



CHARN ISSARA

Notice of the Annual General Meeting for the year 2026

22 April 2026, 2.00 pm.

At 21st floor, Charn Issara Tower II

2922/200 New Petchburi Road, Bangkapi, Huay Kwag Bangkok 10310

Invitation to the Annual General Meeting of Shareholders for the Year 2026
of
Charn Issara Development Public Company Limited
No. 2922/200 New Petchburi Road, Bang Kapi Subdistrict, Huai Khwang District, Bangkok

7 April 2026

- Subject: Invitation to the 2026 Annual General Meeting of Shareholders
- Attn: Shareholders of the Company
- Attachment
1. Copy of the minutes of the 2025 Annual General Meeting of Shareholders of Charn Issara Development Public Company Limited, held on April 24, 2025
 2. Annual Information Listing Form / Annual Report 2025 (56-1 One Report) in QR code format
 3. Brief history of the directors who have been proposed to serve as directors for another term
 4. The Company's criteria and regulations related to the shareholders' meeting
 5. Details of the debentures to be issued and offered
 6. Capital Increase Report Form (F53-4) and information about the capital increase
 7. Methods for attending the meeting, methods for granting proxies, registration and voting in the shareholders' meeting
 8. Information on independent directors whom shareholders can grant proxies to attend the meeting and vote
 9. Proxy Form B
 10. Map showing the meeting location
 11. Advance question form according to the agenda of the 2026 Annual General Meeting of Shareholders
 12. Request form for the Annual Information Listing Form / Annual Report 2024 (56-1 One Report)

As the Board of Directors of Charn Issara Development Public Company Limited (the "Company") will hold the 2026 Annual General Meeting of Shareholders of the Company on 22 April 2026 at 14.00 hrs. on the 21st floor of Charn Issara Tower 2, New Petchburi Road, Bangkok Subdistrict, Huai Khwang District, Bangkok.

For the determination of the agenda of the 2026 Annual General Meeting of Shareholders, the Company has announced on the Company's website to invite shareholders to propose the agenda in advance from 1 October 2025 to 31 December 2025. When the deadline has passed and no other agenda items have been proposed to the Company, the Company would like to inform the agenda according to the resolution of the Board of Directors as follows:-

Agenda 1: Matters to be informed by the Chairman to the meeting (if any)

Agenda 2: Consideration of approval of the minutes of the 2025 Annual General Meeting of Shareholders, held on 25 April 2025.

Objectives and reasons Charn Issara Development Public Company Limited held the 2025 Annual General Meeting of Shareholders on 24 April 2025. The Company has completed the meeting minutes within 14 days from the meeting date and has submitted them to the Stock Exchange of Thailand and the Ministry of Commerce within the period prescribed by law, as well as published them on the Company's website. Details are as shown in Attachment 1.

Board of Directors' Opinions It is deemed appropriate to propose that the shareholders' meeting approve the minutes of the 2025 Annual General Meeting of Shareholders held on 24 April 2025, which the Board of Directors believes has been recorded accurately and truthfully.

Voting The law stipulates that this agenda must be approved by a majority vote of all the votes of shareholders present at the meeting and casting votes.

Agenda 3: Consideration of acknowledgement of the annual information list form / annual report (56-1 One Report) and the board report on the operating results for the year 2025.

Objectives and reasons The Committee has summarized the past performance results and significant changes that occurred in the year 2025 as detailed in Attachment 2 (Annual Information Listing Form / Annual Report (56-1 One Report) in QR Code format).

Board of Directors' Opinions It is deemed appropriate to propose to the shareholders' meeting to acknowledge the annual information form / annual report (56-1 One Report) and the board of directors' report on the operating results for the year 2024.

Voting This agenda is for information only, therefore there is no voting.

Agenda 4: Consideration of approval of the financial statement and the statement of comprehensive income for the year 2025 for the accounting period ending on December 31, 2025, which has been audited by a licensed auditor, together with the auditor's report.

Objectives and reasons The Company's financial statements and statements of comprehensive income for the accounting period ending on December 31, 2025 have been audited by the auditors of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. and have been approved by the Audit Committee.

Audit Committee's Opinion At the Audit Committee Meeting No. 2/2026 on 23 February 2026, the Audit Committee reviewed the report on the Company's and its subsidiaries' operating results for the year 2025 and was of the opinion that the report was correct, clear, and covered all essential content. The Audit Committee reviewed the financial statements and

statements of comprehensive income of the Company and its subsidiaries for the accounting period ending 31 December 2025 as presented by the auditor and was of the opinion that they were correct, reliable, and disclosed sufficient information.

Board of Directors' Opinions It is deemed appropriate to propose to the shareholders' meeting to approve the financial statement and the statement of comprehensive income of the Company for the year 2025 for the accounting period ending on 31 December 2025, which has been audited by the auditors of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. and has also been considered and approved by the Audit Committee, with details as appearing in the financial statement and the statement of comprehensive income of the annual information disclosure form / annual report 2025 (56-1 One Report) 2025 as attached 2.

Summary of financial statements and profit and loss statements for the year 2024

Financial status	2025	2024
Total assets (million baht)	10,550	10,849
Total debt (million baht)	8,539	8,600
Shareholders' equity (million baht)	2,011	2,249
Performance Results		
Sales and service income (million baht)	1,762	2,780
Total income (million baht)	2,008	2,943
Profit (loss) for the year	(352)	(289)
Profit (loss) attributable to owners of the parent	(263)	(264)
Profit (loss) per share (baht)	(0.246)	(0.247)

Voting

The law stipulates that this agenda must be approved by a majority vote of all the votes of shareholders present at the meeting and casting votes.

Agenda 5: Consideration of approval of the suspension of dividend payment and the suspension of profit allocation as reserves for the operating results of 2025.

Objectives and reasons According to the law, if a company has operating profit and no accumulated losses, the company (with the approval of the shareholders' meeting) can pay dividends from the operating profits to shareholders. The company has a policy to pay dividends not exceeding 40 percent of the net profit after corporate income tax in each year of the separate financial statements (with additional conditions) and the company must allocate no less than 5 percent of the annual net profit (less the accumulated losses brought forward (if any)) as legal reserves.

Since the Company needs working capital, it is proposed to approve the suspension of the payment of annual dividends for 2025. Since the Company had a net loss for the year baht in 2025 for the separate financial statements, the Company is not required to allocate profits as legal reserves.

Board of Directors' Opinions It is deemed appropriate to propose to the shareholders' meeting to approve the suspension of dividend payment and the suspension of the allocation of profits as reserves for the 2025 operating results as legal reserves.

Voting The law stipulates that this agenda must be approved by a majority vote of all the votes of shareholders present at the meeting and casting votes.

Agenda 6: Consideration of election of directors to replace directors whose terms of office have expired.

Objectives and reasons According to the Public Limited Companies Act B.E. 2535 (including amendments) and Article 19 of the Company's Articles of Association, it is required that at the annual general meeting of shareholders, one-third of the total number of directors must retire from their positions according to their terms. At this annual general meeting of shareholders, there are 3 directors who must retire from their positions according to their terms, as follows:

Name and Lastname	Position	Number of years held office	Attendance of the Board meeting in 2025
1. Mr.Songkran Issara	Chief Executive Officer Chairman of Risk Management Committee (Re-term)	24	8/8

2. MR.PRAVESVUDHI RAIVA	: Independent Director, : Chairman of Nomination and Remuneration Committee (Re-term)	24	8/8
3. MRS.TEERAPORN SRIJAROENWONG	: Director : Risk Management Committee : Managing Director (Re-term)	24	8/8

For Mr.Songkran Issara, Chief Executive Officer , who has been a director for 24 consecutive years (starting date of director on June 27, 2002) (counting to the month of the annual general meeting of shareholders in 2026), and if he is re-elected as a director for another term, he will continue to serve as a director for 27 years.

For MR.PRAVESVUDHI RAIVA, Independent Director, who has been a director for 24 consecutive years (starting date of director on September 17, 2002) (counting to the month of the annual general meeting of shareholders in 2026), and if he is re-elected as a director for another term, he will continue to serve as a director for 27 years.

For MRS.TEERAPORN SRIJAROENWONG, Managing Director who have held the position of director for 24 consecutive years (the date of joining the director is 27 June 2002) (counted until the month of the annual general meeting of shareholders in 2026) and if accepted to hold the position of director of the Company for another term, will hold the position of director continuously for 27 years.

The Nomination and Remuneration Committee (except for directors with conflicts of interest) deemed it appropriate to appoint 3 directors who have left their positions, namely Mr.Songkran Issara, MR.PRAVESVUDHI RAIVA and MRS.TEERAPORN SRIJAROENWONG, to return to the position of director of the Company in the same position for another term because all 3 of them have performed their duties as directors of the Company very well. The history of the nominated directors and the definition of independent directors are shown in Attachment 3.

However, the Board of Directors considered the selection by the Nomination and Remuneration Committee meeting, which met on 23 February 2026, in accordance with the criteria and selection methods shown in Attachment 3. The nominated directors this time have passed the screening process of the Board of Directors carefully and thoroughly and have the qualifications suitable for the Company's business. The Board of Directors has considered that the three directors who are qualified as directors of the Company and/or independent directors are able to express their opinions independently and in accordance with the relevant criteria.

In addition, the Company has provided an opportunity for shareholders to propose agendas and nominate individuals to be considered for election as directors between October 1, 2025 and December 31, 2025, and **no shareholders** have proposed any individuals to be considered for election as director

Board of Directors' Opinions It is deemed appropriate to propose to the shareholders' meeting to elect 3 directors who are due to retire by rotation, who have knowledge, capability and business experience, and take into account the diversity of the board structure (Board Skill Matrix), to return to the position of the Company's directors for another term. The Board (excluding directors with vested interests and directors whose terms have expired) has carefully considered and thoroughly approved the proposal of the Nomination and Remuneration Committee that the nominated directors have passed the consideration process set by the Company and have the qualifications in accordance with the relevant rules and are suitable for the Company's business.

Voting The law stipulates that this agenda must be approved by a majority vote of all the votes of shareholders present at the meeting and casting votes.

Agenda 7: Consideration of approval of the remuneration of the Board of Directors and subcommittees for the year 2026

Objectives and reasons The Nomination and Remuneration Committee considered the remuneration of the Board of Directors and Subcommittees for 2026 at the 2/2026 meeting on 23 February 2026. The criteria for consideration of remuneration payment and the components of remuneration for the Board of Directors, including the steps for considering remuneration for directors, are as follows:

Criteria for consideration: 1. Consideration of the duties, responsibilities and performance of the Board of Directors and Subcommittees
2. Type and size of business, market, competitors, whereby such remuneration must be at a level appropriate and sufficient to attract and retain quality directors.

Remuneration components 1. Monthly remuneration

2. Meeting remuneration

With a process for considering and comparing remuneration in the same industry group and income group at the same level, which the Thai Institute of Directors Association (Thai-IOD) has surveyed for consideration, in which the Board of Directors' meeting presented the remuneration of the Board of Directors and subcommittees for the year 2026, with details of the monetary remuneration of the Chairman of the Board and the Company's directors and subcommittees for the year 2026, equal to the previous year, as follows:

Directors' remuneration

Compensation components Board of Directors	2026 (Proposed year)	2025
Monthly Compensation	<u>Baht/month</u>	<u>Baht/month</u>
- Chairman of the Board	88,000	88,000
- Committee	38,500	38,500
Special interests or other benefits	No committee member has any special interest or other benefits that differ from the other committee members.	

Subcommittee remuneration

Compensation components Subcommittees	2025 (Proposed year)	2024
Meeting Allowance	<u>Baht/Meeting</u>	<u>Baht/Meeting</u>
- Chairman of the Audit Committee	50,000	50,000
- Audit Committee	30,000	30,000
- Chairman of the Nomination and Remuneration Committee	20,000	20,000
- Nomination and Remuneration Committee	10,000	10,000
- Chairman of the Risk Management Committee	20,000	20,000
- Risk Management Committee	10,000	10,000
Special interests or other benefits	No committee member has any special interest or other benefits that differ from the other committee members.	

Board of Directors' Opinions Board of Directors has considered the opinion of the Nomination and Remuneration Committee and sees fit to propose to the shareholders' meeting to approve the determination of the remuneration of the Board of Directors and subcommittees for the year 2025.

Voting The law stipulates that this agenda must be approved by a vote of not less than two-thirds of the total number of votes of shareholders present at the meeting.

Agenda 8: Consider appointing an auditor approved by the Securities and Exchange Commission and determine the auditor's remuneration for the accounting period ending on December 31, 2026.

Objectives and reasons In compliance with the Public Limited Companies Act B.E. 2535 (including amendments) and the regulations of the Securities and Exchange Commission on changes in auditors, which stipulate that the general meeting of shareholders appoints the auditor and determines the audit fee of the Company every year, and the Audit Committee has considered and deemed it appropriate to appoint Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the auditor of the Company and its subsidiaries for the financial statements for the year 2026 because of its good work standards, expertise in auditing, and excellent performance of duties, and has also set the audit fee and the auditor's remuneration for the accounting period ending on December 31, 2026, by specifying any one of the following auditors to audit and express an opinion on the Company's financial statements.

- 1) Mr. Wee Sucharit, Certified Public Accountant No. 7103
(signed the Company's financial statements for 1 year) or
- 2) Ms. Kornthong Lueangwilai, Certified Public Accountant No. 7210
(Never signed the Company's financial statements) or
- 3) Ms. Lasita Makat, Certified Public Accountant No. 9039
(Never signed the Company's financial statements)

The auditors on the proposed list are the auditors of the Company and its subsidiaries, without any relationship or interest with the Company/subsidiaries/executives/major shareholders or any person related to such persons. Therefore, they are independent in auditing and expressing opinions on the financial statements of the Company **and its subsidiaries using the same auditing office.**

In addition, based on the recommendation of the Audit Committee, the Board of Directors considered and agreed that the shareholders' meeting should consider determining the auditor's remuneration for the year 2025 in the amount of 4,580,000. - baht, with details as follows:

Compensation of Auditors	2026 (Proposed year)	2024
Audit fees	1,130,000.-	1,610,000.-
Audit fees of subsidiaries	3,450,000.-	3,757,300. -
Other service fees (non-audit fee)	None	None
Total Amount	4,580,000.-	5,367,300.-
Number of companies	11	11

Board of Directors' Opinions It is deemed appropriate to appoint Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the auditor of the Company and its subsidiaries for the financial statements for the year 2026 by approving Mr. Wee Sucharit, CPA No. 7103 or Ms. Kornthong Luengwilai, CPA No. 7210 or Ms. Nisakorn Songmanee or Ms. Lasita Magat, CPA No. 9039 to be the auditor of the Company, with any one of the auditors to conduct the audit and express an opinion on the Company's financial statements, and approving the determination of the remuneration of the auditor of the Company and its subsidiaries for the year 2026 in the amount of 4,859,300.- baht.

Voting The law stipulates that this agenda must be approved by a majority vote of all the votes of shareholders present at the meeting and casting votes.

Agenda 9: Consideration of approval to reduce the registered capital by cutting unissued ordinary shares and the Company's memorandum of association, Section 4, to be consistent with the reduction of the registered capital by cutting unissued ordinary.

Objectives and reasons To comply with the law, the Company must reduce its registered capital by cancelling unissued ordinary shares before increasing its capital by

any other amount, and the Company must amend Section 4 of its memorandum of association to reflect the reduction of its registered capital by cancelling unissued ordinary shares.

Board of Directors' Opinions It is deemed appropriate to propose to the shareholders' meeting to approve the reduction of the Company's registered capital from THB 1,386,913,766 to THB 1,066,856,744 by canceling 320,057,022 unissued ordinary shares with a par value of THB 1 per share, which are the issuance and offering of 320,057,022 unallocated ordinary shares under a general mandate, with a par value of THB 1 per share. It is also deemed appropriate to propose to the shareholders' meeting to approve the amendment to the Company's memorandum of association, Section 4, to be in line with the reduction of registered capital by canceling unissued ordinary shares, as follows:

“Section 4.	Registered capital of	1,066,856,744	Baht	(One billion sixty-six million eight hundred fifty-six thousand seven hundred forty-four baht)
	Divided into	1,066,856,744	Shares	(One billion sixty-six million eight hundred fifty-six thousand seven hundred forty-four shares)
	Par value of	1	Baht	(One share)
	<u>Divided into</u>			
	Ordinary shares	1,066,856,744	Shares	(One billion sixty-six million eight hundred fifty-six thousand seven hundred forty-four shares)
	Preferred shares	-	Shares	(- Share

Voting

The law stipulates that this agenda must be approved by a vote of not less than three-quarters of the total number of votes of shareholders present at the meeting and entitled to vote.

Agenda 10: Consideration of approval to increase the registered capital of the Company and amendment to the Company's memorandum of association, Section 4, to be consistent with the increase in registered capital.

