

No. BC. 004/2025

March 15, 2025

Subject: Invitation to the 2025 Annual General Meeting of Shareholders

Attention: Shareholders
Humanica Public Company Limited

Enclosures:

1. Registration Form
2. Copy of the Minutes of the 2024 Annual General Meeting of Shareholders held on April 25, 2024
3. The 2024 Annual Registration Statement/Annual Report (Form 56-1 One Report) in the form of QR Code
4. Name list and profiles of the directors who are retiring by rotation and being nominated
5. Details of independent directors (support the appointment of shareholders' proxy)
6. Guidelines for registration, Proxy Method, Presented Document before the Meeting, Voting and Counting of Votes for the 2025 Annual General Meeting of Shareholders
7. Articles of Association of the Company in relation to the Shareholders' Meeting
8. Map of the Venue of the Shareholder's Meeting
9. Proxy Form (Form A)
10. Proxy Form (Form B)
11. Proxy Form (Form C)

Following the Board of Directors Meeting No. 1/2025 of Humanica Public Company Limited (the "Company") held on February 27, 2025, has passed a resolution to approve the 2025 Annual General Meeting of Shareholders to be convened, which will be held on Thursday, April 29, 2025 at 10.00 a.m. at Humanica Public Company Limited No. 2 Soi Rongmuang 5, Rongmuang Road, Rongmuang, Pathumwan, Bangkok.

Since the Company provides shareholders with the opportunity to propose the agenda for the 2025 AGM of shareholders and the names of the qualified candidates for being nominated as company's Board of Directors in accordance with the criteria as announced in advance during November 28, 2024 to December 31, 2024 but none were proposed, the Board of Directors has determined and published the agenda and details of the meeting on the Company's website: www.humanica.com since March 24, 2025.

The agenda and details are as follows:

Agenda 1 To consider and approve the minutes of the Annual General Meeting of Shareholders 2024.

Facts and Rationales

The 2024 Annual General Meeting of Shareholders held on April 25, 2024 has considered matters in accordance with the regulations and laws. The Company has prepared and submitted the Minutes of the 2024 Annual General Meeting of Shareholders (the "AGM") to the Stock Exchange of Thailand within 14 days from the date of the AGM as required by law and had also posted it on the Company's website at www.humanica.com for the shareholders to acknowledge and examine its accuracy within a reasonable period of time. Nobody raised any objection or requested an amendment to the Minutes. The Minutes are shown in Enclosure 2. Therefore, it was deemed appropriate to present the Minutes of the AGM to the 2025 AGM for acknowledgment.

Opinion of the Board of Directors

The Board of Directors deemed it appropriate to propose the Minutes of the AGM to the 2024 Annual General Meeting of Shareholders for certification as set out under Enclosure 2. The details of Minutes of the AGM recorded are true and complete. Further, it had not appeared that there were shareholders, stakeholders, or other relevant persons objected, opposed, or refuted in any way since the disclosure of the said minute through the Company's website.

Votes for Approval

A resolution on this agenda item shall be approved by a majority votes of shareholders, attending the meeting and casting their votes.

Agenda 2 To acknowledge the operating results for the year ended December 31, 2024.

Facts and Rationales

To comply with Section 113 of the Public Company Act B.E. 2535 (including its amendment) ("Public Company Act"), the Board of Director is required to arrange to have the Annual Report and circulate to the shareholders of the Company with the invitation to the Annual General Meeting. The Company has prepared the report and the overall performance for the year ended December 31, 2024, details of which are true and complete in accordance with the criteria specified by the Public Company Act and regulations of the Securities and Exchange Commission. The Company, therefore, provided the overall performance for the year ended December 31, 2024 in a QR Code Format and the invitation to the Annual General Meeting for the shareholders' consideration, as set out in Enclosure 3.

Opinion of the Board of Directors

The Board of Directors deemed it appropriate to propose the operating result for the year ended December 31, 2024 to the Meeting of Shareholders for acknowledgement without resolution.

Votes for Approval

The agenda item is for acknowledgement, and therefore no votes shall be casted.

Agenda 3 To consider and approve the financial statement for the year ended December 31, 2024.

