....
I/We nationality
อยู่บ้านเลขที่.....
Address

(2) เป็นผู้ถือหุ้นของ บริษัท เอส แอนด์ พี ซินดิเคท จำกัด (มหาชน)
being a shareholder of S&P Syndicate Public Company Limited
โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้
holding the total amount of shares and have the rights to vote equal to votes as follows:
 หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
ordinary share shares and have the right to vote equal to votes
 หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
preference share shares and have the right to vote equal to votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทก็ได้)
Hereby appoint (The shareholder may appoint the independent director of the company to be proxy holder.
 1. ชื่อ นางสาวคัทลียา แสงศาสตรา...กรรมการอิสระ...อายุ 78 ปี อยู่บ้านเลขที่ 2034/100-103 อาคารอิตัลไทย ทาวเวอร์
Name Ms. Cattleya Saengsastra, Independent Director, Age 78 years, residing at 2034/100-103, Ital Thai Tower
ชั้น 23 ถนน เพชรบุรีตัดใหม่ ตำบล/แขวง นางอะปี อำเภอ/เขต กล้วยขวาง
23rd Floor Road New Petchburi Tambol/Khwaeng Bangkapi Amphur/Khet Huaykwang
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10310 หรือ
Province Bangkok Postal Code 10310 or
 2. ชื่อ.....อายุ.....ปี อยู่บ้านเลขที่.....
Name age years, residing at
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road Tambol/Khwaeng Amphur/Khet
จังหวัด.....รหัสไปรษณีย์.....หรือ
Province Postal Code or
 3. ชื่อ.....อายุ.....ปี อยู่บ้านเลขที่.....
Name age years, residing at
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road Tambol/Khwaeng Amphur/Khet
จังหวัด.....รหัสไปรษณีย์.....
Province Postal Code

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2569 ในวันที่ 23 เมษายน 2569 เวลา 14.00 น. ด้วยวิธีการผ่านสื่ออิเล็กทรอนิกส์ โดยถ่ายทอดจากห้องประชุม S&P Hall สุขุมวิท 26 เลขที่ 1/2 ซอยอรธรด กระจวี ถนนสุขุมวิท 26 แขวงคลองตัน เขตคลองเตย กรุงเทพมหานคร 10110 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any and only one person could be my/our proxy to attend and vote in my/our behalf at the 2026 Annual General Meeting of Shareholder to be held on 23 April 2026, 2.00 p.m., via electronic media only, broadcasted from the S&P Hall, Sukhumvit 26, No. 1/2 Soi Athakravi, Sukhumvit 26 Road, Klongton, Klongtoey, Bangkok Thailand 10110, or on any data and at any postponement thereof.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่มีผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่า ข้าพเจ้าได้กระทำเองทุกประการ

Any business carried on by the proxy holder in the said meeting, except the proxy holder does not vote as I/we specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ / Signed ผู้มอบฉันทะ / Proxy Grantor
(.....)

ลงชื่อ / Signed ผู้รับมอบฉันทะ / Proxy Holder
(นางสาวคัทลียา แสงศาสตร์ / Ms. Cattleya Saengsastra)

ลงชื่อ / Signed ผู้รับมอบฉันทะ / Proxy Holder
(.....)

ลงชื่อ / Signed ผู้รับมอบฉันทะ / Proxy Holder
(.....)

หมายเหตุ/Remark

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
A Shareholder shall appoint only one proxy holder to attend and vote at the meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.
2. วาระแต่งตั้งกรรมการสามารถแต่งตั้งกรรมการทั้งชุดหรือแต่งตั้งกรรมการเป็นรายบุคคล
In agenda regarding the election of directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.



(ปิดอาคารเสตมปี 20 นาที)

หนังสือมอบฉันทะ (แบบ ข.)
Proxy (Form B.)

เลขทะเบียนผู้ถือหุ้น.....
Shareholders' Registration No.