Objectives and reasons As the Company intend to raise funds to be used as working capital for the Company's operations and future business expansion by increasing capital under a general mandate, the Company intends to increase its registered capital from 1,066,856,744 baht to 1,386,913,766 baht by issuing 320,057,022 new ordinary shares with a par value of 1 baht per share for the issuance and offering of additional ordinary shares under a general mandate. In order to comply with the law, the Company has to amend Section 4 of the Company's Memorandum of Association to be consistent with the increase in registered capital.

Board of Directors' Opinions It is deemed appropriate to propose to the shareholders' meeting to approve the increase of the Company's registered capital from 1,066,856,744 baht to 1,386,913,766 baht by issuing 320,057,022 new ordinary shares with a par value of 1 baht per share for the purpose of issuing and offering additional ordinary shares under a general mandate. The said capital increase is appropriate and will not affect the Company or the rights and benefits of the shareholders. Therefore, it is deemed appropriate to increase the Company's registered capital, with details as shown in the capital increase report form (F53-4). It is also deemed appropriate to propose to the shareholders' meeting to approve the amendment to the Company's memorandum of association, Section 4, to be consistent with the increase in registered capital, as follows:

“Section 4.	Registered capital of	1,386,913,766	Baht	(One billion three hundred eighty-six million nine hundred thirteen thousand seven hundred sixty-six baht)
	Divided into	1,386,913,766	Shares	(One billion three hundred eighty-six million nine hundred thirteen thousand seven hundred sixty-six shares)
	Par value of	1	Baht	(One share)

Divided into

Ordinary shares	1,386,913,766	Shares	(One billion three hundred eighty-six million nine hundred thirteen thousand seven hundred sixty-six shares)
Preferred shares	-	Shares	(- Share)

Voting

The law stipulates that this agenda must be approved by a vote of not less than three-quarters of the total number of votes of shareholders present at the meeting and entitled to vote.

Agenda 11: Consideration of approval of allocation of additional common shares

Objectives and reasons

In compliance with the law, the Company is required to consider approving the allocation of 320,057,022 additional common shares, with a par value of 1 baht per share, for the issuance and offering of additional common shares under a general mandate.

Board of Directors' Opinions

It is deemed appropriate to propose to the shareholders' meeting to approve the allocation of the Company's additional ordinary shares under a general mandate in an amount not exceeding 320,057,022 shares, with a par value of 1 baht per share (representing not more than 30 percent of the Company's paid-up capital as of the date the board of directors resolved to increase capital under a general mandate (February 23, 2026, in which the paid-up capital is equal to 1,066,856,744 shares), with the following details:

- 1) Allocate no more than 213,371,348 shares to be offered for sale to the Company's existing shareholders in proportion to their shareholding (Right Offering) (Approximately 20 percent of the Company's paid-up capital on the date the Board of Directors resolved to increase capital by means of a general mandate).
- 2) Allocate no more than 106,685,674 shares for offering to a limited number of persons (Private Placement) (representing approximately 10 percent of the Company's paid-up capital as of the date the board of directors resolved to approve the capital increase via general mandate). However, such person must not be a related person of the Company in accordance with the

Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 regarding Related Transaction Criteria and the Notification of the Stock Exchange of Thailand regarding Disclosure of Information and Operation of Listed Companies in Related Transactions B.E. 2546 (including amendments). The offering price is set at no less than 90 percent of the market price of the Company's shares in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 regarding Permission for Listed Companies to Offer Newly Issued Shares to a Limited Number of Persons (including amendments), whereby the market price is calculated from the weighted average price of the Company's shares retrospectively for a period of not less than 7 but not more than 15 consecutive trading days prior to the offering date.

However, when the additional shares are allocated under a general mandate to existing shareholders (Right Offering) and specific persons (Private Placement), the total paid-up capital in the additional amount must not exceed 30 percent of the paid-up capital on the date the board of directors resolved to increase the capital under a general mandate, which is a total of 320,057,022 shares. For the portion allocated to specific persons (Private Placement), the additional paid-up capital must not exceed 10 percent of the paid-up capital on the date the board of directors resolved to increase the capital under a general mandate.

In addition, the Board of Directors deems it appropriate to propose to the shareholders' meeting to consider and approve the authorization of the Board of Directors and/or the Company's authorized directors and/or the Chief Executive Officer or Managing Director and/or persons assigned by the Board of Directors and/or the Company's authorized directors and/or the Chief Executive Officer or Managing Director to have the authority to take any action, including but not limited to the following matters:

(1) Specify or amend the necessary details and conditions for the allocation of additional common shares.

(2) Amend the method for allocating additional common shares and enter into various transactions related to the allocation of additional common shares, within the scope approved by the Board of Directors' Meeting and the Shareholders' Meeting.

(3) Take any action that is necessary, appropriate and relevant to or necessary for the allocation of additional common shares, including negotiating, entering into, signing and/or amending the application form and/or any documents necessary for or related to the issuance, offering or allocation of additional common shares and submitting the application form related to the allocation of additional common shares to the relevant agencies, registering the capital increase and amending the memorandum of association with the Ministry of Commerce and/or listing the additional common shares as listed securities on the Stock Exchange of Thailand and appointing financial advisors, legal advisors, advisors or other service providers and/or securities distributors (if any or if necessary).

(4) Contact, negotiate, amend, agree to sign or deliver relevant documents, instruments and/or contracts related to the allocation of additional common shares of the Company, including amendments, related information, disclosure of related information, and providing statements and reporting to the relevant agencies, and specifying the terms and conditions. Related to the allocation

(5) Coordinate with relevant government agencies and regulatory agencies, such as the Securities and Exchange Commission, the Ministry of Commerce, and the Stock Exchange of Thailand, and other persons or agencies related to the allocation of additional common shares of the Company

(6) Perform any other actions necessary for or related to the allocation of additional common shares of the Company.

The allocation of additional common shares under the General Mandate above must be completed by the date on which the Company holds its 2026 Annual General Meeting of Shareholders.

Details of the allocation of additional common shares are shown in the Capital Increase Report Form (F53-4) (Attachment 6).

Voting

The law stipulates that this agenda must be approved by a majority vote of all the votes of shareholders present at the meeting and casting votes.

Agenda 12: Consideration of approval of the issuance and offering of additional debentures of the Company

Objectives and reasons

In order to use the funds for business operations, project expansion and debt repayment (Refinancing), the Company intends to raise funds by issuing and offering additional debentures in an amount not exceeding 1,249.3 million baht.

Board of Directors' Opinions

It is deemed appropriate to propose to the shareholders' meeting to consider and approve the Company to issue and offer additional debentures in an amount not exceeding 1,249.3 million baht or in other currencies at an equivalent rate for use in business operations, project expansion, and repayment of due debts (Refinancing). By authorizing the Chief Executive Officer to determine or change the terms and conditions and details related to the issuance and offering of each type/kind of debentures at each time, including the authority to take any action necessary and related to the issuance and offering of such debentures to be completed and in accordance with the law, including the authority to appoint a debenture holder representative, distributor and underwriter, enter into and sign an Underwriting Agreement or Placement Agreement and/or other related contracts, prepare and submit applications and various documents with the Securities and Exchange Commission, relevant government agencies, and/or any other relevant persons, etc.

The Company's current remaining bond issuance and offering amount (which is the amount that has been used up) is approximately 750.7 million baht. If the 2026 Annual General Meeting of Shareholders resolves for the Company to issue and offer additional bonds of the Company within the amount not exceeding 1,249.3 million baht, the Company will have a total bond issuance and offering amount of approximately 2,000 million baht.

Details of the bonds to be issued and offered are as shown in Attachment 5.

Voting

The law stipulates that this agenda must be approved by a vote of not less than three-quarters of the total number of votes of shareholders present at the meeting and entitled to vote.

Agenda13: Consider other matters (if any)

This agenda is set for shareholders to ask questions and for the committees to clarify any questions or doubts. Therefore, no other matters will be proposed for consideration and approval by the meeting, and no voting will be made on this agenda.

We would like to invite shareholders to attend the meeting on the date, time and method specified in the invitation letter.

In addition, shareholders can appoint a person as their proxy by filling in the meeting notification form and the proxy form, Form B (attached to 9), and submit all original documents to the Company by April 21, 2026.

If any shareholder is unable to attend the meeting in person, they can choose to appoint an independent director of the Company to attend the meeting and vote on their behalf.

- | | |
|----------------------------------|--------------------------------------------------------|
| 1. Mr. Praveswut Raiva | Independent Director / Chairman of the Audit Committee |
| 2. MR.WITIT RATCHATATANUN | Independent Director / Audit Committee |
| 3. MR. PINIT PUAPAN | Independent Director / Audit Committee |

(Information on independent directors whom shareholders can grant proxies to attend the meeting and vote are shown in Attachment 8) and send all original documents to the Company by April 21, 2025.

In order to ensure that the number of shares and shareholders meet the quorum in accordance with the Public Limited Companies Act B.E. 2535 (including amendments) and the Company's regulations, the annual general meeting must have at least 25 shareholders and proxies (if any) attending the meeting, or at least half of the total number of shareholders, with a combined shareholding of no less than one-third of the total number of shares sold in the Company to constitute a quorum.

Shareholders can view the meeting invitation letter and supporting documents on the company's website (www.charnissara.com) from 22 April 2026 and can send questions that require the company to clarify the issues of each agenda presented this time or other information of the company in advance via E-mail address: narakorn@charnissara.com

Furthermore, the Company has set the names of those eligible to attend the 2026 Annual General Meeting of Shareholders (Record Date) on 11 March 2026.

Best regards,
Charn Issara Development Public Company Limited
By the resolution of the board meeting

-Srivara Issara-
(Mrs. Srivara Issara)
Chairman

Note: If shareholders wish to receive the annual information form / annual report (56-1 One Report) of the company, please fill in the details in “Request the annual information form / annual report (56-1 One Report)” according to Enclosure 12.

Carbon Copy: Public Company Limited Registrar Ministry of Commerce
The Registrar of Thailand Securities Depository Co., Ltd.

Personal Data Protection Announcement

The company is aware of the importance of personal information and compliance with laws on personal information protection. Therefore, we would like to inform you of the purposes and details regarding the collection, use, and disclosure of personal data in the personal data protection policy which is published at <https://www.charnissara.com/PrivacyPolicy.php>



-Translation only-

Charn Issara Development Public Company Limited
Minutes of the 2025 Annual General Meeting of Shareholders

24 April 2025 at 2:00 p.m.

At the meeting room, 21st floor, Charn Issara Tower 2 Building
New Petchaburi Road, Bang Kapi Subdistrict, Huai Khwang District, Bangkok

The Company Secretary (“Lt. Col. Narakorn Boonbamrung”) welcomed the shareholders and informed the meeting that there were 20 shareholders attending the meeting in person, totaling 406,140,050 shares, and 13 shareholders by proxy, totaling 376,313,564 shares. In total, there were 33 shareholders attending the meeting in person and by proxy, totaling 782,453,614 shares, or 73.3420 percent of the total issued shares of the Company, which constituted a quorum in accordance with the Company’s regulations. The Company Secretary introduced the Company’s directors, executives, auditors, and legal advisors attending the meeting.

Mrs. Srivara Issara, the Chairman of the Meeting (“Chairman”), opened the meeting and thanked the shareholders for attending the Company’s 2025 Annual General Meeting of Shareholders. She assigned the Company Secretary to explain the meeting procedures and conduct the meeting according to the agenda.

The Company Secretary explained the meeting procedures, concluding that in voting, 1 common share is equal to 1 vote. For voting on every agenda, shareholders who agree do not need to mark any item on the ballot. Shareholders who disagree or abstain from voting must confirm their intention by marking [✓] on the ballot in the desired box, sign their names on the ballot, raise their hands, and submit it to the Company’s officers for counting. However, for proxies whose proxy holders have already specified their votes in the proxy form, the Company has recorded the votes as specified in the proxy form from the time the proxy holders register to attend the meeting.

For counting the votes, the Company will deduct the votes of disapproval and abstention from the total number of votes, and the remaining votes will be considered as votes of approval. The details of the vote counting results for each agenda will be announced after the end of the next agenda to ensure that the meeting can proceed continuously.

In addition, for transparency in the vote counting, a representative from Siam Premier International Law Firm Co., Ltd. was invited to inspect the vote counting and invited shareholders to witness the vote counting together with the legal advisor. No shareholders expressed their intention to witness the vote counting this time.

The board of directors, executives, auditors, legal advisors who attended the meeting were as follows:

The board of directors and senior executives who attended the meeting:-

- | | | |
|----|-------------------------------|----------------------------------------------------------------------------------------------------------------|
| 1. | Mrs. Srivara Issara | Chairman of the Board |
| 2. | Mr. Songkran Issara | Chief Executive Officer
Chairman of the Risk Management Committee and Director |
| 3. | Mr. Phisud Dejakaisaya | Chairman of the Audit Committee
Member of the Nomination and Remuneration Committee
Independent Director |
| 4. | Mr. Pravesvudhi Raiva | Chairman of the Nomination and Remuneration Committee
Independent Director |
| 5. | Mr. Pinit Puapan | Audit Committee Member / Risk Management Committee
Independent Director |
| 6. | Mrs. Teeraporn Srijaroenwong, | Managing Director / Risk Management Committee
Director |
| 7. | Mr. Witit Ratchatatanun, | Audit Committee Member / Member of the Nomination and
Remuneration Committee / Independent Director |
| 8. | Mr. Ditawat Issara | Director |

Directors attending the meeting via electronic media

- | | | |
|----|---------------------|----------|
| 1. | Mr. Vorasit issara, | Director |
|----|---------------------|----------|

(There are 9 company directors in total. All of them attended the meeting, total of 100 percent.)

Executives attending the meeting

- | | | |
|----|-----------------------------|----------------------------------------------------------|
| 1. | Ms. Pranee Worrachokpeerat, | Assistant Managing Director
of Accounting and Finance |
|----|-----------------------------|----------------------------------------------------------|

Auditors attending the meeting via electronic media

- | | | |
|----|---------------------------|-------------------------------------------------|
| 1. | Mr. Wallop Vilaivaravit, | Deloitte Touche Tohmatsu Jaiyot Audit Co., Ltd. |
| 2. | Mr. Wee Sucharit | Deloitte Touche Tohmatsu Jaiyot Audit Co., Ltd. |
| 2. | Ms. Sathorn Saiklomklieo, | Deloitte Touche Tohmatsu Jaiyot Audit Co., Ltd. |

Legal advisor who is responsible for overseeing shareholder meetings in accordance with the law and the Company's regulations and vote counting inspector:

1. Ms. Duangpanomporn Chupikulchai, Siam Premier International Law Company Limited.
2. Ms. Suwida Henwongprasert, Siam Premier International Law Company Limited.

The Chairman assigned the Company Secretary to conduct the meeting according to the following agenda:

Agenda 1: Matters that the Chairman will inform the meeting (if any).

The chairman gave a summary statement to the meeting, as everyone already knows, last year the company's performance was still at a loss for the same reasons, which probably doesn't need to be explained. And this year, nothing has improved. The market truly belongs to the buyers. Buyers can negotiate to get good products at low prices, but it is still difficult to find buyers because purchasing power has really declined. Those who have money think it is better to hold on to cash. The number of properties transfers nationwide in 2024 was only 320,000 units, down 15 percent, the lowest in the past 8 years.

The company's revenue last year was 2.94 billion baht, an increased for 900 million from 2023, mainly from real estate sales of 1.7 billion baht from the Sasara Hua Hin, The Issara Sathorn and Baan Issara Bangna projects. Revenue from hotels was 924 million baht, down slightly. Other income decreased by about 200 million baht, related to the lease agreement of Sri Panwa Management Co., Ltd. (SPM) which exempted rent in 2023. Expenses increased by almost 700 million baht, which was a variable in line with increased real estate sales.