Facts and Rationales

To comply with section 112 of the Public Company Act and Clause 55 of the Company's Article of Association, the Board of Directors is required to arrange to have the financial statement at the end of the Company's fiscal year (ended December 31 of every years) and proposed to shareholders at the Annual General Meeting of Shareholders for further consideration and approval. The Company proposed the Financial Statement and Consolidated Financial Statements for the year ended December 31, 2024 of the Company and subsidiaries which have been considered by the Audit Committee and audited by the certified auditor to the Annual General Meeting of Shareholders for consideration as set out in Enclosure 3, with the essential details as follows:

Items in Consolidated Financial Statements	Accounting period ended December 31,	
	2023	2024
Total Assets (Million Baht)	4,099.34	4,215.44
Total Debt (Million Baht)	499.65	529.65
Shareholders' Equity (Million Baht)	3,599.69	3,685.79
Total Revenue (Million Baht)	1,336.68	1,470.13
Net Profit (Million Baht)	307.61	345.57
Earnings per Share (Baht/Share)	0.36	0.40

Opinion of the Board of Directors

The Board of Directors deemed it appropriate to propose to the Meeting of Shareholders to consider and approve the Financial Statement and Consolidated Financial Statements for the year ended December 31, 2024 of the Company and subsidiaries which have been audited by the certified auditor of the Company and considered by the Audit Committee and the Board of Directors of its correctness.

Votes for Approval

A resolution on this agenda item shall be approved by a majority votes of shareholders, attending the meeting and casting their votes.

Agenda 4 To consider and approve the allocation of the net profit as dividend payment for the year 2024.

Facts and Rationales

The Company has its dividend payment policy at the rate of not less than fifty (50) percent of the adjusted net profits based on the Company's financial statement after deducted by the corporate income tax. However, the dividend payment is subjected to the investment plan, conditions and limitations as stipulated in the loan agreement and other relevant agreement (if any) as well as operational result and other relevant matters as the Board of Directors may consider and amend such dividend payment policy from time to time to be appropriate for the necessity and growth for the Company's investment in the future as well as necessity of capital investment and cash flow, in which the payment of dividend will no excess accrued profit as appeared in the Separate Financial Statements and shall be in accordance with the law. Nevertheless, the Board of Directors may consider annual dividends, subject to the approval of the Shareholders' Meeting unless the interim dividends which the Board of Directors may pay interim dividends to shareholders from time to time, upon viewing that the Company has adequate profit to do so and inform the next Shareholders' Meeting for the acknowledgement.

According to Section 115 and Section 116 of the Public Company Act and Clause 47 – 50 of the Company's Articles of Association required the Company to pay dividends from its profit only and not to pay dividends other than out of profits. In the case where the Company still has an accumulated loss, no dividend shall be paid. Dividends shall be distributed according to the number of shares, with each share receiving an equal amount and payment of dividends shall be approved by the meeting of shareholders. The Company is required to set aside at least five (5) percent of its net annual profit as a legal reserve until it reaches ten (10) percent of the Company's registered Capital. As of December 31, 2024, the Company's legal reserve was 43.87 million baht, which is 10% of the registered capital as required by law.

With regard to the dividend payment for the year 2024, the Company paid an interim dividend on September 11, 2024, calculated at the rate of Baht 0.12 per share in the amount of Baht 104,093,229.12. In this regard, the Board of Directors has recommended to

propose to the shareholders of the Company to consider and approve to pay the additional dividend from the result of the operation and the net profit from July 1, 2024 – December 31, 2024 calculated at Baht 0.18 per share in the amount of Baht 156,139,843.68 or in the total amount of Baht 260,233,072.80 annually, calculated at Baht 0.30 per share annually, or 80.0 percent of the profit of the year according to the Company's dividend payment policy. Comparison of the dividend payment with the preceding year is as follows:

	2023	2024
Separate net profit (Baht)	235,483,834.36	325,406,160.20
Earnings per share**	0.27	0.38
- Interim dividends	0.08	0.12
- Annual dividends	0.14	0.18*
Total dividends (Baht)	190,837,586.72	260,233,072.80
Proportion of dividend payment (including interim dividends)	81.0 percent	80.0 percent

* If it is approved by the shareholders at the 2025 Annual General Meeting of Shareholders.

**Basic earnings per share calculated by dividing profit for the year (excluding other comprehensive income) by the weighted average number of shares outstanding during the year.

However, the entitlement to the dividends remains uncertain until it is approved by the shareholders at the 2025 Annual General Meeting of Shareholders. In the event that the dividend payment as proposed by the Board of Directors is approved by the Annual General Meeting of Shareholders, the Board of Directors determined the Record Date as on May 9, 2025 which the shareholders whose names appear on the name list of shareholders shall be entitled to the dividend and the dividend payment shall be made on May 27, 2025.