เขียนที่.....
Written at
วันที่.....เดือน.....พ.ศ.....
Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....
I/We nationality
อยู่บ้านเลขที่.....
Address

(2) เป็นผู้ถือหุ้นของ บริษัท เอส แอนด์ พี ซินดิเคท จำกัด (มหาชน)
being a shareholder of S&P Syndicate Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้
holding the total amount of shares and have the rights to vote equal to votes as follows:
 หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
ordinary share shares and have the right to vote equal to votes
 หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
preference share shares and have the right to vote equal to votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทก็ได้)
Hereby appoint (The shareholder may appoint the independent director of the company to be proxy holder
 1. ชื่อ นางสาวคัทลียา แสงศาสตรา, กรรมการอิสระ.....อายุ 78 ปี อยู่บ้านเลขที่ 2034/100-103 อาคารอิตัลไทย ทาวเวอร์
Name Ms. Cattleya Saengsastra, Independent Director, Age 78 years, residing at 2034/100-103, Ital Thai Tower
ชั้น 23 ถนน เพชรบุรีตัดใหม่ ตำบล/แขวง นางโละปี อำเภอ/เขต หัวขวง
23rd Floor Road New Petchburi Tambol/Khwaeng Bangkapi Amphur/Khet Huaykwang
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10310 หรือ
Province Bangkok Postal Code 10310 or
 2. ชื่อ.....อายุ.....ปี อยู่บ้านเลขที่.....
Name age years, residing at
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road Tambol/Khwaeng Amphur/Khet
จังหวัด.....รหัสไปรษณีย์.....หรือ
Province Postal Code or
 3. ชื่อ.....อายุ.....ปี อยู่บ้านเลขที่.....
Name age years, residing at
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road Tambol/Khwaeng Amphur/Khet
จังหวัด.....รหัสไปรษณีย์.....
Province Postal Code

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2569
ในวันที่ 23 เมษายน 2568 เวลา 14.00 น. ด้วยวิธีการผ่านสื่ออิเล็กทรอนิกส์ โดยถ่ายทอดจากห้องประชุม S&P Hall สุขุมวิท 26 เลขที่ 1/2 ซอยอรธรถ
กระวี ถนนสุขุมวิท 26 แขวงคลองตัน เขตคลองเตย กรุงเทพมหานคร 10110 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any and only one person could be my/our proxy to attend and vote in my/our behalf at the 2026 Annual General Meeting of
Shareholder to be held on 23 April 2026, 2.00 p.m., via electronic media only, broadcasted from the S&P Hall, Sukhumvit 26,
No. 1/2 Soi Athakravi, Sukhumvit 26 Road, Klongton, Klongtoey, Bangkok Thailand 10110, or on any data and at any
postponement thereof.

- (4) ข้าพเจ้าได้มอบฉันทะให้ผู้รับมอบฉันทะในการเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้.-
I/we authorize the proxy holder to attend the meeting and vote are as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2568

Agenda 1 To consider and adopt the minutes of the Annual General Meeting of Shareholders 2025

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร **หรือ**
(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate. **or**
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote in accordance with my wish as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัทสำหรับปี 2568

Agenda 2 To acknowledge the report on the Company's operating results for the year 2025

เนื่องจากวาระนี้เป็นวาระแจ้งเพื่อทราบ จึงไม่มีการออกเสียงลงคะแนน
As this item is for information to shareholders, there will be no voting.

วาระที่ 3 พิจารณานุมัติงบการเงินประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2568

Agenda 3 To consider and approve the financial statement for the fiscal year ended 31 December 2025

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร **หรือ**
(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate. **or**
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote in accordance with my wish as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 4 พิจารณานุมัติการจัดสรรกำไรประจำปี 2568 และจ่ายเงินปันผล

Agenda 4 To consider and approve the allocation of profit for the year 2025 and dividend payment.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร **หรือ**
(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate. **or**
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote in accordance with my wish as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 5 พิจารณานุมัติค่าตอบแทนกรรมการบริษัทสำหรับปี 2569 และเงินบำเหน็จ

Agenda 5 To consider and approve the director's remuneration for the year 2026 and Annual Gratuities

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร **หรือ**
(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate. **or**
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote in accordance with my wish as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 6 พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ

Agenda 6 To consider and approve the appointment of directors in replacement of those who must retire by rotation

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร **หรือ**
(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate. **or**
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote in accordance with my wish as follows:

การแต่งตั้งกรรมการที่ครบกำหนดต้องออกจากตำแหน่งตามวาระกลับเข้ารับตำแหน่งเป็นรายบุคคล

Approve the appointment of certain directors as follows:

- (1) นายประเวศวุฒิ ไรวา
Mr. Pravesvudhi Raiva
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- (2) นางสาวโสภาวดี อุตตมโอบล
Ms. Sophavadee Uttamobol
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

- (3) นายธีรนนท์ ศรีหงส์
Mr. Teeranun Srihong
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- (4) นายปิยะ ซอโสติกุล
Mr. Piya Sosothikul
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 7 พิจารณานุมัติแต่งตั้งผู้สอบบัญชีของบริษัทและกำหนดค่าตอบแทนประจำปี 2569

Agenda 7 To consider and approve the appointment of the Company’s auditors, and fix remuneration for the year 2026

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร **หรือ**
 (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate. **or**
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) The proxy holder shall vote in accordance with my wish as follows:
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
 Voting for the proxy holder in any agenda that is not specified in this proxy shall be considered as invalid and not my/our voting as a shareholder
- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาเลือกลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 In case I/we have not declared a voting intention in any agenda or my/our determination is not clear or in case the meeting consider or passes resolutions in any matters apart from those agenda specified above, including the case that there is any amendment, modification or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่มีผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried on by the proxy holder in the said meeting, except the proxy holder does not vote as I/we specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ / Signed ผู้มอบฉันทะ / Proxy Grantor
(.....)

ลงชื่อ / Signed ผู้รับมอบฉันทะ / Proxy Holder
(นางสาวคัทลียา แสงศาสดรา / Ms. Cattleya Saengsastra)

ลงชื่อ / Signed ผู้รับมอบฉันทะ / Proxy Holder
(.....)

ลงชื่อ / Signed ผู้รับมอบฉันทะ / Proxy Holder
(.....)

หมายเหตุ/Remark

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้ใช้ประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้น ให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
 A Shareholder shall appoint only one proxy holder to attend and vote at the meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.
2. วาระแต่งตั้งกรรมการสามารถแต่งตั้งกรรมการทั้งชุดหรือแต่งตั้งกรรมการเป็นรายบุคคล
 In agenda regarding the election of directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.
3. ในกรณีที่มีการพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
 In case that there any further agenda apart from specified above brought into consideration in the meeting, the proxy may use the Annex attached to Proxy Form B.

ใบประจำต่อแบบหนังสือมอบฉันทะ (แบบ ข.)

Attachment to the Proxy (Form B.)

การมอบฉันทะในฐานะผู้ถือหุ้นของบริษัท เอส แอนด์ พี ซินดิเคท จำกัด (มหาชน)

Transferal of rights in the capacity as shareholder in S&P Syndicate Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2569 ในวันที่ 23 เมษายน 2569 เวลา 14.00 น. ด้วยวิธีการผ่านสื่ออิเล็กทรอนิกส์เท่านั้น โดยถ่ายทอดจากห้องประชุม S&P Hall สุขุมวิท 26 เลขที่ 1/2 ซอยอรรถกษะวี ถนนสุขุมวิท 26 แขวงคลองตัน เขตคลองเตย กรุงเทพมหานคร 10110 หรือที่จะพึงเลื่อนไปใน วัน เวลา และสถานที่อื่นด้วย

At the 2026 Annual General Meeting of Shareholder to be held on 23 April 2026, 2.00 p.m., via electronic media only, broadcasted from the S&P Hall, Sukhumvit 26, No. 1/2 Soi Athakravi, Sukhumvit 26 Road, Klongton, Klongtoey, Bangkok Thailand 10110, or on any data and at any postponement thereof.

วาระที่ เรื่อง

Agenda Ref.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร **หรือ**

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate. **or**

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote in accordance with my wish as follows:

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ เรื่อง

Agenda Ref.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร **หรือ**

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate. **or**

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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วาระที่ เรื่อง

Agenda Ref.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร **หรือ**

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(b) The proxy holder shall vote in accordance with my wish as follows:

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ เรื่อง พิจารณามติแต่งตั้งกรรมการแทนกรรมการที่ครบกำหนดต้องออกตามวาระ (ต่อ)

Agenda To consider and approve the appointment of directors replacing those retire by rotation (to attach)

ชื่อกรรมการ

Namely

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

ชื่อกรรมการ

Namely

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

ชื่อกรรมการ

Namely

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

ชื่อกรรมการ

Namely

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

**Request form for the 2025 Annual Registration Statement (56-1 One Report Form)
and/or 2025 Sustainability Report**

Dear Shareholders,

To promote efficient use of resources and to minimize environmental impact, the Company has prepared the 2025 Annual Registration Statement / Annual Report (Form 56-1 One Report) in the form of a bilingual QR Code. The QR Code has been delivered to shareholders together with this Notice of the Shareholders' Meeting.