In 2024, the company lost 289 million baht, compared to 306 million baht in 2023, mostly from the hotel business of 221 million baht, especially in Cha-am, Hua Hin, namely the Baba Beach Club-Cha-am Hotel. And Baba Beach Club Hotel - Na Tai, which is very sluggish. As for Sri Panwa Hotel, Phuket, the business operation is stable and similar to previous years. The main reason for the loss is definitely because of the payment of rent to SRIPANWA REIT at a fixed rate or Fixed Rate according to the lease agreement. While there is a problem with COVID-19, which is a global situation, the rent must be paid very high compared to the performance and negotiation is difficult. It must be done until the contract expires, which will end within 2 and 3 years. However, we will still try to negotiate. As for real estate, there was a loss of 68 million baht. Last year, we were able to issue debentures as targeted, just like this year, which just issued 720 million baht in debentures in March 2025. During the time when the bond market was sluggish because there were events that made investors uncertain, coupled with the unstable situation in the world, many people thought that holding cash was the safest. The company would like to thank investors for still trusting the company's bonds. In this regard, we can assure you that all investments are invested in the company's assets, which may be sold or not, depending on various factors. However, the assets are good assets that will generate income for the company. When the time is right, what we will have to try harder is to try to accelerate the sale of real estate, even though the profit

margin will have to decrease according to the current market conditions and what we will see in the future. Fortunately, there are now completed products ready for sale and transfer. We just have to try to sell them. The only high-rise building is The Issara Sathorn. From the recent earthquake that made people afraid of living in high-rise buildings, The Issara Sathorn project was found to have almost no damage, except for a few small cracks on the plastered walls that were not structural walls. In fact, before the company started building high-rise buildings, it was very concerned whether it would be suitable for the soil layer of the country called Bangkok Clay or not, and how dangerous it would be if an earthquake occurred. Assoc. Prof. Dr. Karun Chandransu from KCS & Associates Co., Ltd. (KCS), an expert in structural engineering who I trust the most, explained to me about designing a strong structure that is both strong and highly stable, and flexible to withstand vibrations. It must be designed according to strict earthquake resistance standards. He said that it is much safer when compared to general buildings that do not have strict rules in these matters. The company's other ongoing projects are mostly horizontal, which require careful construction planning so that the company does not face liquidity problems.

In addition to The Issara Sathorn, which is ready to sell and transfer, there are 10 more Issara Bangna houses, priced from 50 million baht to 100 million baht, and the remaining SASARA projects are ready to transfer, worth 500 million baht, with large lots of products, namely Baba Beach Natai Hotel worth 525 million baht, and Habita Seaview-Huahin, worth 1,000 million baht, Sri Panwa Hotel, Phuket, and YAYA, worth 1,000 million baht, which is ready to sell and transfer, and there are currently interested parties who are negotiating.

- In the construction phase, there is the SASA Hua Hin project, which is a 7-storey building with 2 buildings that are about to move forward.
- Issara Bangna housing project, which still needs to be built with 10 more houses, which will have Dulwich College, an international school, built nearby.
- The last plot of land in the Sri Panwa project, where 4 houses worth over 200 million. Currently, there are 3 customers who have placed reservations and construction has begun.
- Land at Krungthep Kreetha, 40-3-48 rai, Made into 2 projects with a total value of 5,000 million baht.
- In 2024, the company registered Issara Nopparat Company to develop the Sri Panwa Lagoon project on approximately 60 rai of land in Phuket, making it land with very high potential. The price of land in that area has doubled after the purchase and sale contract was made.
- This year, we sold condominiums worth 177 million baht to Issara REIT. The company sold shares of International Resource Development Company Limited (IRD) and received 295 million baht. Both of these transactions were sales. That helps the company have better liquidity.

In terms of the company's CSR, in the past year, the company has continuously implemented ESG (Environmental - Social - Governance) projects that the company has continuously implemented, such as:

- Collaboration with Better World Green Company to collect donations of used clothing to generate electricity. Last year, 3,800 kilograms of used clothing was collected, reducing greenhouse gas emissions by 101.4 kilocarbon dioxide (101.4 KCo₂).
- Donation of used plastic bottles to Ckak Daeng temple to make monk robes.
- Blood donation activities that are held every 3 months. Last year, 704 people donated blood, with a blood volume of 221,600 cc.
- Tuesday Dharma activities for the company's employees.
- Donation of towels, dried food, and rice cookers for flood victims in Mae Sai District, Chiang Rai Province.
- Donation of old calendars to the Foundation for the Blind in Thailand to be used as teaching materials.

The company has been certified as a member of the Private Sector Anti-Corruption Coalition by Thai-CAC and the company has a policy for filing complaints about corruption. In the past year, there were no complaints.

Agenda 2: Consideration of approval of the report of the 2024 Annual General Meeting of Shareholders, held on April 25, 2024

The Company Secretary informed the meeting that the Company had submitted the report of the 2024 Annual General Meeting of Shareholders, held on April 25, 2024, within 14 days from the date of the meeting and had submitted it to the Stock Exchange of Thailand and the Ministry of Commerce within the period specified by law, and had published it on the Company's website, as well as delivered it to all shareholders together with the meeting invitation letter. He asked shareholders if there were any amendments, to inform the meeting.

The Chairman gave the meeting an opportunity to ask questions. No shareholders expressed their opinions or asked any questions on this agenda. The Chairman therefore asked the meeting to consider approving the report of the 2024 Annual General Meeting of Shareholders, held on April 25, 2024, as detailed above.

On this agenda, there were shareholders attending the meeting and casting votes totaling 782,453,614 shares.

Meeting Resolution

The meeting unanimously approved the minutes of the 2024 Annual General Meeting of Shareholders, held on 25 April 2024, with the following details:

Agree	782,453,614	Votes Equivalent to	100.0000
Disagree	0	Vote Equivalent to	0.0000
Abstain	0	Vote Equivalent to	-
Voided ballots	0	Vote Equivalent to	0.0000
(Percentage of total votes of shareholders attending the meeting and casting votes)			
No voting rights	-	Vote	

Agenda 3: Consideration of acknowledgement of the annual information list form / annual report (56-1 E-One Report) and the Board of Directors' report on the operating results for the year 2024

The Company Secretary informed that the Company has sent the Annual Information Form / Annual Report (56-1 E-One Report) and the Board of Directors' Report on the Performance of the Year 2024 to shareholders together with the meeting invitation letter, which was sent in QR Code format. Shareholders who want it in a printed form can contact to request it. The Annual Report contains the summary of details as stated by the Chairman. Therefore, the meeting is requested to acknowledge it. The Chairman therefore requested the meeting to accept the Annual Information Form / Annual Report (56-1 E-One Report) and the Board of Directors' Report on the Performance of the Year 2024.

Meeting Resolution

Acknowledged the annual information list form / annual report (56-1 E-One Report) and the board of directors' report on operating results for the year 2024.

Agenda 4: Consider approving the statement of financial position and statement of comprehensive income for the year 2024 for the accounting period ending 31 December 2024, which has been audited by the auditor with the auditor's report.

The Chairman asked Ms. Pranee Worrachokpeerat, Assistant Managing Director of Accounting and Finance, to clarify details about the statement of financial position and statement of comprehensive income which has been audited by the auditor for the year 2024 for the accounting period ending on 31 December 2024, to be informed to the meeting.

Ms. Pranee Worrachokpeerat informed the meeting that in order to comply with the law, the company must prepare a statement of financial position and statement of comprehensive income for the year ending in the company's accounting period and arrange for an audit from an auditor before presenting it to the shareholder meeting for approval. The Board of Directors therefore deems it appropriate to propose to the shareholder meeting to approve the Company's statement of financial position and statement of comprehensive income. For the accounting period ending on 31 December 2024, which has been audited by the company's auditor and has been considered, and approved by the Audit Committee. The details are as follows:

Statement of financial position and comprehensive income statement for the year 2024, summarized as follows:

Financial status	2024	2023
Total assets (million baht)	10,849	12,820
Total liabilities (million baht)	8,600	10,204
Shareholders' equity (million baht)	2,249	2,616
Performance		
Revenue from sales and services (million baht)	2,780	1,887
Total income (million baht)	2,943	2,249
Profit (loss) for the year	(289)	(306)
Net profit (loss) (attributable to the parent company)	(264)	(221)
Profit (loss) per share (baht/share)	(0.247)	(0.207)

The Chairman gave the meeting an opportunity to ask questions. No shareholders expressed their opinions or inquire about this agenda. The Chairman then asked the meeting to consider approving the statement of financial position and statement of comprehensive income which has been audited by the auditor for the year 2024 for the accounting period ending 31 December 2024 as per the details mentioned above.

In this agenda, there were shareholders attending the meeting and voting in total of 782,453,614 shares.

Meeting Resolution The meeting resolved to approve the statement of financial position and statement of comprehensive income which passed the audit by the auditor for the year 2024 for the accounting period ending on 31 December 2024 as proposed with a majority vote. The details are as follows:

Agree	total	782,453,614	Votes	Percentage	100.0000
Disagree	total	0	Vote	Percentage	0.0000
Abstain from voting	total	0	Vote	-	
Invalid card	total	None			
of the total number of votes of shareholders who attended the meeting and cast their votes.					
No voting rights	total		-	Vote	

Agenda 5: Consider approving the omission of dividend payment and refraining from allocating profits to reserve funds for the operating results for the year 2024

The Chairman asked Ms. Pranee Worrachokpeerat, Assistant Managing Director of Accounting and Finance, to explain the details of the profit allocation and payment of dividends in cash and ordinary shares of the Company for the operating results of 2024 to the meeting.

Ms. Pranee Worrachokpeerat informed the meeting that the Company has a dividend payment policy at a rate not exceeding 40 percent of net profit after deducting corporate income tax each year. The dividend payment shall take into consideration the following factors, such as the Company's operating results and financial position, the Company's liquidity, business expansion, and other factors related to the Company's management.

In 2024, since the Company needs working capital, it is proposed to approve the suspension of the payment of dividends for 2024. Since the Company had a net loss for the year of 115 million baht for the financial statements of the specific business in 2024, the Company is not required to allocate profits as reserves according to the law.

The Chairman gave the meeting an opportunity to ask questions. No shareholders expressed their opinions or asked any further questions on this agenda item. The Chairman then asked the meeting to consider approving the suspension of the dividend payment and the allocation of profits as reserves. For the operating results for the year 2024 as detailed above.

In this agenda, there were shareholders attending the meeting and casting votes totaling 782,453,614 shares.

Meeting resolution The meeting resolved to approve the suspension of dividend payment and the suspension of profit allocation as reserves for the 2024 operating results as proposed by unanimous votes, with details as follows:

Agree	total	782,453,614	Votes	Percentage	100.0000
Disagree	total	0	Vote	Percentage	0.0000
Abstain from voting	total	0	Vote	-	
Invalid card	total	None			
of the total number of votes of shareholders who attended the meeting and cast their votes.					
No voting rights	total		-	Vote	

Agenda 6: Consider electing directors to replace directors who are due to retire from office at the end of their term.

The Chairman assigned the Company Secretary to propose to the meeting that since the Nomination and Remuneration Committee has considered the qualifications of the directors through a careful and thorough screening process, all three directors will have to resign from their positions according to the agenda at the 2025 Annual General Meeting of Shareholders. It is considered that all three persons have the knowledge, ability, experience and expertise that are beneficial to the Company's operations. Therefore, it is proposed that the shareholders' meeting consider reappointing all three directors to return to their positions as directors for another term. The directors who will resign this year are:

1. Mr. Phisud Dejakaisaya Independent Director / Chairman of the Audit Committee
/ Nomination and Remuneration Committee
2. Mr. Witit Ratchatatanun Independent Director / Audit Committee
/ Nomination and Remuneration Committee
3. Mr. Pinit Puapan Independent Director / Audit Committee
/ Risk Management Committee

The Chairman gave the meeting an opportunity to ask questions. No shareholders expressed their opinions or raised any further questions on this agenda. The Chairman then asked the meeting to consider and approve the election of directors to assume positions whose terms have expired, as detailed above.

In this agenda, there were shareholders attending the meeting and casting votes totaling 782,453,614 shares.

Meeting resolution The meeting resolved to approve the appointment of directors who will retire by rotation return to the position of director for another term, totaling 3 persons with a majority vote. The details are as follows:

1. Mr. Phisud Dejakaisaya Independent Director / Chairman of the Audit Committee
/ Nomination and Remuneration Committee

Agree	total	782,452,872	Votes	Percentage	99.9999
Disagree	total	742	Vote	Percentage	0.0001
Abstain from voting	total	0	Vote	-	
Invalid card	total	None			

of the total number of votes of shareholders who attended the meeting and cast their votes.

No voting rights	total		-	Vote	
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2. Mr. Witit Ratchatatanun Independent Director / Audit Committee
/ Nomination and Remuneration Committee

Agree	total	782,452,872	Votes	Percentage	99.9999
Disagree	total	742	Vote	Percentage	0.0001
Abstain from voting	total	0	Vote	-	
Invalid card	total	None			

of the total number of votes of shareholders who attended the meeting and cast their votes.

No voting rights	total		-	Vote	
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3. Mr. Pinit Puapan Independent Director / Audit Committee
/ Risk Management Committee

Agree	total	782,452,872	Votes	Percentage	99.9999
Disagree	total	742	Vote	Percentage	0.0001
Abstain from voting	total	0	Vote	-	
Invalid card	total	None			

of the total number of votes of shareholders who attended the meeting and cast their votes.

No voting rights	total		-	Vote	
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Agenda 7: Consider and approve the determination of remuneration for the board of directors and sub-committees for the year 2025.

The Chairman assigned Company secretary explained to the meeting that Nomination and Remuneration Committee considered the remuneration of the Board of Directors and sub-committees for the year 2025 by carefully screening for appropriateness and having criteria for considering remuneration and components of remuneration for directors as follows:

Criteria for consideration: 1. Consider duties and responsibilities. and the work of the Board of Directors and sub-committees.
2. Type and size of business, market, competitors, and such remuneration must be at a level that appropriate enough and incentives to retain quality directors

Compensation components 1. Monthly compensation
2. Compensation per meeting

By comparing remuneration in the same industry group, same income groups at the same level of the Thai Institute of Directors Association that have been surveyed for the latest information as well. The remuneration of the company's directors is still within the average of the same industry group. The details of the compensation for the Chairman and Directors for the year 2025 remain the same as last year as follows:

- The remuneration of the Chairman of the Board of Directors is 88,000 baht per month.
- The remuneration of other directors, including the audit committee, is 38,500 baht per person per month.
- Meeting allowances for sub-committees:
 - Chairman of the Audit Committee 50,000 baht per meeting
 - Audit committee members: 30,000 baht per person per meeting
 - Chairman of the Nomination and Compensation Committee, 20,000 baht per meeting
 - Nomination and compensation committee members, 10,000 baht per person per meeting
 - Chairman of the Risk Management Committee 20,000 baht per meeting
 - Risk Management Committee members, 10,000 baht per person per meeting (except executive directors' company)

There is no committee member having a vested interest or any other benefit that is different from other committees. The Chairman gave the meeting an opportunity to ask questions. No shareholders expressed their opinions or ask additional questions on this agenda. The Chairman then asked the meeting to consider and approve the determination of remuneration for the Board of Directors and sub-committees for the year 2025 according to the details mentioned above.

In this agenda, there were shareholders attending the meeting and voting in total of 782,453,614 shares.

Meeting Resolution The meeting resolved to approve the determination of remuneration for the Board of Directors / Audit Committee / Nomination and Compensation Committee / Risk Management Committee for the year 2025 with a unanimous vote. The details are as follows:

Agree	total	782,453,614	Votes	Percentage	100.0000
Disagree	total	0	Vote	Percentage	0.0000
Abstain from voting	total	0	Vote	-	
Invalid card	total	None			
of the total number of votes of shareholders who attended the meeting and cast their votes.					
No voting rights	total		-	Vote	

Agenda 8: Consider appointing an auditor who has been approved by the Securities and Exchange Commission and determine the auditor's remuneration for the accounting period ending 31 December 2025

The Chairman assigned Company secretary explained to the meeting that to comply with the Public Limited Companies Act B.E. 2535 and the requirements of the SEC regarding the change of auditors. Every 5-year accounting period, which requires the general meeting of shareholders to appoint auditors and determine the company's audit fees every year and by selection by the audit committee. We have considered and deemed it appropriate to appoint Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the company's auditor and subsidiaries for the financial statements for the year 2025, by designating Mr. Wee Sucharit (Certified Public Accountant No. 7103) or Ms. Kornthong Lueangwilai (Certified Public Accountant No. 7210) or or Ms. Lasita Makat (Certified Public Accountant No. 9039). This proposed list has no relationship or interest with the company/subsidiaries/executives/major shareholders or those related to such persons in any way. Therefore, they are independent in auditing and expressing opinions on the company's financial statements.

In addition, the Audit Committee has deemed appropriate for the shareholder meeting to consider setting the audit fee for the 2025 financial statements of the Company in the amount of 1,610,000 baht and the 11 subsidiaries in the amount of 3,757,300 baht, totaling 5,367,300 baht.

The Chairman gave the meeting an opportunity to ask questions. No shareholders expressed their opinions or additional questions on this agenda. The Chairman asked the meeting to consider appointing an auditor and determine the auditor's remuneration.

In this agenda, there were shareholders attending the meeting and voting in total of 782,453,614 shares.