Opinion of the Board of Directors

The Board of Directors deemed it appropriate to propose to the Meeting of Shareholders for approval for the dividend payment from the result of the operation from July 1, 2024 – December 31, 2024 as follows:

1. Acknowledgement of the Company's legal reserve as of December 2024 having reached 43.87 million baht, which is 10% of the registered capital, as required by law.
2. Acknowledgement of interim dividend payment on September 11, 2024, at the rate of Baht 0.12 per share, and consideration of dividend payment from the result of the operation and the net profit from July 1, 2024 – December 31, 2024, calculated at Baht 0.18 per shares. The dividend payment shall be paid on May 27, 2025, and the list of shareholders who are entitled to receive the dividend is determined on May 9, 2025 (Record Date). The proposed dividend payment is in line with the Company's dividend policy. Details of the proposed dividend payment are as follows:
 - 2.1 Dividend from Non-BOI Promoted Profit: At a rate of 0.15 baht per share, amounting to 131.14 million baht;
 - 2.2 Dividend from BOI Promoted Profit: At a rate of 0.03 baht per share, amounting to 25.00 million baht.

The Company will deduct withholding tax for income from receiving dividend at the rate prescribed by law.

Votes for Approval

A resolution on this agenda item shall be approved by a majority votes of shareholders, attending the meeting and casting their votes.

Agenda 5 To consider and approve the appointment of directors in replacement of those who must retire by rotation.

Facts and Rationales

For the compliance with the Public Company Act and Clause 18 of the Company's Article of Association, at every Annual General Meeting of Shareholders, one-third (1/3) of all directors are due to retire by rotation, if the number of directors cannot be divided exactly into three parts, directors in a number closest to one-third (1/3) shall retire. The directors to retire during the first and second years following the registration of the Company shall be drawn by lots. In every subsequent year, the directors who have been longest in office shall retire. A director who vacates office under this section may be re-elected. In this 2025 Annual General Meeting of Shareholders, the directors who retired by rotation shall be the following 3 directors.

- | | | | |
|-----|------------|------------------|--|
| (1) | Mr. Patai | Padungtin | Independent Director |
| (2) | Mrs. Kanya | Ruengprateepsang | Audit Committee and Independent Director |
| (3) | Mr. Gordon | Enns | Director |

Additionally, to comply with the policy to promote good governance and demonstrate the fair and equitable treatment of all shareholders, the Company offered the shareholders right to nominate the person with suitable qualifications to be considered and elected as the director for the 2025 Annual General Meeting of Shareholders in advance from November 28, 2024 to December 31, 2024 by publicizing for the shareholders' acknowledgement through the Company's website, www.humanica.com. Upon the lapse of such period, it appeared that no shareholder has nominated any person to be considered and elected as the director.

In this regard, the Nomination and Remuneration Committee who have nothing at stake considered the suitability of the Board of Directors for the year 2025 with the benefit of the Company's operation, the qualifications, knowledge, and experience of such three retiring directors in various prospects, and determined that such three retiring directors are versatile, full of experiences and expertise which will support the Company's business operation. In addition, such three directors are not forbidden and also meet the qualifications of directors required under the Public Company Act and the Securities and Stock Exchanges notifications. It is deemed appropriate to re-elect 3 directors who shall be retired by rotation to resume their position for another term. With regard to Mr. Patai Padungtin and Mrs. Kanya Ruengprateepsang, the Company's Board of Directors which possesses no interest in this agenda has considered that these two persons have full and complete qualifications to be the independent directors in accordance with the terms and conditions of the qualification of the Company's independent directors and the relevant regulations which the independent director is able to independently opine his/her opinion. The details of list of directors and biographies of the directors who are retiring by rotation and nominated for re-appointment as appear in [Enclosure 4](#).

Opinion of the Board of Directors

The Board of Directors who have nothing at stake considered the consideration process of the Nomination and Remuneration Committee regarding the policy of recruiting directors and opined that the retiring directors are the persons with the qualifications as stipulated by the law, suitable for the company's business as well as with knowledges, competencies, experience in various fields related to the operation which will be useful and help support the business of the Company. For independent directors, they also meet the requirements of the Capital Market Supervisory Board and The Good Corporate Governance Principles. It is therefore deemed appropriate to propose to the Meeting of Shareholders to re-elect (1) Mr. Patai Padungtin; (2) Mrs. Kanya Ruengprateepsang; and (3) Mr. Gordon Enns to resume their previous position for another term.

Votes for Approval

A resolution on this agenda item shall be approved by majority votes of shareholders, attending the meeting and casting their votes. For the compliance with good governance of the company regarding the election of directors, this matter will be proposed to the Meeting of Shareholders for consideration in electing the directors individually.

Agenda 6 To consider and approve the directors' remuneration for the year ended December 31, 2025.

Fact and Rationale

In order to comply with Section 90 of the Public Company Act which dictates that the payment of remuneration for directors shall be in accordance with the resolution of the shareholders' meeting which consisted of not less than two-thirds of the total number of votes of the shareholders present at the meeting.