Should any shareholder wish to receive a printed copy of the 2025 Annual Registration Statement / Annual Report (Form 56-1 One Report), together with the Statement of Financial Position and the Statement of Comprehensive Income for the year ended December 31, 2025, and/or the 2025 Sustainability Report, which contain the same information as the documents accessible via the bilingual QR Code, please complete the request form below. Each shareholder may request no more than one copy of each document.

Please fill in the detail in the form below and return by e-mail: secretary@snpfood.com or fax number 0-2785-4040 The company will send them to you by post at the address provided.

**Request form for the 56-1 One Report 2025
and/or Sustainability Report 2025
S&P SYNDICATE PUBLIC COMPANY LIMITED**

Shareholder Name :

Address :

..... Post Code.....

Telephone : e-mail

Having intention to obtain the following documents (please mark / in)

| 56-1 One Report 2025 | Sustainability Report 2025 |
|--|--|
| <input type="checkbox"/> Thai Version | <input type="checkbox"/> Thai Version |
| <input type="checkbox"/> English Version | <input type="checkbox"/> English Version |

Privacy Notice for the 2026 Annual General Meeting of Shareholders
S&P Syndicate Public Company Limited

To ensure that the 2026 Annual General Meeting of S&P Syndicate Public Company Limited complies with the Personal Data Protection Act, B.E. 2562 (PDPA), the Company hereby provides notice of the following:

1. Personal Data to be processed: The Company is required to collect personal data from shareholders. This includes general personal information such as full names, alias, nationality, age, mailing address, email address, telephone number, fax number, ID card photos, national identification number, passport details, alien identification card, driver's license, signature, and IP address (for electronic meetings). Additionally, this includes still or motion images recorded and broadcast during the meeting for the Company's legitimate interests, the benefits of shareholders, and/or for the public promotion of the electronic meeting. These images or videos may contain footage of participants attending the meeting.

The Company may collect your personal data from other sources, such as the Thailand Securities Depository (TSD), which acts as the securities registrar, or through other legally prescribed methods. While the Company does not intend to collect sensitive personal data, such information (e.g., religion) may appear on your identification or other submitted documents. We request that you redact any sensitive data before submission. If the data is not redacted for any reason, the Company will retain it only as part of the information necessary to fulfill the stated purposes and will not perform any further processing on that sensitive data.

2. Purposes and Bases for Data Processing: The Company collects, uses, and discloses your personal data for the purpose of the 2026 Annual General Meeting of Shareholders, for the Company's legitimate interests, or for legal compliance.

3. Retention of Personal Data: The Company will retain your personal data for as long as necessary to fulfil the purposes specified in this notice. Your personal data will be kept for a period of 10 years.

4. Data Subject Rights: You have the right to access your personal data, request copies, and inquire about the acquisition of any data obtained without your consent. You may also request the correction of inaccurate data or the completion of incomplete information. Furthermore, you have the right to data portability (transferring your data to another controller or to yourself for specific reasons) as well as the right to object to the processing of your personal data on certain grounds.

5. Disclosure of Personal Data to Third Parties or other entities: The Company may need to disclose personal data to individuals, legal entities, or government agencies working with the Company to fulfill the objectives stated in this notice, as necessary. This includes technology service providers, regulatory bodies, government agencies, or as required by orders from competent authorities. Furthermore, the Company may disclose your personal data to the public where required by law or good corporate governance principles, such as in the minutes of the shareholders' meeting.

You may contact the Company's Data Protection Officer at the Email: dpo@snpfood.com Telephone: 0-2785-4000 or at the Company's head office at 2034/100-103, 23 Floor, Ital Thai Tower, New Petchburi Road, Bangkok, Huaykwang Bangkok 10310 on Monday – Friday from 08:30 am – 05:30 pm to submit a request to exercise the rights mentioned above.