Meeting Resolution The meeting resolved to appoint Mr. Wee Sucharit (Certified Public Accountant No. 7103) or Ms. Kornthong Lueangwilai (Certified Public Accountant No. 7210) or Ms. Lasita Makat (Certified Public Accountant No. 9039) from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the auditor of the Company and its subsidiaries for the fiscal year ending on December 31, 2025, with any one of the auditors to conduct the audit and express an opinion on the financial statements of the Company and its subsidiaries, and to set the audit fee for the financial statements of the Company for 2025 at the amount of 1,610,000 baht and for the 11 subsidiaries at the amount of 3,757,300 baht, totaling 5,367,300 baht, in accordance with all proposed details, with unanimous votes as follows:

Agree	total	782,453,614	Votes	Percentage	100.0000
Disagree	total	0	Vote	Percentage	0.0000
Abstain from voting	total	0	Vote	-	
Invalid card	total	None			
of the total number of votes of shareholders who attended the meeting and cast their votes.					
No voting rights	total		-	Vote	

Agenda 9: Consider approving the reduction of registered capital by eliminating common shares that have not yet been sold and amend the Company's memorandum of association, Section 4, to be in line with the reduction of registered capital by eliminating common shares that have not yet been sold.

The Chairman asked the Company Secretary to explain the details of the reduction of the registered capital by cancelling unsold ordinary shares to the meeting.

The Company Secretary explained to the meeting that under the Public Limited Companies Act B.E. 2535 (and its amendments), the Company must reduce its registered capital by cancelling unsold ordinary shares before increasing its capital to any other amount. Therefore, the Board of Directors deems it appropriate to propose to the shareholders' meeting to approve the reduction of the Company's registered capital from 1,653,223,590 THB to 1,066,856,744 THB by canceling 586,366,846 unsold ordinary shares with a par value of 1 THB per share, which are (1) ordinary shares reserved to support the exercise of the rights of the holders of the Company's second warrant (CI-W2) in the amount of 266,388,087 shares with a par value of 1 THB per share, with the last exercise date set for May 31, 2024, and (2) the issuance and offering of 319,978,759 unallocated ordinary shares under a general mandate, with a par value of 1 THB per share. The said capital reduction is appropriate and will not affect the Company or the rights and benefits of the shareholders. Therefore, it is deemed appropriate to reduce the Company's registered capital and it is deemed appropriate to propose to the

shareholders' meeting to approve the amendment to the Company's memorandum of association, Section 4, to be consistent with the reduction of registered capital by eliminating unsold ordinary shares, as follows:

“Section 4.	Registered capital of	1,066,856,744	Baht	(One billion sixty-six million eight hundred fifty-six thousand seven hundred forty-four baht)
	Divided into	1,066,856,744	Shares	(One billion sixty-six million eight hundred fifty-six thousand seven hundred forty-four shares)
	Par value of	1	Baht	(One share)
	<u>Divided into</u>			
	Ordinary shares	1,066,856,744	Shares	(One billion sixty-six million eight hundred fifty-six thousand seven hundred forty-four shares)
	Preferred shares	-	Shares	(- Share)

The Chairman gave the meeting an opportunity to ask questions. No shareholders expressed opinions or asked questions. The Chairman asked the meeting to consider approving the reduction of registered capital by eliminating unsold common shares and amending the Company's memorandum of association, Section 4, to be consistent with the reduction of registered capital by eliminating Common shares that have not yet been sold According to the details mentioned above.

In this agenda, there were shareholders attending the meeting and having the right to vote, totaling 782,453,614 shares.

Meeting resolution The meeting resolved to approve the reduction of registered capital by eliminating common shares that have not yet been sold in accordance with and amend the Company's memorandum of association, Section 4, to be in line with the reduction of registered capital by eliminating common shares that have not yet been offered for sale. With a unanimous vote. The details are as follows:

Agree	total	782,453,614	Votes	Percentage	100.0000
Disagree	total	0	Vote	Percentage	0.0000
Abstain from voting	total	0	Vote	-	
Invalid card	total	None			

of the total number of votes of shareholders who attended the meeting and cast their votes.

No voting rights	total		-	Vote	
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Agenda 10: Consideration of approval to increase the Company's registered capital and amendment to the Company's memorandum of association, Section 4, to be consistent with the increase in registered capital.

The Chairman asked the Company Secretary to explain the details of the Company's registered capital increase to the meeting. The Company Secretary explained to the meeting that as the Company intends to raise funds to be used as working capital for its business operations and future business expansion, the Company intends to increase its registered capital from 1,066,856,744 baht to 1,386,913,766 baht by issuing 320,057,022 new ordinary shares with a par value of 1 baht per share for the purpose of issuing and offering additional ordinary shares under a general mandate. In order to comply with the law, the Company therefore needs to amend Section 4 of the Company's memorandum of association to be consistent with the increase in registered capital as follows:

“Section 4.	Registered capital	1,386,913,766	Baht	(One billion three hundred eighty-six million nine hundred thirteen thousand seven hundred sixty-six baht)
	of			
	Divided into	1,386,913,766	Shares	(One billion three hundred eighty-six million nine hundred thirteen thousand seven hundred sixty-six shares)
	Par value of	1	Baht	(One share)
	Divided into			
	Ordinary shares	1,386,913,766	Shares	(One billion three hundred eighty-six million nine

Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 regarding Related Transaction Criteria and the Notification of the Stock Exchange of Thailand regarding Disclosure of Information and Operation of Listed Companies in Related Transactions B.E. 2546 (including amendments). The offering price is set at no less than 90 percent of the market price of the Company's shares in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 regarding Permission for Listed Companies to Offer Newly Issued Shares to a Limited Number of Persons (including amendments), whereby the market price is calculated from the weighted average price of the Company's shares retrospectively for a period of not less than 7 but not more than 15 consecutive trading days prior to the offering date.

However, when the additional shares are allocated under a general mandate to existing shareholders (Right Offering) and specific persons (Private Placement), the total paid-up capital in the additional amount must not exceed 30 percent of the paid-up capital on the date the board of directors resolved to increase the capital under a general mandate, which is a total of 320,057,022 shares. For the portion allocated to specific persons (Private Placement), the additional paid-up capital must not exceed 10 percent of the paid-up capital on the date the board of directors resolved to increase the capital under a general mandate.

In addition, the Board of Directors deems it appropriate to propose to the shareholders' meeting to consider and approve the authorization of the Board of Directors and/or the Company's authorized directors and/or the Chief Executive Officer or Managing Director and/or persons assigned by the Board of Directors and/or the Company's authorized directors and/or the Chief Executive Officer or Managing Director to have the authority to take any action, including but not limited to the following matters:

- (1) Specify or amend the necessary details and conditions for the allocation of additional common shares.
- (2) Amend the method for allocating additional common shares and enter into various transactions related to the allocation of additional common shares, within the scope approved by the Board of Directors' Meeting and the Shareholders' Meeting.
- (3) Take any action that is necessary, appropriate and relevant to or necessary for the allocation of additional common shares, including negotiating, entering into, signing and/or amending the application form and/or any documents necessary for or related to the issuance, offering or allocation of additional common shares and submitting the application form related to the allocation of additional common shares to the relevant agencies, registering the capital increase and amending the memorandum of association with the Ministry of Commerce and/or listing the additional common shares as listed securities on the Stock Exchange of Thailand and appointing financial advisors, legal advisors, advisors or other service providers and/or securities distributors (if any or if necessary).
- (4) Contact, negotiate, amend, agree to sign or deliver relevant documents, instruments and/or contracts related to the allocation of additional common shares of the Company, including amendments, related

information, disclosure of related information, and providing statements and reporting to the relevant agencies, and specifying the terms and conditions. Related to the allocation

- (5) Coordinate with relevant government agencies and regulatory agencies, such as the Securities and Exchange Commission, the Ministry of Commerce, and the Stock Exchange of Thailand, and other persons or agencies related to the allocation of additional common shares of the Company
- (6) Perform any other actions necessary for or related to the allocation of additional common shares of the Company.

The Chairman gave the meeting an opportunity to ask questions. No shareholders expressed their opinions or asked any further questions. The Chairman asked the meeting to consider approving the allocation of additional common shares according to the details mentioned above.

There were shareholders attending the meeting and casting votes totaling 782,453,614 shares.

Meeting Resolution The meeting resolved to approve the allocation of additional common shares and the authorization as proposed in all respects by a majority vote, with details as follows:

Agree	total	779,172,431	Votes	Percentage	99.5807
Disagree	total	3,281,183	Vote	Percentage	0.4193
Abstain from voting	total	0	Vote	-	
Invalid card	total	None			
of the total number of votes of shareholders who attended the meeting and cast their votes.					
No voting rights	total		-	Vote	

Agenda 12: Consideration and approval of the issuance and offering of additional debentures of the Company.

The Chairman assigned Ms. Pranee Worachokephirat to propose to the meeting that the Company intends to raise funds by issuing and offering additional debentures in an amount not exceeding 559.1 million baht or in other currencies at an equivalent rate, with the objective of using the funds for business operations, project expansion, and debt repayment (Refinancing) and offering domestically to investors, with an interest rate depending on the market conditions at the time the debentures are issued and offered, and the type or kind of debentures to be issued each time, the par value, the offering price per unit, the interest rate, the appointment of a debenture holder representative, the issuance and offering method, the allocation method, the offering details, early redemption, and the registration in any secondary market (if any) are under the authority of the Chief Executive Officer and Managing Director, by authorizing the Chief Executive Officer and Managing Director to determine or change the conditions and details related to the issuance and offering of each

type/type of debentures each time, including the authority to take any necessary actions related to the issuance and offering of such debentures to be completed and in accordance with the law, including the authority to appoint distributors and underwriters, enter into and sign an Underwriting Agreement or Placement Agreement and/or other related contracts, prepare and submit applications and documents. With the Securities and Exchange Commission, relevant government agencies and/or any other relevant persons, etc.

The Company's current remaining amount for issuing and offering debentures (which is the amount that has been used up) is approximately 1,440.9 million baht. Together with the additional approval requested this time of 559.1 million baht, the Company will have a total remaining amount for issuing and offering debentures of 2,000 million baht.

Details of the debentures to be issued and offered are as shown in Attachment 5, which was sent to shareholders in advance along with the meeting invitation.

The Chairman allowed the meeting to ask questions. No shareholders expressed or asked any further questions. The Chairman therefore requested that the meeting consider approving the issuance and offering of the Company's additional debentures.

There were shareholders attending the meeting and casting votes totaling 782,453,614 shares.

Meeting Resolution The meeting resolved to approve the issuance and offering of additional debentures of the Company in an amount not exceeding 559.1 million baht or in other currencies at an equivalent rate, resulting in the Company having a total amount of debentures to be issued and offered of 2,000 million baht, including the authorization according to the details proposed in all respects, with unanimous votes, with details as follows:

Agree	total	782,453,544	Votes	Percentage	99.0000
Disagree	total	141	Vote	Percentage	0.0001
Abstain from voting	total	0	Vote	-	
Invalid card	total	None			
of the total number of votes of shareholders who attended the meeting and cast their votes.					
No voting rights	total		-	Vote	

Agenda 13: Consider other matters (if any)

The Chairman gave the meeting an opportunity to ask questions.

Mr. Natthaphon Udom, a shareholder who attended the meeting in person, asked 2 questions in summary:

Question 1: Does the company have a plan to sell assets to a trust in 2025? And Question 2: Will the sale of shares in International Resource Development Company Limited (IRD) that have already been paid for be considered profits in the second quarter?

The Chairman assigned **Mrs. Teeraporn Srijaroenwong**, Managing Director, to explain to the shareholders.

Mrs. Teeraporn Srijaroenwong, Managing Director, explained to the shareholders in summary that the sale of assets to the trust (ISSARA REIT), the company has a plan to bring completed hotels such as Yaya, which is an extension of Sri Panwa Phuket, Na Tai, Baba Beach Club-Na Tai Hotel, and Habita Seaview, which is an extension of Baba Beach Hua Hin. However, due to the situation of the hotels that are still not improving, there are other approaches to prepare assets to be brought to the trust and for those interested in investing in the hotel to come and see the information. If interested investors are interested, they can buy the hotel and the company will return to be the manager. These are 2 approaches to manage the company's existing assets. And the second question is the sale of shares in IRD Company. Because IRD Company is a land on Theparat Road with almost 1,000 rai of land that the company has and no debts. There have been some interested parties asking to buy the land, but the company has not been able to close the negotiation. One shareholder in IRD Company intends to buy the land and to benefit both the buyer and the seller. Therefore, it is a transfer of IRD shares. There is an agreement to purchase IRD shares from the company, with a 30% deposit already paid. The remaining 70% will be paid on April 29, 2025. The company must prepare various documents for the share transfer. The sale of IRD shares will allow the company to recognize profits. The sale of IRD shares received 295 million baht in cash, but the company was able to record approximately 64 million baht as revenue. As for the sale of assets to Issara Trust (ISSARA REIT) worth 177 million baht, both items will help the company generate cash flow.

The Chairman assigned **Mrs. Teeraporn Srijaroenwong**, Managing Director, to explain to shareholders about the company's guidelines for improving its operating results.

Mrs. Teeraporn Srijaroenwong, Managing Director, explained to the shareholders in summary that from the company's operating results that have been in losses for 5 consecutive years, the company has tried to improve various things to create better operating results than before, but due to various situations, both the impact of the COVID outbreak and the overall economy of the country and the world, including the reduced purchasing power of consumers, it may be difficult to push for sales. However, the main policy is to try to accelerate the

sale of all existing real estates, especially completed projects. Those can be sold and transferred to recognize revenue immediately. This is the policy of accelerating sales even though the margin may be low, but it will create cash flow into the company. The same goes for projects under construction. Sales must also be accelerated. In addition to accelerating construction to be completed on schedule with good quality, sales must also be accelerated because when the sale is complete, it can be recognized as revenue as well. As for the hotel, there has been a loss since the COVID outbreak. In the past, there has been an increase in hotel sales and an increase in various events that will occur in the hotel. Baba Beach Club Hua Hin Hotel has a convention room, a banquet room, and a beautiful location. There have been many weddings, whether they are rented by foreign groups, such as Indians who come to organize events and Thais who come to use the location. In addition, Yaya of Sri Panwa Phuket Hotel has a Convention room and Tu Bar, which is a new area on the rooftop that is very suitable for organizing events and weddings. It is now popular with foreigners and Thais such as Indians who come to organize weddings. Sri Panwa Phuket Hotel also has more places to support weddings and various events than before. In addition, the hotel has collaborated with (BDMS) known as Bangkok Hospital to jointly create a Wellness. Now, the contract has been signed and the clinic has officially opened. Now, all that is left is to push the marketing to generate sales for the Wellness section. Many of you may have heard the news. The main problem is the rent that must be paid to the trust. For the current situation of the hotel, we have to find a way to negotiate to maintain the operating results. Another solution is to put the company's assets into the trust, which is a big lot sale or sale to investors. Currently, there are assets such as Yaya worth 1 billion baht, Baba Beach Natai worth 500 million baht, or Baba Beach Hua Hin worth 1 billion baht. These are assets ready to wait for interested investors to join us to make sales and the company will continue to manage the business.

The matter of selling assets to the Issara REIT for 177 million baht and the sale of IRD shares will result in 295 million baht. Both transactions will result in cash flow of 472 million baht. In 2025, the company is trying to reduce various expenses in order to create maximum benefit. Shareholders can trust that the company is making great efforts in its management to achieve success and reduce losses.

Mr. Songkran Issara, Chief Executive Officer, would like to clarify that there are 2 projects in Phuket: The Sky Series project is the last 4 plots of land in Sri Panwa, Phuket, which is priced at 200 million baht per plot, totaling 800 million baht. Currently, 3 plots have been sold. This is because it is a Positive Cash Flow sale, which will help the company to have a relatively high profit. The second project is Sri Panwa Lagoon, which is 60 rai. because the land transfer was slightly delayed. Therefore, the time to launch the sale has been extended. But if it can be sold, it will help the company's finances a lot. And some land may be sold as vacant land. Because there are people who are interested in building a hotel in this area. Another 5 rai may be sold to

bring in cash. This will be part of the company if these 2 projects proceed as planned by the company. It will give the company liquidity and profit to turn around.

When there were no shareholders raised any further questions, the Chairman thanked the shareholders for taking the time to attend the meeting today. The Company has arranged for a video recording (video media) of the shareholders' meeting and will upload it to the Company's website later. Then closed the meeting at 3:30 p.m.

-Srivara Issara-

(Mrs. Srivara Issara)

Chairman of the Board / Chairman of the Meeting

Authenticated

(Mrs. Teeraporn Srijaroenwong)

Director / Managing Director

Meeting minutes

(Mr. Narakorn Boonbamrung)

Company Secretary

ANNUAL REPORT (QR Code)

The Company has disclosed information on the Company's website

at https://investor-th.charnissara.com/one_report.html

and www.SET.or.th

Director's profile for those nominated Directors to replace Directors who are due to retire by rotation

1.MR.SONGKRAN ISSARA : Chief Executive Officer
 : Chairman of Risk Management Committee
 : Age 71 years

Shareholding : 29.405 (313,634,494 shares)

Appointed Date : 27 June 2002

Director Type : Executive Director

Education/Training Program

- Master degree in Economics, Indiana University Bloomington U.S.A.
- Director Accreditation Program (DAP), Thai Institute of Directors (IOD) / 2008
- Leader Program, Capital Market Academy (CMA10)

Professional career

Present	Chief Executive Officer	Charn Issara Development Public Co., Ltd.
	Director	C.I. Property Co., Ltd.
	Director	Cha-am Ruamthun Co., Ltd.
	Director	Narai Ruamphiphat Co., Ltd.
	Director	International Resource Development Co., Ltd.
	Director	Charn Issara REIT Management Co.,Ltd.
	Director	Sripanwa Management Co.,Ltd.
2024-Present	Director	Issara Viphapol Co.,Ltd
2024-Present	Director	Issara Naporn Co.,Ltd
2023-Present	Director	Issara Development Co.,Ltd
2015-Present	Chairman	Issara Junfa Co.,Ltd.
2015-Present	Deputy Chairman	Issara United Development Co., Ltd.
2011-Present	Deputy Chairman	Issara United Co., Ltd.