The Company sets the criteria and procedures for determining the remuneration of directors. The Nomination and Remuneration Committee will consider the directors' remuneration annually and present to the Board of Directors to consider and propose to the shareholders' meeting for further consideration.

The Nomination and Remuneration Committee considered the determination of remuneration of the directors and the sub-committee for the year 2025 by comparing with the information of remunerative payment of the other listed companies within the same type of business including the appropriation of the business expansion and agreed to propose the directors' remuneration for the year 2025 as follows:

a. Remuneration of the Board of Directors and Sub-Committee

Position	Year 2024 Meeting Allowance (Baht/Person/Time)	Year 2025 (Proposed Year) Meeting Allowance (Baht/Person/Time)
Chairman of Directors	35,000	35,000
Directors	25,000	25,000
Chairman of Audit Committee	30,000	30,000
Audit Committee	25,000	25,000
Chairman of the Nomination and Remuneration Committee	15,000	15,000
Nomination and Remuneration Committee	10,000	10,000
Chairman of the Investment Committee	15,000	15,000
Investment Committee	10,000	10,000

b. Performance Bonus for 2025

- No performance bonus for 2025 shall be paid to the Company's Board of Directors. (2024: None)

c. Other Benefits

- No other benefits for 2025 shall be paid to the Company's Board of Directors. (2024: None)

Opinion of the Board of Directors

The Board of Directors considered by the consideration of the Nomination and Remuneration Committee in connection with the appropriateness of directors and sub-committees' remunerations and comparability with the market and listed companies in the same industry. They are also in line with the company's performance, scope of authority and responsibilities, and the annual performance of

each director. It is deemed appropriate to propose to the Meeting of Shareholders consider and approve the directors and sub-committees' remuneration for the year 2025, as described above.

Votes for Approval

A resolution on this agenda shall be approved by the votes of not less than two-third (2/3) of the total votes of the shareholders attending the meeting.

Agenda 7 To consider and approve the appointment of auditor and the determination of audit fee for the year ended December 31, 2025.

Fact and Rationale

For the compliance of Section 120 of the Public Company Act, it is required that the Annual General Meeting of Shareholders to consider the appointment of auditor and to determine the audit fee of the Company at every year. The former auditor may be re-appointed. The auditor shall not be a director, staff, employee, or person holding any position in the Company. However, with reference to the Notification of the Capital Market Supervisory Board which prescribes that in the occurrence that the auditor of a listed company in the Stock Exchange of Thailand has performed his/her duties on reviewing or auditing and expressing opinion on the financial statements of such listed company for more than seven (7) accounting periods (regardless of consecutiveness), such listed company must rotate its auditor. The listed company may appoint a new auditor from the same audit firm as that of the previous auditor. The listed company may re-appoint the same auditor who is retired by rotation pursuant to the aforementioned condition only if it passes the lapse of at least five (5) consecutive accounting periods from the date on which such auditor has vacated from his/her duty.

Opinion of Audit Committee

The Audit Committee has thoroughly considered both in terms of expertise working standards and the appropriateness of the remuneration. It was proposed to the Board of Directors' meeting to appoint an auditor from PricewaterhouseCoopers ABAS Limited ("PWC") as the Company's auditor for the year 2025 as PWC is a leading international auditing firm with strong auditing experience and expertise, a good understanding of the Company's business, a proven record of efficient and standardized work processes, and audit fee appropriate for the amount of work and comparable to the rates applied to other listed companies in the same industry. Furthermore, PWC performed to a high standard in their work over the past year. The Audit Committee thus deemed it appropriate to propose the Board of Directors to submit to the Annual General Meeting of Shareholders for approval.

Opinion of Board of Directors

The Board of Directors has considered approving, as proposed by the Audit Committee, that it is appropriate to propose the 2025 Annual General Meeting of Shareholders to consider approving the appointment of the auditors from PWC to be the auditor of the Company and its 4 subsidiaries for the third year in 2025 and determining the audit fee for the year 2025 with details as follows:

1. Appointment of the following auditors from PWC to be the Company's auditor

Name of Auditor	Certified Public Accountant No.	Year(s) of the appointment as the Company's auditor
1. Ms. Rodjanart Banyatananusard	8435	Being the auditor who expressed opinion and signed on the Company's financial statements for year 2023 and year 2024, totaling 2 years
2. Mr. Boonrueng Lerdwiseswit	6552	Never expressed opinion and signed on the Company's financial statements
3. Mr. Kan Tanthawirat	10456	Never expressed opinion and signed on the Company's financial statements

to singly act as the auditor and give opinion on the Company's financial statements. In the absence of the above-named auditors, PWC is authorized to identify one other Certified Public Accountant within PWC to act as the auditor and give opinion on the financial statements of the Company and its subsidiaries in place of such auditor.

It is noted that PWC and the auditors named above have no relationship with, or any interest in, the Company, its subsidiaries, management, major shareholders or their respective related persons in the manner which may have affected their independent performance of auditing duties.

The auditor of the Company and the auditor of its subsidiaries are of the same auditing firm except 3 overseas subsidiaries and 4 subsidiaries in Thailand which have external auditors from other audit firms due to the suitability of size and business operations. However, the Board of Directors will ensure that the consolidated financial statements will be completed on a timely basis.

2. Determination of audit fee for the year 2025

The remuneration in services for auditing in year 2025 at totaling Baht 7,330,000 per year for annually auditing the Company's separated financial statements and consolidated financial statements and for quarterly reviewing the above mentioned financial statements, increase Baht 89,400 or 1.2% from 2024.

	2024 (Baht)	2025 (Proposal) (Baht)
Audit Fee of the Company	2,750,000	2,887,000
Audit Fee for 3 subsidiaries	1,030,000	1,040,000
Audit fee for 7 subsidiaries by other audit firms	1,240,600	1,240,600
Audit fee for DataOn Group	1,870,000	1,962,400
Non-Audit Fee	150,000	-
Non-Audit Fee (One-time audit)	200,000	200,000
Total*	7,240,600	7,330,000

*The audit fee above excludes miscellaneous related expenses such as document/printing, communication exclude and VAT.

Votes for Approval

A resolution on this agenda item shall be approved by a majority votes of shareholders, attending the meeting and casting their votes.

Agenda 8 To consider other agenda

In addition to the agenda items that the Board of Directors has set for the 2025 Annual General Meeting of Shareholders, this agenda item is set to provide an opportunity for shareholders to ask questions and/or provide suggestions that are beneficial to the Board of Directors and/or to provide the Board of Directors with an opportunity to clarify any questions or concerns (if any).

However, if a shareholder wishes to propose for the meeting to consider other matters in addition to those specified in the notice of meeting, such shareholder must meet the conditions set forth in Section 105, Paragraph 2 of the Public Limited Companies Act. Shareholders holding shares in aggregate of not less than one-third (1/3) of the total number of issued shares may request the meeting to consider matters other than those specified in the notice of meeting. However, for the sake of transparency and to give equal rights to all shareholders, it is not advisable to add agenda items to consider other matters not specified in the notice of meeting for the shareholders of the Company to consider and approve.

The Company, hereby, invites the Shareholders to attend the 2025 Annual General Meeting of Shareholders at the abovementioned date, time, and venue. The Company has scheduled the date to determine the names of the shareholders who are entitled to attend the 2025 Annual General Meeting of Shareholders (Record Date) on March 14, 2025. In this regard, the Company will arrange the registration and documents submission at the meeting venue on the meeting date from 9.00 a.m. onwards.

In order to accelerate and facilitate the registration process, the Company has also publicized the notice Annual General Meeting of Shareholders together with the supplementary documents and other relevant documents on the Company' s website (www.humanica.com) since March 24, 2025.

In case that the shareholders are able to attend the meeting, please bring your identification card to show, the Shareholder, who is unable to attend yourself and wishes to appoint a representative to attend and vote at the meeting on his/her behalf, please completed and duly executed the enclosed proxy (form A or B only) as appears in [Enclosure 9](#) and [Enclosure 10](#) affix stamp Baht 20 as well as attach documents or evidence presenting the shareholders status who entitled to attend the meeting and deliver to the meeting prior to the meeting commencing. In this regard, the Company request you to deliver such Proxy to the Company before April 21, 2025.

While for the foreign shareholders who has appointed a Custodian as the share depository and keeper, please use Proxy Form C. (as appear in [Enclosure 11](#)).

Shareholders wish to appoint the Company's independent director as a proxy to attend the meeting and vote on their behalves, the shareholder can appoint a proxy by using Proxy Form for the Company's independent director Mr. Patara Yongvanich, the detail appear in [Enclosure 5](#), who possess no special interest rather than other directors, to attend the meeting and vote on the shareholders' behalves.

The Company uses the barcode system for registration and vote counting to expedite the process of the registration and processing of votes. The shareholders and proxies are invited to attend the meeting and kindly bring the registration form ([Enclosure 1](#)) and other supporting documents (Details as per Enclosure 6) to present on the meeting date.