2006-Present	Chairman	C.I.N. Estate Co., Ltd.
2003-Present	Chairman	Charn Issara Vipaphol Co., Ltd.
2002-Present	Chairman	Charn Issara Residence Co., Ltd.
2001-Present	Director	Issara Development Public Co.,Ltd.
2001-Present	Director	Chalongkrungkarnkaset Co., Ltd

- involvement, neither directorship nor management post in other business. (1 company)
- Involvement, either directorship, management post in other business. (17 company)
- No involvement, neither directorship nor management post in other business which may cause conflict of interest to the Company.

Forbidden record

1. No criminal record related to assets wrongfully acquired,
2. No record of related transaction which cause conflict of interest to the Company in past year,

Meeting attendance record in past year

1. Attend 8/8 meetings of the Board of Directors, (100 %)
4. Attend 1/1 meeting of the Annual General Meeting of Shareholders in 2025 (100%)

2. MR.PRAVESVUDHI RAIVA : Independent Director,
 : Chairman of Nomination and Remuneration Committee
 : Age 74 years

Shareholding : - None -

Appointed Date : 17 September 2002

Director Type : Non – Executive Director

Education/Training Program

- BBA, Political Science, Indiana University Bloomington U.S.A.
- MMP-Modern Management Program
- MMM-Modern Marketing Management
- Directors Accreditation Program (DAP), Thai Institute of Director (IOD) / 2005
- Directors Certification Program (DCP), Thai Institute of Director (IOD) 135/2010
- Senior Executive Program of Chulalongkorn University Poompalungpandin, Class 2
- Top Executive Program in Commerce and Trade (TEPCot), Class 8

Professional career for the past five years

Present	Vice Chairperson & Director Director	S&P Syndicate Public Co., Ltd. S&P Global Co., Ltd.
	Director	S&P Restaurants Limited (UK)
	Director	Patara Fine Thai Cuisine PTE Ltd. (UK)
	Director	Suda Limited (UK)
	Director	MSP Property Limited (UK)
	Director	Patara (Geneva) SA (Switzerland)
	Director	Patara Restaurant Vienna Gmbh. (Austria)
	Director	Patara International Restaurant Management (Beijing) Co.,Ltd.(China)
	Director	Shanghai Yueshi Restaurant Management Co., Ltd. (China)

	Director	S&P International Foods (Cambodia) Co., Ltd. (Cambodia)	
1993-Present	Independent Director and Chairman of Nomination / Remuneration Committee	Charn Issara Development Public Co.,Ltd.	
2019-2020	President	Indiana University Alumni Association, Thailand Chapter	
2013-2020	Director	Foodhouse Catering Services Co.,Ltd.	
1993-2005	Executive Director	S.R. Estate Co., Ltd.	
	Executive Director	S&P Syndicate Public Co., Ltd.	
	President	HD Distributors (Thailand) Co., Ltd.	
	President	S&P Distribution and Sales Co.,Ltd.	Vice
President Marketing Dept.	S&P Syndicate Public Co., Ltd.		
1992	Director	Thai Wheat Products Trader's Association	
1991-1993	Asst. Marketing Manager	S&P Syndicate Co.,Ltd.	
1990	Honorary Instructor	Mini M.B.A. Programme, Kasetsart University	
1973	Financial Director	S.R. Tapioca International Co., Ltd.	
AWARDS:	SET Awards 2011, Outstanding CEO Awards		

- Involvement, neither directorship nor management post in other business. (1 company)
- Involvement, either directorship, management post in other business. (9 company)
- No involvement, neither directorship nor management post in other business which may cause conflict of interest to the Company.

Forbidden record

1. No criminal record related to assets wrongfully acquired,
2. No record of related transaction which cause conflict of interest to the Company in past year,

Meeting attendance record in past year

1. Attend 8/8 meetings of the Board of Directors, (100 %)
3. Attend 2/2 meetings of Nomination and Remuneration Committee (100%)
4. Attend 1/1 meeting of the Annual General Meeting of Shareholders in 2025 (100%)

3. MRS. TEERAPORN SRIJAROENWONG : Director
 : Risk Management Committee
 : Managing Director
 : Age 61 years

Shareholding : 0.004 (44,550 shares)

Appointed Date : 27 June 2002

Director Type : Independent Director

Education/Training Program

- Master Degree Business Administration Kasetsart University
- Director Accreditation Program (DAP), Thai Institute of Directors (IOD) / 2008
- Anti-Corruption for Executive Program (ACEP) 11/2014, Thai Institute of Directors (IOD)
- CGR Workshop : Enhancing Good Corporate Governance based on CGR Scorecard”, The Stock Exchange of Thailand / September 2014
- Director Certification Program (DCP) 211/2015, Thai Institute of Director (IOD)
- Certification “How to Develop a Risk Management Plan (HRP) 13/2017, Thai Institute of Director (IOD)
- Certification “Risk Management Program for Corporate Leaders (RCL) 17/2019, Thai Institute of Director (IOD)
- Certification “Ethical Leadership Program (ELP) 31/2023, Thai Institute of Director (IOD)

Professional career for the past five years

Present	Director, Deputy Managing Director And Acting Assistant Managing Director on Project Management and Development	Charn Issara Development Public Co.,Ltd.
Present	Director	Issara Development Co.,Ltd
Present	Director	Sripanwa Management Co., Ltd.
2024- Present	Director	Issara Naporn Co.,Ltd.
2023-Present	Director	Issara Development Public Co.,Ltd.
2015-Present	Director	Issara United Development Co.,Ltd.

2015-Present	Director	Issara Junfa Co., Ltd.
2011-Present	Director	Issara United Co., Ltd.
2006-Present	Director, Managing Director	C.I.N. Estate Co., Ltd.
2002-2014	Director and Project & Development Manager	Charn Issara Development Public Co., Ltd.
1990-2002	Project & Development Manager	C.I.M. Development Co., Ltd.
1998-1990	Foreign Exchange Officer	Bangkok Bank PLC (Bangkok)

- Involvement, neither directorship, management post in other business. (1 company)
- Involvement, either directorship, management post in other business. (8 company)
- No involvement, neither directorship nor management post in other business which may cause conflict of interest to the Company.

Forbidden record

1. No criminal record related to assets wrongfully acquired,
2. No record of related transaction which cause conflict of interest to the Company in past year,

Meeting attendance record in past year

1. Attend 8/8 meetings of the Board of Directors, (100 %)
3. Attend 1/1 meeting of the Annual General Meeting of Shareholders in 2025 (100%)

Criteria and process of nomination

The Board of Directors comes from the selection of Nomination and Remuneration Committee with following criteria and process of nomination: -

1. The selection of candidate for the Company's Director in replacement of retired Director or appointment of new Director by the Nomination and Remuneration Committee by giving minority shareholder to propose candidates who has qualifications in compliance with the Securities and Exchange laws and the Company's qualifications for selection of the Company's Director. The information of which was published on the Company's website which invite shareholders to propose candidate with resume to the Company.
2. The Nomination and Remuneration Committee shall make a selection and propose candidate with qualifications and criteria required by laws in consideration of experience, knowledge and skills which will be beneficial to the Company for the consideration of the Board of

Directors. After the Board's approval the Company shall propose such candidate for the vote of appointment in the Meeting of Shareholders.

Summary of director or executive positions in listed companies and other companies

Nominated Directors	Other listed companies in Thailand *		Other companies/businesses (Non-listed company in Thailand)*	Companies/businesses that may cause conflicts of interest or competitive conditions
	No.	Position / company		
1. MR. Songkran Issara	1	SRIWANWA REIT ISSARA REIT	17	-
2. MR.PRAVESVUDHI RAIVA	1	Vice Chairperson & S&P Syndicate Public Co., Ltd.	9	-
3. MRS.TEERAPORN SRIJAROENWONG	1	SRIWANWA REIT ISSARA REIT	8	-

*Listed in stock exchange of Thailand.

Definition of Independent Director

Charn Issara Development PCL has defined Independent Director to be in line with the rules of Securities and Exchange Commission and Stock Exchange of Thailand as follows: -

1. Independent Director shall not hold more than 1 % of the Company's share with voting right including in those subsidiaries, joint venture or juristic person which may have a conflict of interest. In this respect all those shares held by related party to the Independent Director shall be counted within such limit.
2. Does not hold an executive position or use to be director who has involved in the management, employee, staff or consultant with fix monthly salary or authorized person of the parent company, subsidiary companies, joint venture or any juristic person which may have a conflict of interest except that one has left such position for more than 2 years.
3. No connection on family or registration of father, mother, spouse, brother/sister, son, major shareholder, authorized person, or a person nominated to be a management or authorized to manage the Company or its subsidiaries.
4. No business connection with the Company, parent company, subsidiary company, joint venture company or other juristic which may have a conflict of interest in the way that may obstruct an independent judgment except for the case that one left such position for more than 2 years.
5. Not being appointed as director to represent Director of the Company, major shareholder or shareholder who is related to the Company's major shareholders.
6. Not possess any other qualification which will obstruct an independent view related to the Company's operation.

Company regulations only those related to shareholder meetings

Shareholder Meeting

Article 30. The board of directors must hold a general meeting of shareholders at least one (1) time per year. Such a meeting is called "General Meeting". Such general meeting shall be held within four (4) months after the end of the company's fiscal year. Other shareholders' meetings are called "extraordinary meetings".

The committee may call an extraordinary meeting at any time it deems appropriate.

One or more shareholders whose shares total not less than ten (10) percent of the total number of shares sold will submit their names in writing requesting the board of directors to call an extraordinary meeting of shareholder. However, the matter and reasons for requesting to convene a meeting must be clearly specified in the said letter as well. In such a case, the board of directors must arrange a shareholder meeting within forty-five (45) days from the date of receipt of the letter from the shareholders.

In the case where the committee does not organize a meeting within the period specified in paragraph three, all shareholders who have signed their names or other shareholders together to obtain the required number of shares may call a meeting themselves within forty-five (45) days from the expiration of the period under paragraph three. The shareholder who called the meeting may send the meeting notice to the shareholders by electronic means. If the shareholder has informed the company or the board of directors of their intention or given their consent. According to the criteria set by the registrar, in such a case considered a meeting.

Shareholders who are called to a meeting by the company by the board of directors are responsible for necessary expenses incurred from organizing the meeting and providing reasonable facilitation.

In the case where it appears that the shareholder meeting was called because of the shareholders under paragraph four, the number of shareholders present at the meeting was not sufficient to form a quorum as specified in Section 33. The shareholders according to paragraph four must jointly be responsible for reimbursing the expenses incurred from holding the meeting at that time to the Company.

Article 31. In notifying the meeting of shareholders, the committee shall prepare a meeting invitation specifying the location, date, time, and agenda and matters to be presented to the meeting along with appropriate details. By specifying clearly that it is a matter proposed for knowledge, for approval, or for consideration along with the opinions of the committee on the matter and sent to shareholders and the registrar not less than seven (7) days before the meeting date.

In addition, the notice of calling a shareholder meeting is advertise in newspapers or electronic media according to the criteria set by the registrar for three (3) consecutive days, not less than three (3) days before the meeting date.

The general meeting of the company shall be held in the area where the company's headquarters is located or nearby provinces or at any other place as determined by the committee. The general meeting of shareholders may be conducted through electronic media. The location of the company's head office is considered to be the meeting location.

Article 32. In the shareholder meeting, shareholders will authorize others to attend the meeting as proxies and can vote on their behalf

The authorization must be made in writing with the signature of the grantor or by electronic means that is safe and reliable to ensure that the authorization has been carried out by the shareholder in accordance with the criteria specified by the registrar and follow the form specified by the public company registrar, and at least have the following items:

- A. The number of shares that the proxy holds.
- B. Name of the proxy holder.
- C. The time of the meeting where a proxy is given to attend the meeting and vote.

By submitting the said proxy form or sending the proxy information electronically (In the case of appointing a proxy by electronically) to the Chairman of the Board or a person previously designated by the Chairman of the Board before proxy attending the meeting.

Article 33. In the shareholder meeting There must be no less than twenty-five shareholders and shareholders' proxies (if any) present at the meeting. or there are shareholders and proxies from shareholders present at the meeting of not less than half of the total number of shareholders. and in

either case there must be shares totaling not less than one-third of the total number of shares sold in the company. Therefore, there will be a quorum.

At any shareholder meeting If one hour has passed since the meeting time, Number of shareholders who attended the meeting did not complete the quorum as specified. If that shareholder meeting was called because the shareholders requested it, the meeting will be suspended. If the shareholder meeting was not called because the shareholders requested, the meeting invitation letter must be sent to shareholders not less than seven days before the meeting date. In the next meeting, it is not required that a quorum be present.

In the shareholder meeting, the chairman of the board shall sit as chairman of the meeting. In the case that the Chairman of the Board is unable to attend the meeting or is unable to perform his duties, if there is a vice-chairman of the board of directors, the vice-chairman of the board of directors shall be the chairman. If there is no vice chairman or were unable to attend the meeting or unable to perform their duties, the meeting will choose one shareholder who attended the meeting to be the chairman.

Article 34. In voting at the shareholder meeting, one share has one vote.

Voting shall be done openly unless requested by at least five shareholders, and the meeting voted to have a secret vote, so the vote was held secretly. As for the secret voting method, to be as determined by the chairman of the meeting.

The resolution of the shareholder meeting shall consist of the following votes:

(1) In normal cases, a majority vote of the shareholders who attend the meeting and cast their votes shall be taken. If there are equal votes, the chairman of the meeting shall cast an additional vote as the deciding vote.

(2) In the following cases, a vote of not less than three-quarters of the total number of votes of shareholders who attend the meeting and have the right to vote shall be taken.

(a) Selling or transferring all or important parts of the company's business to another person.

(b) Purchasing or accepting transfer of business of another company or a private company becomes a company.

(c) Making, amending or terminating a contract regarding the rental of all or important parts of the company's business. Assigning another person to manage the company's business or merging a business with another person or legal entity with the objective of sharing profits and losses.

(d) Amendments to the memorandum or regulations.

(e) Increasing or decreasing the capital of the company or issuing bonds.

(f) Merger or dissolution of companies.

Article 34/1, the company is prohibited from lending money or providing any financial assistance. This will cause a conflict of interest between the company or subsidiary company and the parent company, associated company or person who may have a conflict with the company unless approved by the shareholder meeting with a vote of not less than three-quarters of the total number of votes of shareholders attending the meeting and having the right to vote.

Under these regulations, the terms “subsidiary”, “parent company”, “associate company” and “person who may have conflicts” shall have the same meanings as the definitions of such terms as provided in the Securities and Exchange Act, Stock Exchange in force at that time.

Qualifications of directors, How to elect directors, Directors retiring upon rotation and remuneration for directors

Article 17. The Company's Board of Directors consists of at least five directors and not less than half of the total number of directors must be residents of the Kingdom. Directors may or may not be shareholders of the company.

Company directors must perform their duties in accordance with the law, objectives and regulations of the company as well as the resolutions of the shareholder meeting.

Article 18. The shareholder meeting shall appoint directors according to the following criteria and methods.

(1) One shareholder has one vote per share.

(2) Each shareholder must use all of his or her votes under (1) to elect one or more persons as directors, but may not divide his or her votes among any number of persons.

(3) The persons who receive the highest number of votes in descending order are elected as directors equal to the number of directors that should be or will be elected at that time. In the event that the persons elected in descending order have the same number of votes, the number of directors that should be or will be elected at that time exceeds the number of directors, the chairman have to has the deciding vote.

Article 19. At every annual general meeting, one-third of the directors shall retire from office. If the number of directors cannot be divided into three parts, then issue the amount closest to one-third.

Directors who must retire from their positions in the first and second years after registration of conversion to a public company are draw lots to see who will leave. In subsequent years, the directors who have been in office the longest will be the ones who will leave their positions. In this regard, the directors who retire according to their respective terms may be re-elected.