Any queries in relation to the meeting agenda are requested to be sent in advance to:

Attention: Mr. Thammanoon Korkiatwanich,

Company Secretarial,

Humanica Public Company Limited

No. 2 Soi Rongmuang 5, Rongmuang Road, Rongmuang, Pathumwan, Bangkok 10330

or via e-mail: Thammanoon.k@humanica.com

Sincerely yours,



Mr. Anotai Adulbhan
Chairman of the Board

**Minutes of the 2024 Annual General Meeting of Shareholders
of
Humanica Public Company Limited**

Date, Time and Venue

Humanica Public Company Limited (the "Company") held the 2024 Annual General Meeting of Shareholders on 25 April 2024 at 10.00 a.m. at the Company located at 2 Soi Rongmuang 5, Rongmuang Road, Rongmuang, Pathumwan, Bangkok 10330.

Preliminary Procedures

Miss Thanunya Piphitwanichakorn acted as the moderator of the 2024 Annual General Meeting of Shareholders (the "Meeting") of the Company, and Mr. Anotai Adulbhan, the Chairman of the Board of Directors, acted as the Chairman of the Meeting (the "Chairman"). The moderator introduced the attending directors, executives, auditors, and legal advisors in the following order:

Attending Directors

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|----|-------------------------|--|
| 1. | Mr. Anotai Adulbhan | Chairman of the Board of Directors and Nomination and Compensation Committee |
| 2. | Mr. Soontorn Dentham | Vice Chairman of the Board of Directors and Chief Executive Officer |
| 3. | Mr. Patara Yongvanich | Chairman of the Audit Committee and Independent Director |
| 4. | Ms. Piyaporn Phanachet | Chairman of the Nomination and Compensation Committee, Audit Committee Member and Independent Director |
| 5. | Mr. Thanachart Numnonda | Independent Director and Audit Committee Member and and Nomination and Compensation Committee |
| 6. | Mr. Patai Padungtin | Independent Director |
| 7. | Mr. Gordon Enns | Director and Chief Technology Group |

There were 7 directors attended the Meeting, representing 100% of the total number of directors.

Remark : Due to Mr. Gordon Enns being on assignment in Indonesia, the meeting will be conducted online instead.

However, Mr. Patai Padungtin, an independent director, are authorized by the minor shareholders. Hence, the independent directors have no interests and special interests in every meeting agenda. Except for Agenda No. 6 "To consider and approve the directors' remuneration for the year 2024", which constitutes as special interests.



Attending Executives

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|--------------------|---------------|--|
| 1. Ms. Chuenchom | Techarungkiat | Chief Operating Officer – Human Resources Solutions |
| 2. Mrs. Sasithorn | Hirunsak | Chief Operating Officer – Financial and Accounting Solutions |
| 3. Ms. Hataichanok | Suwanjang | Chief Technology Officer |
| 4. Mr. Thammanoon | Korkiatwanich | Chief Financial Officer and Company Secretary |
| 5. Mr. Somsak | Tantitanawat | Managing Director of Tiger Soft (1998) Co., Ltd. |

Auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.

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|------------------|-----------------|---------------|
| 1. Ms. Rodjanart | Banyatananusard | Audit Partner |
| 2. Ms. Sopaphun | Paisansakwanich | Audit Manager |

Legal Advisor from Benja Advisory Co., Ltd.

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|---------------|--------------|
| 1. Mr. Lirlit | Petchvorakul |
|---------------|--------------|

At the preliminary procedures of the Meeting, there were 835 shareholders and proxies attending the Meeting. The total number of shares represented was 697,974,842 shares, which was equivalent to 80.4634 percent of the total number of shares sold for 867,443,576 shares. Thus, the quorum was attained pursuant to Article 37 of the Company's Articles of Association. The shareholder registration and counting of votes were undertaken by OJ International Co., Ltd.

Afterward, the moderator informed the Meeting that in accordance with the good corporate governance regarding the counting of votes, the Company informed the guideline for voting and counting of votes with the details as follows:

1. Every shareholder and proxy shall be entitled to one vote for one share. Every shareholder and proxy shall not divide the number of shares to split the votes, except for a custodian of foreign investors holding Proxy Form C. For proxies holding Proxy Form B., voting must be done in accordance with the choices pre-determined by the grantor. The 3 choices of voting at the Meeting were approved, disapproves or abstains.
2. The registration officer will issue voting cards for the following cases:
 - Shareholders present in person.
 - Proxy holders, both for those who have been granted proxy in Form B and Form C. In cases where the proxy giver authorizes the proxy holder to vote on their behalf in the specified term, votes will be counted using barcode systems, and results will be announced at the end of that meeting term. In the event of a tie, the chairperson shall have the right to cast the deciding vote.
3. Registration officers will not issue voting cards in cases where the proxy giver has specified voting instructions for various agenda items, granting the proxy holder the authority to attend the meeting on their behalf and vote according to the proxy giver's wishes.

4. Before casting votes on each agenda, shareholders would be allowed to make inquiries which would be related to such agenda. Shareholders having queries shall raise their hands and state the name-surname to the Meeting.
5. For the vote counting process, the company will utilize a barcode-based system to ensure the convenience and efficiency of all shareholders. During the meeting, votes will be cast by a show of hands for quick tallying. For each agenda item, the meeting will call for the collection of voting cards. In cases where attendees wish to vote against or abstain, they will only need to abstain from raising their voting cards.
6. If any shareholder or proxy holder wishes to leave the meeting before its conclusion and desires to vote on the remaining agenda items, please submit your voting card along with your signature to the registration officer before exiting the meeting room. The company will ensure that your votes are recorded accordingly.
7. The voting results will be announced after the chairman requests shareholders' approval for each agenda item. These results will encompass the total votes from shareholders present in person, proxy holders who have been authorized to vote, and instances where voting instructions have been provided in advance through proxies.
8. In the event of a tie in the voting results, the chairman will cast an additional vote to break the deadlock.
9. This meeting will consider voting cards void in the following cases:
 - Multiple selections marked on the card.
 - Changes made to the votes without accompanying signatures.
 - Failure to sign the voting card.

For the approval of resolutions on agenda items 1, 3, 4, 5, and 7, it must pass with the majority vote of shareholders present and voting. Agenda item 2 is for informational purposes only and does not require a vote. Agenda item 6 must be approved with a vote of no less than two-thirds (2/3) of the total votes cast by shareholders present and entitled to vote.

Agenda 1 To acknowledge and certify the Minutes of the 2023 Annual General Meeting of Shareholders.

The Chairman informed the meeting that The 2023 Annual General Meeting of Shareholders held on April 26, 2023 and the Board of Directors has considered and approved the minutes of the meeting. It was correct and complete in accordance with the resolution of The 2023 Annual General Meeting of Shareholders held on April 26, 2023, the Company sent the minutes of such meeting to the Stock Exchange of Thailand within 14 days from the date of the Extraordinary General Meeting of Shareholders as required by law and has published the minutes of the said meeting through the Company's website at www.humanica.com. The shareholders can acknowledge the minutes of the meeting and can verify the correctness within an appropriate time. There was no objection or amendment in any way. The minutes of the meeting appeared in Attachment 2. The Board of Directors therefore agreed to propose to the Annual General Meeting of Shareholders to consider and acknowledge the minutes of the meeting.

The moderator gave the opportunity to the Meeting to make inquiries or provide suggestions to this agenda but there were no shareholders or proxies who have made inquiries to this agenda. Therefore, the moderator proposed to the Meeting to vote on this agenda. A resolution on this agenda shall be approved by a majority votes of shareholders, attending the meeting and casting their votes.

Meeting's Resolution: The Meeting unanimously resolved to acknowledge the Minutes of The 2023 Annual General Meeting of Shareholders held on April 26, 2023, with the details as follows:

Approval	698,054,942	votes	equivalent to	100.0000%
Disapproval	0	votes	equivalent to	0.0000%
Abstained	0	votes		
Void Ballots	0	votes		

*The abstained votes and void ballots were not calculated for vote count.

Remark:

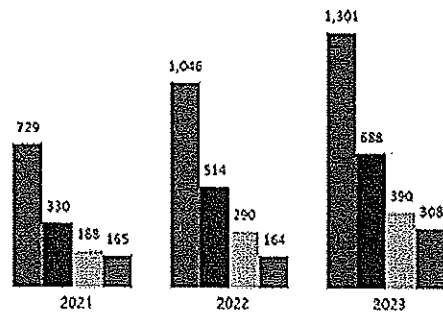
For this agenda, there were additional 2 shareholders attended the Meeting. Therefore, the total number of shareholders proxies attending the Meeting was 837 persons, representing 698,054,942 shares.

Agenda 2 To acknowledge the Annual Report and the Company's operation and its subsidiaries results for the year 2023.

In this agenda, the chairman reported the overall performance of both the company and its subsidiaries, indicating significant improvement from the previous year. Total revenue increased by approximately 263.18 million baht, representing a growth of 24.5%, while net profit rose by 143.62 million baht, marking an increase of 87.6% compared to the previous year.