Article 20. Directors have the right to receive remuneration from the company in the form of rewards, meeting allowances, gratuities, bonuses, or other types of benefits. According to the regulations or as considered by the shareholder meeting. Regardless of whether it is specified as a definite number or set out criteria to be used in consideration from time to time or it can be determined to be effective forever until there is a change. In addition, directors are entitled to receive allowances and various benefits according to company regulations.

The contents of paragraph one do not affect the rights of employees or employees of the company who are elected as directors to receive compensation and benefits as employees or employees of the company as well.

Article 21. In addition to retiring from office at the end of the term Directors will leave their positions when

(1) Dead

(2) Resign

(3) Lacks qualifications or has prohibited characteristics according to the law on public limited companies.

(4) The shareholder meeting votes for dismissal in accordance with Section 24.

(5) The court orders dismissal.

Dividend payment

Article 42. The company is prohibited from paying dividends from any type of money other than profits. In cases where the company still has accumulated losses, it is prohibited from declaring dividends. Dividends shall be divided equally according to the number of shares each. Dividend payment must be approved by the shareholders' meeting first.

The Board of Directors may pay interim dividends to shareholders from time to time when it considers that the Company has sufficient profits to do so. When the interim dividend has been paid, it needs to be reported to the shareholder meeting at the next meeting.

Dividend payments must be notified in writing to shareholders and advertise the notice of payment of such dividend in a local newspaper or through electronic media according to the criteria specified by the registrar for three (3) consecutive days and arrange for payment of such dividend within one (1) month from the date of resolution.

Article 43. The company must allocate a portion of the annual net profit as a reserve fund of not less than five percent of the annual net profit. Deducted by the number of accumulated losses brought forward (if any) until the reserve fund is not less than ten percent of the registered capital of the company.

The issuance and offering of the Debentures with the following details:

- Use of Proceeds : For operation of the business and expanding the project of the Company including refinancing
- Type : All types and all kinds of debentures which can be subordinated or unsubordinated, characterized as an amortization or bullet payment, secured or unsecured, debentures, with or without debenture holders' representative or derivative notes/debentures, subject to the prevailing market conditions at the time of issue and offering of the relevant debentures.
- Amount : The principal amount of the Debentures will not exceed Baht 1,249.3 million or the equivalent amount in other currencies.
- Offering : The Debentures will be offered domestically to the public and/or on the private placement basis and/or to the institutional investors and/or the major investors either in whole or in part which could be single or multiple offerings.
- Interest : Subject to the prevailing market conditions at the time of issue and offering.
- Maturity : For short term debentures: Not exceeding 270 days. For long term debentures: Not exceeding 10 years.
- Other Conditions : Additional restrictions and conditions of the Debentures such as the type of Debentures to be issued each time, face value, offered price per unit, interest rate, appointment of debenture holders' representative, allocation method, details of the offering, early redemption, registration on the secondary markets (if any), shall be determined and fixed by the Chief Executive Officer. In addition, the Chief Executive Officer shall have the powers to determine or amend the terms and conditions relating to the issuance and offering of the Debentures including to have the power to do any acts and things necessary for and in relation to carrying out the issuance and offering of the Debentures in compliance with the applicable law, as well as to have the power to appoint the bondholders' representative and the underwriter, to enter into and execute the Underwriting Agreement, or Placement Agreement and/or other relevant agreements, to prepare and submit the application and other documents to the Office of the Securities and Exchange Commission, other relevant authorities, and/or other relevant person(s), etc.

The outstanding amount of issuance and offering of the Debentures of the Company (which is a non-renewable amount) is Baht 750.7 Million in approximate. In case that the Annual General Meeting of Shareholder 2025 approves the issuance and offering of the Debentures in the principal amount of not more than Baht 1,249.3 million, the total principal amount of debentures to be issued and offered by the Company shall be approximately Baht 2,000 million.

(F53-4)

Capital Increase Report Form
Charn Issara Development Public Company Limited
February 23, 2026.

Charn Issara Development Public Company Limited (“ **Company** ”) hereby report the resolution of the Board of Directors’ Meeting No. 2/2026 held on February 23, 2026 in regards to the capital increase, and allocation of such shares as follows:

1. Capital Decrease / Capital Increase

At present, the Company has its registered capital of Baht 1,386,913,766 and fully paid-up capital of Baht 1,066,856,744.

1.1 Capital Decrease

The Board of Directors’ Meeting resolved to propose to the Annual General Meeting of Shareholders year 2026 to consider and approve the decrease of the Company’s registered capital of Baht 320,057,022 from Baht 1,386,913,766 to the new registered capital of Baht 1,066,856,744 by reduction of 320,057,022 ordinary shares with the par value of Baht 1.

1.2 Capital Increase

The Board of Directors’ Meeting resolved to propose the Annual General Meeting of Shareholders year 2026 to consider and approve the increase of the Company’s registered capital by Baht 320,057,022 from the existing registered capital of Baht 1,066,856,744 to the new registered capital of Baht 1,386,913,766 by issuing, not exceeding, 320,057,022 newly issued ordinary shares at the par value of Baht 1 to a general mandate in which the capital is increased with details as follows:

Type of Capital Increase	Type of Securities	Number of shares	Par value (Baht/share)	Total (Baht)
<input type="checkbox"/> Specifying the purpose of utilizing the capital	Ordinary	-	-	-
	Preferred	-	-	-
<input checked="" type="checkbox"/> General Mandate	Ordinary	320,057,022	1.00	320,057,022
	Preferred	-	-	-

- Specifying the purpose of utilizing the capital: please fill in all of the following items except item No. 2.2
- General Mandate: please fill in only items No.2.2, No.3, and No.4

2. Allocation of capital increase shares

2.1 Specifying the purpose of utilizing the capital

Allocated to	Number of shares	Ratio (old : new)	Selling price (THB/share)	Subscription and payment period	Remark
-	-	-	-	-	-

Remarks:

1. Approved to propose to the Annual General Meeting of the shareholders year 2024 to consider and approve the allocation of the newly issued ordinary shares of not more than 319,978,759 shares at the par value of 1 baht per share to capital increase under a general mandate with details as follows:-
 - 1.1 The amount not exceeding 320,057,022 shares allocation of new ordinary shares under general mandate at a par value of Baht 1 (representing not exceeding 30% of the Company's paid-up capital as calculated on the date that the Board of Director passed the resolution to increase the capital under general mandate (on 23 February 2026) which the paid-up capital is equaling to 1,066,856,744 shares) as follows:
 - (1) Allocation of shares not exceeding 213,371,348 to be offered to the Existing Shareholders Pro-Rata to their Shareholding (Right Offering) (representing approximately 20% of the Company's paid-up capital as calculated on the date the Board of Director passed the resolution to increase the capital under general mandate; and
 - (2) Allocation of shares not exceeding 106,865,674 for the purpose of Private Placement (representing approximately 10% of the Company's paid-up capital as calculated on the date that the Board of Director passed the resolution to increase the capital under general mandate. However, the person shall not be connected person(s) of the Company in accordance with the Notification of the Capital Market Supervisory Board No. Thor. Jor. 21/2551 Re: Criteria on Entering a Connected Transaction and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Performance of Listed Companies in Connected Transactions B.E. 2546 (as amended). In addition, the offering price of newly issued ordinary shares shall not be lower than 90% of the price calculated based on the market price in according to the Notification of the Capital Market Supervisory Board No. Thor. Jor 72/2558 Re: the Permission for Listed Companies to Offer the Newly-Issued Shares to the Specific Investors (as amended). Also, the market price shall be calculated from the weighted average closing price of shares trading on the Stock Exchange of Thailand for 7 consecutive trading days but not over 15 days prior to the date on which the offering price is determined

Nonetheless, after the allocation of new ordinary shares under general mandate to the existing shareholders (Right Offering) and after the allocation for the purpose of Private Placement, the

excess of Company's paid-up capital shall not over 30% of the paid-up capital as calculated on the date that the Board of Director passed the resolution to increase the capital under general mandate, which is totaling to 320,057,022 shares. However, in the case of the allocation of new ordinary shares for the purpose of Private Placement, the excess of Company's paid-up capital shall not over 10% of the paid-up capital as calculated on the date that the Board of Director passed the resolution to increase the capital under general mandate.

In this regard, the Board of Directors deemed it appropriate to propose to the shareholders' meeting to consider and approve the authorization of the Board of Directors and/or the Company's authorized directors and/or the Chief Executive Officer and/or Chairman of Executive Committee and/or the person(s) authorized by the Board of Directors to have the power to determine the details, amend or take any actions includes, but is not limited to, the following:

(1) Prescribing or revising necessary details and conditions relating to the allocation of the newly issued ordinary shares

(2) Amend the method of allocation of newly issued ordinary shares And to enter into various transactions relating to the allocation of the newly issued ordinary shares in the scope of approval from the board of directors meeting and the shareholders' meeting

(3) Take any action which is necessary and relevant to or necessary for the allocation of the newly issued ordinary shares, including negotiations, entering into, signing and / or amendments to the application form, and / or any documents necessary for or in connection with the issuance, offering or allocation of the newly issued ordinary shares and filing of the request for the allocation of the newly issued ordinary shares to the relevant authorities Registration of capital increase and amendment of the Memorandum of Association with the Ministry of Commerce And / or listing of newly issued ordinary shares as listed securities on the Stock Exchange of Thailand and the appointment of a financial advisor Legal advisor, consultant or other service provider and / or underwriter (If applicable or if necessary)

(4) Contact to negotiate additional amendments. Agree to sign or submit relevant documents, instruments and / or contracts related to the allocation of the newly issued ordinary shares of the Company Including additional amendments Related information Related disclosures and providing statements and reports to relevant agencies and set detailed conditions related to the allocation

(5) Coordinate with relevant government agencies and regulators such as the Securities and Exchange Commission. Ministry of Commerce and the Stock Exchange of Thailand and other persons or entities involved in the allocation of the newly issued ordinary shares of the Company

(6) To perform any other acts necessary to or related to the allocation of the newly issued ordinary shares of the company

2.1.1 Company Procedures in the case of fractional shares

1. In the event that there is a remainder from the conversion of convertible bonds into ordinary shares, such fractions shall be eliminated.

2.2 General Mandate

Allocated to	Type of Securities	Number of shares	Percentage of paid-up capital ^{1/}	Remarks
Existing Shareholders (Right Offering)	Ordinary	213,371,348	20	Please see remark
	Preferred	-	-	-
Private Placement	Ordinary	106,685,674	10	Please see remark
	Preferred	-	-	-

^{1/} The percentage of the paid-up capital as of the date of the Board of Directors' Meeting resolved to increase the Company's capital increase by way of General Mandate.

3. Schedule for a shareholders' meeting to approve the capital increase/allocation of capital increase shares

Schedule the Annual General Meeting of Shareholders year 2026 to be held on April 22, 2026, during 14.00 hrs. at Meeting room 21st Floor, Charn Issara Tower 2, No. 2922/200 New Petchburi Road, Bangkapi Subdistrict, Huay Kwang District, Bangkok, whereby:

- The record date to determine the list of shareholders entitled to attend the Annual General Meeting of Shareholders year 2026 shall be on March 11, 2025.

4. Approval for capital increase/ share allocation from relevant governmental authorities and conditions of such approval

- a. The Company shall register the increase of its registered capital and paid-up capital, as well as the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce within 14 days from the date on which the Annual General Meeting of the Shareholders year 2026 resolves to approve the capital increase and the amendment of the Company's Memorandum and of Association;
- b. The Company shall register the transfer restriction of the issued and offered Convertible Debentures, which limits the transfer of the Convertible Debentures to no more than 10 specific investors within a 4-month period with the Securities and Exchange Commission;
- c. The Company shall apply for approval from the Stock Exchange of Thailand for the listing of the newly-issued ordinary shares as listed securities in the Stock Exchange of Thailand in accordance to the rules and regulations related to the Stock Exchange of Thailand after the

Convertible Debentures' holder has converted the Convertible Debentures into the Company's ordinary shares (in the case of such exercise).

5. Objectives of capital increase and plans for utilizing proceeds received from the capital increase

To support normal operations in the core business and related businesses, the extension and expansion of the Company's business in the future, including investing in various projects and as a source of funds for future investment plans. This will enable the Company to build a stable and sustainable income base in

However, the amount of funds and period of allocation can be adjusted in accordance to the circumstances of the business and suitability.

6. Benefits that the Company will receive from the capital increase/share allocation

- a. The Company will have more liquidity as the capital increase will be used as working capital. This will help strengthen its financial position, to prepare the Company for business operations, and stabilize the Company's business, by having enough money to operate and expand the Company's business in the future. This will enable the Company to create a stable and sustainable income base on both the short and long term.
- b. To increase business competitiveness to prepare for other business opportunities in the upcoming future including the expansion of core businesses and related businesses in the future. This will enable the Company to build a stable and sustainable income base in both the short and long term.
- c. Helps the Company maintain its ability to meet financial obligations, such as the payment of various debts, including interest, arising from normal business operations which enhances the ability expand the Company's investment portfolio, which will affect the Company's potential to grow in the future.

7. Benefits that the Shareholders will receive from the capital increase/share allocation

7.1 Funds from this issuance of convertible debentures will strengthen the Company's financial structure, as well as to invest, which will enhance the Company's income and profits in the future. If the Company's operational results are good, the shareholders will receive benefits through receiving the Company's dividends according to the Company's dividend payment policy.

7.2 The convertible debenture holder who exercise his/ her right to convert into the Company's ordinary shares will be entitled to receive dividends from their operations, right to attend the shareholders' meeting, or other rights as the shareholders of the Company, starting from when there is an exercise of right to convert the convertible debentures of the

Company to the Company's ordinary shares and his/ her name is in the Company's shareholders' register that have been registered with the Ministry of Commerce.

8. Other details necessary for shareholders' decision making in the approval of the capital increase/share allocation

8.1 The benefits that shareholders will receive for sale of newly issued shares to private placement is that there is a process and fast action time that can target investor groups as the Company wants. Whether it is investors who have potential in capital, have experience, or have expertise in business that can enhance the potential of the Company which can also determine a certain amount of money to keep up with business operations. This will bring the greatest benefit both the operating results and operations for the Company and its shareholders.

8.2 Criteria and methods for considering the allocation of shares to private placement. The Company has rules in considering the allocation of shares to private placement. It will be considered from investors who have potential in capital or have experience or have expertise in a business that can enhance the Company's potential which will bring the most benefit to the Company.

9 Time schedule of action in case the Board of Directors passes a resolution with the approval of the capital increase/share allocation

No.	Procedures of the Capital Increase	Date/Month/Year
1	Board of Directors' Meeting	February 22, 2026
2	Date to determine the list of shareholders who has the right to attend the Annual General Meeting of Shareholders year 2024 (Record Date)	March 11, 2026
3	Annual General Meeting of Shareholders year 2025	April 22, 2026
4	Registration of the registered capital increase and amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce	Within 14 days from the date of the Annual General Meeting of Shareholders approval of the registered capital increase.
5	Proceed with the offering and allocation of newly issued ordinary convertible debentures to private investors (Private Placement)	Determined after the approval from the Annual General Meeting of Shareholders year 2026

The Company hereby certify that the information contained in this report form is correct and complete in all respects.

Charn Issara Development Public Company Limited

Signed -Songkran Issara- Authorized director
(Mr. Songkran Issara)
Chief Executive Officer

Documents or evidence showing identity of a Shareholder or representative of a Shareholder entitled to attend the meeting.

Natural person

1. In case the shareholder attends the meeting in person
Valid identification card, identification card of government officer, driving license, passport and documentation related to name change (if any) should be shown
2. In case of proxy
 - 2.1 A completed proxy form enclosed in the notice of meeting, duly signed by the shareholder who give proxy and the proxy holder;
 - 2.2 A certified copy of the shareholder's identification as per 1;
 - 2.3 A certified copy of the proxy holder's identification similar to 1.

Juristic person

1. In case the representative (director) of juristic person attend the meeting in person
 - 1.1 Valid identification card of the representative similar to natural person in 1;
 - 1.2 A certified corporate affidavit which bears the authority of representative attending the meeting.
2. In case of proxy
 - a. A completed proxy form enclosed in the notice of meeting, duly signed by the juristic person (directors) who give proxy and the proxy holder;
 - b. A certified corporate affidavit which bears the authority of directors who sign the proxy form;
 - c. A copy of valid identification card of the director(s) who sign the proxy form;
 - d. A copy of valid identification card of the proxy holder similar to 1 of the natural people
3. In case of oversea shareholders who has appointed a custodian in Thailand
Show documentations similar to 1 and 2
In case the foreign shareholders have appointed a custodian to sign the proxy form there must be additional documentations as follows: -
 - 1) a proxy from foreign shareholders appointing a custodian to sign the proxy form;
 - 2) a certificate of custodian. Any documentation which its original is not in English must be accompanied by a certified translation, certified by shareholder or representative of juristic person.
2. Giving proxy
The Company has sent a proxy form B which is a specific proxy form according to regulation of the Department of Business Development, Ministry of Commerce Re. form of proxy (No. 5) BE 2550 Shareholder who is unable to attend the meeting in person may appoint a person as their proxy by following the procedure below:-

1. Give proxy to a person selected by the shareholder or give proxy to one of any independent Director of the Company by specifying the name and details of the proxy holder or mark in front of one of any independent Director as listed in the proxy form,
2. Affix the Baht 20 stamp duty with specific date of proxy form written across the stamp duty,
3. Return the completed proxy form to the Company in the enclosed envelop within April 22, 2024 or before the beginning of the meeting for verification of the documents prior to the meeting.

Independent Director's profile for Shareholders choose to give proxy for attend the meeting and vote

1. **MR. PHISUD DEJAKAISAYA** : Chairman of Audit Committee , Independent Director,
 : Nomination and Remuneration Committee
 : Age 70 years

Shareholding : 0.001 (8,167 shares)

Appointed Date : 27 June 2002

Director Type : Non – Executive Director

Education/Training Program

- LL.B Thammasat University, Thailand, 1982
- M.C.L, Southern Methodist University, USA, 1984
- Diploma in Comparative Law, South Western Legal Foundation, Dallas Texas
- Bachelor of Laws, Thammasat University
- Director Accreditation Program (DAP), Thai Institute of Director (IOD)
- Corporate Governance Program for Directors and Executive of State Enterprises and Public Organization (Class 10), Public Director Institute (PDI)

Professional career

Oct 29, 2019 - present	Advisor to the Senate of the Poverty and Inequality Reduction Committee	Senate 2020
June 2019 – present	Personal Expert Advisor to Senator Weerasak Kowsurat	
July 2016 – present	Director	Spruson & Ferguson Co., Ltd.
Mar. 27, 2011- present	Nomination and Remuneration Committee	Charn Issara Development Public Company Limited
2011 - present	Managing Director	Lao Premier International Law Office
1990 – present	Managing Director	Siam Premier International Law Office Limited
2002 - present	Chairman of the	Charn Issara Development Public Company Limited

Audit Committee

Jan 21, 2018 – Apr 2019	Chairman of Legal Committee	Ministry of Tourism and Sports
May 31, 2016 – May 2017	Vice Chairman Graduate Law Development Program	Faculty of Law, Bangkok University
Jan 26, 2012 – Dec 2013	Advisor to the Board Airports	Authority of Thailand Public Co., Ltd.
July 27, 2009-30 Dec 2009	Advisor	Deputy Minister of Agriculture and Cooperative
Apr 1, 2009 – Jul 2009	Subcommittee	Evaluation of the Legal Development of the Government Subcommittee for Fiscal year 2009
Jul 24, 2008 – 16 June 2010	Advisor to the Board	Thailand Post Co., Ltd.
Nov 4, 2008 – Feb 2009	Director	Office of Small and Medium Enterprise Promotion (OSMEP), Ministry of Industry
Jul 14, 2008 – 30 Jan 2009	Advisor to the Board	Software Industry Promotion Agency Organization Ministry of ICT
1984 – 1990	Senior Lawyer	Baker & McKenzie Ltd.

2. **MR.WITIT RATCHATATANUN** : Audit Committee and Independent Director
 : Nomination and Remuneration Committee
 : Age 71 years

Shareholding : 0.181 (1,930,500 shares)

Appointed Date : 30 August 2002

Director Type : Non – Executive Director

Education/Training Program

- Doctoral Degree in Education , Harvard University, U.S.A.
- M.A. University of Essex U.K.,
- B.Sc. (Econ) London School of Economics U.K.

Professional career

Present	Director,	Panyaprateep School, Pak Chong, Nakhon Ratchasima
	Advisor	Thawsi School
2002-Present	Independent Director	Charn Issara Development Public Co., Ltd
	Audit Committee	
	Nomination and Remuneration Committee	
2004	Director,	Community Economic Development and Income Distribution Office, NESDB
1999-2003	Assistant Secretary	General of NESDB
2001-2002	Director,	International Policy Office
	Director,	Macro Social Policy Office
1997-2003	Director,	Thai-German Institute, Ministry of Industry
2000-2004	Director,	Liquor Distillery Organization, Ministry of Finance
1996-1999	Director,	Office of the Joint Public/Private Consultative Committee
1993-1996	Director,	Government and Private Cooperation Division

3. MR. PINIT PUAPAN

: Independent Director, Audit Committee,

: Risk Management Committee

: Age 58 years

Shareholding : 0.125 (1,336,500 shares)

Appointed Date : 27 June 2002

Director Type : Non – Executive Director

Education/Training Program

- Executive Architect Council Training (EXACT4), Architect Council of Thailand (2023)
- Hot Issue for Directors : What Directors Need to Know about Digital Assets, Batch (4/2022)
- Thai Institute of Directors Association (IOD) and Stock Exchange of Thailand
- Health Ambassador (HAM 4), Chulabhorn Royal Academy (2022)
- IT Governance and Cyber Resilience Program (ITG 13) (2020) Thai Institute of Directors (IOD)
- Oxford Programme on Negotiation Programme in Bangkok, Executive Education and Enrichment Institute (2018)
- Corporate Governance in Digital Era (2018) Fiscal Policy Research Institute Foundation
- Executive Energy Program (EEP 3), The Federation of Thai Industries
- Public Director Certification Program (PDI 15), King Prajadhipok's Institute (2016)
- Corporate Governance for Capital Market Intermediaries (CGI 2/2015) Thai Institute of Directors (IOD) (2015)
- Advanced Security Management Program (ASMP 5), The Association National Defense College of Thailand / 2014
- Leader Program, Capital Market Academy (CMA11) / 2011
- Director Accreditation Program (DAP), Thai Institute of Directors (IOD) / 2004
- Audit Committee Program (ACP), Thai Institute of Directors (IOD) / 2004
- Advance Management Program, Harvard Business School (2006)
- Master Degree in Economics, The London School of Economic and Political Science (1990)
- BA, Economics & Political Science, Tufts University (1989)

Professional career for the past five years

2002 - Present	Independent Director, Audit Committee,	Charn Issara Development Public Co., Ltd. Risk Management Committee
22 September 2025 – Present	Director	XET Co., Ltd.
19 February 2024 – Present	Subcommittee	State Railway of Thailand on Oversight and Monitoring of Asset Management
2 August 2023 – Present	Director	Bay Computing Co., Ltd.
1 March 2023 – Present	Director	More Abundance Co., Ltd.
10 February 2023 - Present	Director	Definitely Brilliant Co., Ltd.
1 February 2023 – Present	Director, Chairman	Srisawad Capital 1969 Plc.
17 May 2022 – Present	Director	MG 1962 Solar Co., Ltd.

4 October 2021 – Present	Director	Harvest Thaveekoon Co., Ltd.
March 2021 – Present	Director	Krungthai XSpring Securities Co., Ltd.
February 2021 – Present	Director	XSpring Capital Plc.
2016 – Present	Director	MG 1962 Warehouse and Distribution Co., Ltd.
December 2015 - Present	Director	Srisawad Corporation Public Co., Ltd.
2014 – Present	Director	Mali Group 1962 Co., Ltd.
2013 – Present	Director	Veyla Cha Am Residences Co., Ltd.
2008 – Present	Director	Ideas 1606 Co., Ltd.
2003 - Present	Directors	Talon Holdings Co., Ltd.
2002 - Present	Board of Directors	Thai Dairy Industry Co., Ltd.
6 November 2024 – 21 March 2025	Director	Absolute Sanctuary & Yoga Center (Koh Smui) Co., Ltd.
29 October 2024 – 21 March 2025	Director	Absolute Yoga Co., Ltd.
29 October 2024 – 21 March 2025	Director	Absolute Fit Food Co., Ltd.
29 October 2024 – 21 March 2025	Director	Absolute Pilates Co., Ltd.
29 October 2024 – 21 March 2025	Director	Pop Pilates Co., Ltd.
17 December 2018 – 29 March 2024	Director	Veyla Natai Residences (Villa) Co., Ltd.
9 November 2021 – 31 October 2023	Expert Committee Risk Management Member	National Housing Authority
March 2021 – June 2023	Director	Fast Money Co., Ltd.
26 October 2021 – 26 December 2022	Director	Bay Computing Co., Ltd.
15 October 2019 – 20 September 2021	Director	State Railway of Thailand
31 August 2020 – 20 September 2021	Director	S.R.T. Electrified Train Co., Ltd.
15 February – 20 May 2021	Director	Small and Medium Enterprise Development Bank of Thailand (SME)
20 December 2017- 29 February 2020	Director	Thai Airways International Public Co., Ltd.
13 June 2017- 10 November 2020	Director	Srisawad Finance Public Co., Ltd.

4.

Profile of the Independent Directors Proposed by The Company to act as Proxy for Shareholders

(Excluding independent Directors to be retired by rotation in the year 2025)

Name	Age (Years)	Positions	Address	Special conflict of interest* in the proposed agenda
1. MR. PHISUD DEJAKAISAYA	71	Chairman of Audit Committee, Independent Director,	Charn Issara Development Public Co., Ltd. 2922/200 New Phetchaburi Road, Bangkapi, Huey Kwang Bangkok 10320	No special conflict of interest in Agenda 1-13
2. MR.WITIT RATCHATANUN	71	Audit Committee, Independent Director,	Charn Issara Development Public Co., Ltd. 2922/200 New Phetchaburi Road, Bangkapi, Huey Kwang Bangkok 10320	No special conflict of interest in Agenda 1-13

3. MR. PINIT PUAPAN	58	Audit Committee, Independent Director,	Charn Issara Development Public Co., Ltd. 2922/200 New Phetchaburi Road, Bangkapi, Huey Kwang Bangkok 10320	No special conflict of interest in Agenda 1-13
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Remark:

1. Profiles of independent directors appear in the Annual Information Form / Annual Report (56-1 One-report), Attachment 1, Profile of Directors. disclosed on www.charnissara.com
2. Having a special interest As defined in the AGM Checklist is a disclosure. Only in the part of independent directors who will be proxies from shareholders whether they have any special interest in the agenda of this shareholders' meeting or not, for example, does he have a special interest in the agenda of the election of directors because he is the person who will must be re-elected as a director again
3. Independent directors who are nominated as proxies will proceed as the shareholders have given them as proxies. and if the proxy does not perform as assigned by the proxy Shareholders who have been damaged can exercise their rights to take legal action against the Company and their proxies.

(affix Baht 20 Duty Stamp)

Proxy Form B

Specific Proxy

Written at.....

Date...Month.....Year.....

(1) I/We..... Nationality.....
Residing at No..... Street Tambol/Kwang.....
Amphur/Kate..... Province Post Code.....

(2) Being a shareholder of Charn Issara Development PLC by holding a total number of
.....shares and is entitled to votes as follows:-
Ordinary shares shares, entitled to votes
Preference shares shares, entitled to votes

(3) Hereby appoint

(1)age years
Residing at house number Road Tambol/Kwang.....
Amphur/Kate..... Province Postcode
Mobil No.** E-Mail** or

(2) Mr. **PHISUD DEJAKAISAYA** (Chairman of Audit Committee, Independent Director,
Nomination and Remuneration Committee) age 71 years Residing at house number
2922/200 Road New Petchburi Tambol/Kwang Bangkok Amphur/Kate Huaykwang
Province Bangkok Metropolis Postcode 10310

(3) Mr. **MR.WITIT RATCHATATANUN** (Audit Committee, Independent Director) age 71
years Residing at house number 2922/200 Road New Petchburi Tambol/Kwang
Bangkapi Amphur/Kate Huaykwang Province Bangkok Metropolis Postcode 10310

(4) Mr. **MR. PINIT PUAPAN** (Audit Committee, Independent Director,) age 58 years
Residing at house number 2922/200 Road New Petchburi Tambol/Kwang Bangkok
Amphur/Kate Huaykwang Province Bangkok Metropolis Postcode 10310

One of those as my/our proxy to attend and vote on my/our behalf in the Annual General Meeting of
Shareholders 2026 to be held on April 22, 2026 Time 14.00 at 10th floor Charn Issara Tower II, No.
2922/200 New Petchburi road, Kwang Bangkok, Kate Huaykwang, Bangkok Metropolis or such
other date, time and place as the meeting may be adjourned.

(4) In this meeting, I hereby give my proxy to vote on my behalf as follows: -



Agenda No. 1 Chairman's Announcement (if any)

Agenda No. 2 To consider and adopt the minutes of the Ordinary General Shareholders' Meeting for the year 2025 which was held on 24 April 2025

The proxy is granted to vote on my behalf as it deems appropriate in all respects.

(1) The proxy is granted to vote at my desire as follows: -

Approve Disapprove Abstain

Agenda No. 3 To consider acknowledgement of the Annual Registration Statement / Annual Report (One Report) and the Board of Director's view on the operating results of the fiscal year 2025

This agenda is for acknowledgement and does not need to be voted.

Agenda No. 4 To consider for approve the Statement of Financial Position and Statement of Comprehensive Income which have already been examined by the Company's auditor for the fiscal year 2025 ended as of 31 December 2025

(1) The proxy is granted to vote on my behalf as it deems appropriate in all respects.

(2) The proxy is granted to vote at my desire as follows: -

Approve Disapprove Abstain

Agenda No. 5 To consider and approve omitted of dividend payment and omitted allocation of the legal reserve in the performance of the year 2025

(1) The proxy is granted to vote on my behalf as it deems appropriate in all respects.

(2) The proxy is granted to vote at my desire as follows: -

Approve Disapprove Abstain

Agenda No. 6 To consider and approve the appointment of Directors to replace those retiring by rotation. (Details of directors' biographies are shown in Attachment No. 3).

(1) The proxy is granted to vote on my behalf as it deems appropriate in all respects.

(2) The proxy is granted to vote at my desire as follows: -

Appointment of certain Directors

1. MR. Songkran Issara
position: CEO / Director

Approve Disapprove Abstain

2. MR.PRAVESVUDHI RAIVA
position: Independent Director

Approve Disapprove Abstain

3. MRS.TEERAPORN SRIJAROENWONG

position: Director / Managing Director

Approve Disapprove Abstain

Agenda No. 7 To consider the fixing of remuneration for the Board of Directors and Sub-Committee for the year 2026

- (1) The proxy is granted to vote on my behalf as it deems appropriate in all respects.
 (2) The proxy is granted to vote at my desire as follows: -

Approve Disapprove Abstain

Agenda No. 8 To consider and approve the appointment of the Company's auditors approved by the Securities and Exchange Commission Thailand and fixing of the auditors' remuneration for the fiscal year ended on 31 December 2026.

- (1) The proxy is granted to vote on my behalf as it deems appropriate in all respects.
 (2) The proxy is granted to vote at my desire as follows: -

Approve Disapprove Abstain

Agenda No. 9 To consider and approve the decrease of registered capital of the Company by cancelling the ordinary shares that has not yet been Offered and approve the amendment of clause 4 of the Company's memorandum of Association to be in line with the decrease of the Company's registered capital

- (1) The proxy is granted to vote on my behalf as it deems appropriate in all respects.
 (2) The proxy is granted to vote at my desire as follows:-

Approve Disapprove Abstain

Agenda No. 10 To consider and approve the increase of registered capital of the Company and approve the amendment of clause 4 of the Company's memorandum of Association to be in line with the increase of the Company's registered capital

- (1) The proxy is granted to vote on my behalf as it deems appropriate in all respects.
 (2) The proxy is granted to vote at my desire as follows: -

Approve Disapprove Abstain

Agenda No. 11 To consider and approve the allocation of the new ordinary shares

- (1) The proxy is granted to vote on my behalf as it deems appropriate in all respects.
 (2) The proxy is granted to vote at my desire as follows: -



Approve Disapprove Abstain

Agenda No. 12 To consider and approve the issuance and offering of the Debentures of the Company

(1) The proxy is granted to vote on my behalf as it deems appropriate in all respects.

(2) The proxy is granted to vote at my desire as follows: -

Approve Disapprove Abstain

Agenda No. 13 To consider other business (if any)

(1) The proxy is granted to vote on my behalf as it deems appropriate in all respects.

(2) The proxy is granted to vote at my desire as follows: -

Approve Disapprove Abstain

(5) In the event that any vote by proxy is found to be different from direction specified in this specific proxy form that vote shall be regarded as misrepresenting and not my vote as a shareholder.

(6) In the event that I do not specify my voting direction on any agenda or my direction is unclear or in the event that the Meeting considers or passes any resolutions in any matters other than those specified herein including the case where there is an amendment or an addition of any fact whatsoever then the proxy is allowed to consider and vote on my behalf as it deems appropriate.

Any act performed by the proxy in the Meeting, except for those vote(s) that are not in accordance with this specific proxy form, it shall be deemed as such acts had been done by myself in all respects.

Signed _____ Grantor
()

Signed _____ Proxy
()

Remarks

1. The shareholder appointing proxy must authorize only one proxy to attend and vote in the Meeting and may not split the number of shares to many proxies for splitting votes.
2. The agenda of electing Directors, a whole Board or any specific Director(s) may be elected.
3. In the event that there are more agendas to be considered in the meeting than those specified above The grantor can specify additional information in the proxy form to the Proxy Form B as attached
4. In case the shareholder wishes to cancel the proxy, this can be done by notifying the chairman in writing. or via email **narakorn@charnissara.com** before the meeting or at the latest before the start of voting for each agenda.
5. Shareholders should read the details of the meeting agenda before deciding to appoint a proxy.

Proxy Form (Form C)

(This form is used only if the shareholder is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody)

Issued

at.....

Date Month

.....Year.....

(1) I / We..... Nationality

.....

Residing at No. Road Sub-district.....

District.....Province..... Country Postal code.....

(2) In our capacity as the custodian for

.....

am / are a shareholder of the Charn Issara Development Public Company Limited, holding a total number ofshares and having Voting right details as follows:-

Holding..... ordinary shares that have voting rights of.....votes

Holdingpreference shares that have voting rights of.....votes

(5) Hereby appoint

(1)age years
Residing at house number Road Tambol/Kwang.....

Amphur/Kate..... Province Postcode

Mobil No.**..... E-Mail**..... or

(2) Mr. **PHISUD DEJAKAISAYA** (Chairman of Audit Committee, Independent Director, Nomination and Remuneration Committee) age 71 years Residing at house number 2922/200 Road New Petchburi Tambol/Kwang Bangkapi Amphur/Kate Huaykwang Province Bangkok Metropolis Postcode 10310

(3) Mr. **MR.WITIT RATCHATANUN** (Audit Committee, Independent Director) age 71 years Residing at house number 2922/200 Road New Petchburi Tambol/Kwang Bangkapi Amphur/Kate Huaykwang Province Bangkok Metropolis Postcode 10310

(4) Mr. **MR. PINIT PUAPAN** (Audit Committee, Independent Director,) age 58 years Residing at house number 2922/200 Road New Petchburi Tambol/Kwang Bangkapi Amphur/Kate Huaykwang Province Bangkok Metropolis Postcode 10310



One of those as my/our proxy to attend and vote on my/our behalf in the Annual General Meeting of Shareholders 2026 to be held on April 22, 2026 Time 14.00 at 10th floor Charn Issara Tower II, No. 2922/200 New Petchburi road, Kwang Bangkapi, Kate Huaykwang, Bangkok Metropolis or such other date, time and place as the meeting may be adjourned.

(6) In this meeting, I hereby give my proxy to vote on my behalf as follows: -

Agenda No. 1 Chairman's Announcement (if any)

Agenda No. 2 To consider and adopt the minutes of the Ordinary General Shareholders' Meeting for the year 2025 which was held on 24 April 2025

- The proxy is granted to vote on my behalf as it deems appropriate in all respects.
 (2) The proxy is granted to vote at my desire as follows: -
- Approve Disapprove Abstain

Agenda No. 3 To consider acknowledgement of the Annual Registration Statement / Annual Report (One Report) and the Board of Director's view on the operating results of the fiscal year 2025

This agenda is for acknowledgement and does not need to be voted.

Agenda No. 4 To consider for approve the Statement of Financial Position and Statement of Comprehensive Income which have already been examined by the Company's auditor for the fiscal year 2025 ended as of 31 December 2025

- (1) The proxy is granted to vote on my behalf as it deems appropriate in all respects.
 (2) The proxy is granted to vote at my desire as follows: -
- Approve Disapprove Abstain

Agenda No. 5 To consider and approve omitted of dividend payment and omitted allocation of the legal reserve in the performance of the year 2025

- (1) The proxy is granted to vote on my behalf as it deems appropriate in all respects.
 (2) The proxy is granted to vote at my desire as follows: -
- Approve Disapprove Abstain

Agenda No. 6 To consider and approve the appointment of Directors to replace those retiring by rotation. (Details of directors' biographies are shown in Attachment No. 3).

- (1) The proxy is granted to vote on my behalf as it deems appropriate in all respects.
 (2) The proxy is granted to vote at my desire as follows: -
- Appointment of certain Directors

4. MR. Songkran Issara
position: CEO / Director

Approve Disapprove Abstain

5. **MR.PRAVESVUDHI RAIVA**
position: Independent Director

Approve Disapprove Abstain

6. MRS.TEERAPORN SRIJAROENWONG
position: Director / Managing Director

Approve Disapprove Abstain

Agenda No. 7 To consider the fixing of remuneration for the Board of Directors and Sub-Committee for the year 2026

- (1) The proxy is granted to vote on my behalf as it deems appropriate in all respects.
 (2) The proxy is granted to vote at my desire as follows: -

Approve Disapprove Abstain

Agenda No. 8 To consider and approve the appointment of the Company's auditors approved by the Securities and Exchange Commission Thailand and fixing of the auditors' remuneration for the fiscal year ended on 31 December 2026.

- (1) The proxy is granted to vote on my behalf as it deems appropriate in all respects.
 (2) The proxy is granted to vote at my desire as follows: -

Approve Disapprove Abstain

Agenda No. 9 To consider and approve the decrease of registered capital of the Company by cancelling the ordinary shares that has not yet been Offered and approve the amendment of clause 4 of the Company's memorandum of Association to be in line with the decrease of the Company's registered capital

- (1) The proxy is granted to vote on my behalf as it deems appropriate in all respects.
 (2) The proxy is granted to vote at my desire as follows:-

Approve Disapprove Abstain



Agenda No. 10 To consider and approve the increase of registered capital of the Company and approve the amendment of clause 4 of the Company's memorandum of Association to be in line with the increase of the Company's registered capital

- (1) The proxy is granted to vote on my behalf as it deems appropriate in all respects.
 (2) The proxy is granted to vote at my desire as follows: -
- Approve Disapprove Abstain

Agenda No. 11 To consider and approve the allocation of the new ordinary shares

- (1) The proxy is granted to vote on my behalf as it deems appropriate in all respects.
 (2) The proxy is granted to vote at my desire as follows: -
- Approve Disapprove Abstain

Agenda No. 12 To consider and approve the issuance and offering of the Debentures of the Company

- (1) The proxy is granted to vote on my behalf as it deems appropriate in all respects.
 (2) The proxy is granted to vote at my desire as follows: -
- Approve Disapprove Abstain

Agenda No. 13 To consider other business (if any)

- (1) The proxy is granted to vote on my behalf as it deems appropriate in all respects.
 (2) The proxy is granted to vote at my desire as follows: -
- Approve Disapprove Abstain

(5) In the event that any vote by proxy is found to be different from direction specified in this specific proxy form that vote shall be regarded as misrepresenting and not my vote as a shareholder.

(6) In the event that I do not specify my voting direction on any agenda or my direction is unclear or in the event that the Meeting considers or passes any resolutions in any matters other than those specified herein including the case where there is an amendment or an addition of any fact whatsoever then the proxy is allowed to consider and vote on my behalf as it deems appropriate.

Any act performed by the proxy in the Meeting, except for those vote(s) that are not in accordance with this specific proxy form, it shall be deemed as such acts had been done by myself in all respects.

Signed _____ Grantor
()

Signed _____ Proxy
()

Remarks

6. The shareholder appointing proxy must authorize only one proxy to attend and vote in the Meeting and may not split the number of shares to many proxies for splitting votes.
7. The agenda of electing Directors, a whole Board or any specific Director(s) may be elected.
8. In the event that there are more agendas to be considered in the meeting than those specified above The grantor can specify additional information in the proxy form to the Proxy Form B as attached
9. In case the shareholder wishes to cancel the proxy, this can be done by notifying the chairman in writing. or via email narakorn@charnissara.com before the meeting or at the latest before the start of voting for each agenda.
10. Shareholders should read the details of the meeting agenda before deciding to appoint a proxy.

(5) In the event that any vote by proxy is found to be different from direction specified in this specific proxy form that vote shall be regarded as misrepresenting and not my vote as a shareholder.

(6) In the event that I do not specify my voting direction on any agenda or my direction is unclear or in the event that the Meeting considers or passes any resolutions in any matters other than those specified herein including the case where there is an amendment or an addition of any fact whatsoever then the proxy is allowed to consider and vote on my behalf as it deems appropriate.

Any act performed by the proxy in the Meeting, except for those vote(s) that are not in accordance with this specific proxy form, it shall be deem as such acts had been done by myself in all respects.

Signed..... Grantor

(.....)

Signed..... Proxy

(.....)

- Remarks :**
1. This Form C is used only if the shareholder whose name is in the shareholders' register is an offshore investor who appoints a local custodian in Thailand to keep his / her shares in the custody.
 2. The necessary evidence to be enclosed with this proxy form is:
 - (1) the power-of-attorney granted by the shareholder to the custodian by which the custodian is appointed to sign the proxy form on the shareholder's behalf: and
 - (1) a certification that the authorized signatory of the proxy form is licensed to operate the custodian business.
 3. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than on proxy in order to divide the votes.
 4. As regards the agenda to appoint directors, the meeting may consider appointing the entire



board or any director(s).

5. In case there is other business to be discussed in addition to those specified above, the grantor may make additional authorization in the Attachment to Proxy Form C.

Supplement to Proxy Form C.

The appointment of proxy holder by the shareholder of Charn Issara Development Public Company Limited.

At the 2026 Annual General Meeting of Shareholders on 22 April 2026 at 14.00 hours at 21st floor, Charn Issara Tower II, New Petchburi Road, Bangkok, Huay Kwang, Bangkok 10320 or at any adjournment thereof to any other date, time and place.

..... Agenda.....Subject.....

- (a) The proxy has the rights to consider the matter and vote on my / our behalf as he / she deems appropriate in all respects.
- (b) The proxy is allowed to vote in accordance with my / our following instructions:
 - Approve Object Abstain

Agenda.....Subject.....

- (a) The proxy has the rights to consider the matter and vote on my / our behalf as he / she deems appropriate in all respects.
- (b) The proxy is allowed to vote in accordance with my / our following instructions:
 - Approve Object Abstain

Agenda.....Subject.....

- (a) The proxy has the rights to consider the matter and vote on my / our behalf as he / she deems appropriate in all respects.
- (b) The proxy is allowed to vote in accordance with my / our following instructions:
 - Approve Object Abstain

Agenda.....Subject.....

- (a) The proxy has the rights to consider the matter and vote on my / our behalf as he / she deems appropriate in all respects.
- (b) The proxy is allowed to vote in accordance with my / our following instructions:
 - Approve Object Abstain

Agenda.....Subject To consider the election of directors

(continued)

Name of Director.....

- Approve Object Abstain

Name of Director.....

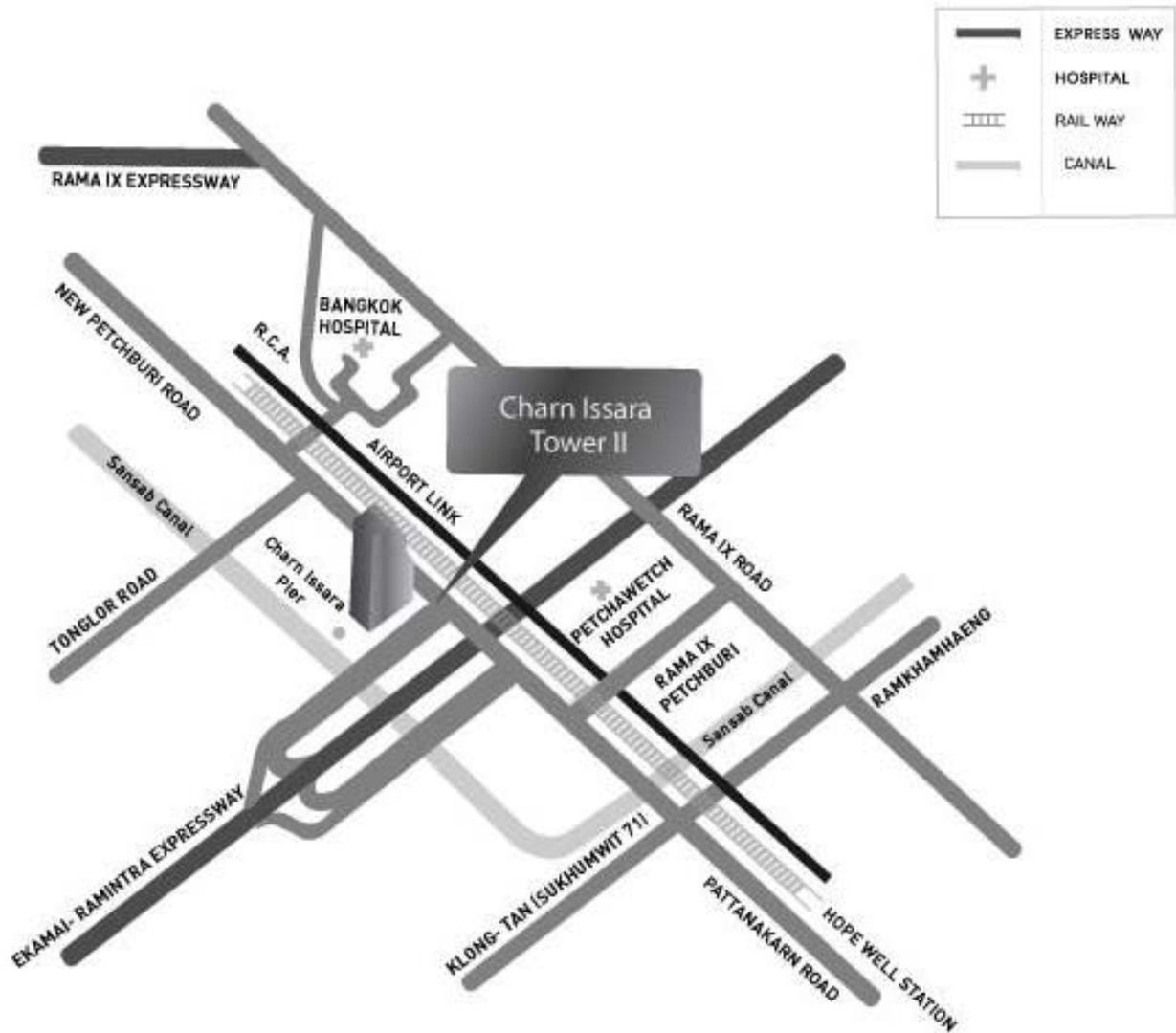
- Approve Object Abstain

Name of Director.....

- Approve Object Abstain



CHARN ISSARA DEVELOPMENT PCL.
10th floor, Conference room, Charn Issara Tower 2
2922/200 New Petchburi Road, Bangkok,
Huay Kwang, Bangkok 10320
Tel : 0-2308-2020



Question form in advance according to the agenda of the 2026

Annual General Meeting of Shareholders

Charn Issara Development Public Co., Ltd.

On 22 April 2026, 2.00 pm.

At 21 floor, Charn Issara Tower II

2922/200 New Phetchaburi Road, Bangkok, Huey Kwang Bangkok 10320

Dear Company Secretary

CHARN ISSARA DEVELOPMENT PCL. (“CI”)

I / We.....

Please mark ✓ ()

() Shareholders of Charn Issara Company Development Public Company Limited

() Proxies from..... which is a shareholder Charn Issara Company

Development Public Company Limited has questions about agenda. in the Annual General Meeting (AGM

2026) of CI as follows:

.....

.....

Remarks: Please completing the above details and send it back to Charn Issara Company Development PLC within April 21, 2026 at 5:00 p.m. to email narakorn@charnissara.com

Any question please contact: Mr. Narakorn Boonbumrung Tel. 02-308 2020 ext. 522





(Encls.12)

Request form for annual report 2024 (56-1 One Report)
(Hard copy)

Dear shareholders

The Company has prepared the Annual Information Form / Annual Report (56-1 One Report) (which shows the financial statements) for the year 2025 in QR code format and has sent to the shareholders together with this meeting invitation letter.

If a shareholder wishes to request the Annual Information Form / Annual Report 2025 in hard copy format which has the same content as in the QR code, please fill out this form. and put it in the business envelope that has been attached with the meeting invitation letter and send it back to the company or send the form via or send it via E-mail at narakorn@charnissara.com to continue delivering to you.

I/we

Address

.....

.....

Phone number..... e-Mail.....



LIVE EXCELLENCE



**บริษัท ชาญอิสสระ ดีเวลลอปเม้นท์ จำกัด (มหาชน)
Charn Issara Development Public Company Limited**

2922 / 200 ถนนเพชรบุรีตัดใหม่ แขวงบางกะปิ เขตห้วยขวาง กรุงเทพฯ 10310 (ประเทศไทย) โทรศัพท์ : 0-2308-2020
2922 / 200 New Petchburi Road, Bangkok, Huay Kwang Bangkok 10310, (Thailand) Tel : 02-308-2020

www.charnissara.com