The Chairman invited Mr. Thammanoon Korkiatwanich, Chief Financial Officer, to report the Company's operating results for the year 2022 to the Meeting as follows:

● Revenue ● Gross Profit ● Adjusted EBT ● Net Profit



24
% Revenue change
34
% GP change
35
% Adjusted EBT change
88
% NP change

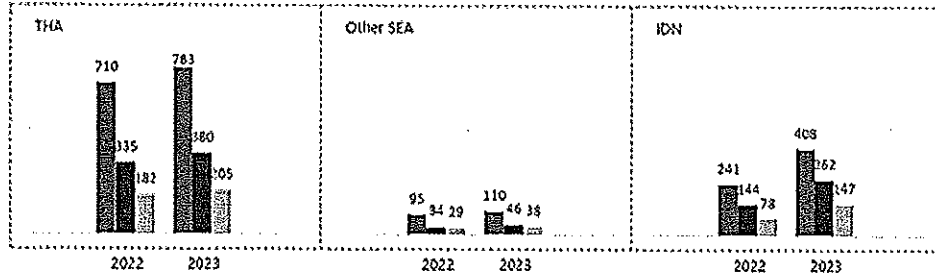
● % GPM ● % Adjusted EBT ● % NPM



Note: 2022 Statutory P/S include DataOn for 7 months (25/5 - 31/12/22)

YTD by Region

● Revenue ● Gross Profit ● Adjusted EBT

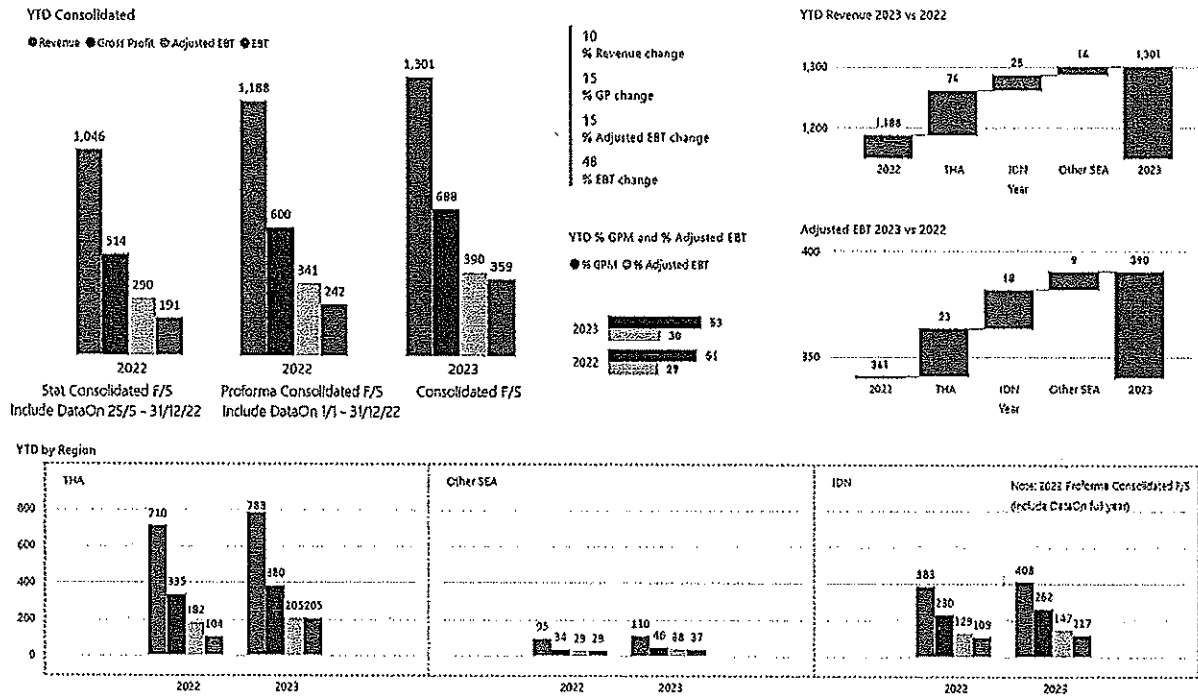


Adjusted EBT exclude impact of Gain (Loss) on foreign exchange / Gain (Loss) on valuation of financial assets / One-off income (expense) / PPA amortization Expense

Operating performance

From 2021 to 2023, the company has experienced consistent revenue growth. In 2022, the company witnessed a significant leap in revenue from 729 million baht to 1,046 million baht, attributed to the acquisition of DataOn Group's business in Indonesia in late May 2022. This acquisition enabled the company to incorporate DataOn's business results into its financial statements from May to December 2022. In 2023, the company's revenue further increased to 1,301 million baht, marking a 24% growth, driven by business expansion in Thailand, Singapore, and Malaysia. Additionally, the company continued to recognize revenue and profit from DataOn's operations in Indonesia throughout 2023. In 2023, the company's net profit increased from 164 million baht to 308 million baht, representing an 88% increase from the previous year. This was mainly due to increased profits from existing businesses in Thailand, Singapore, and Malaysia, as well as the consolidation of DataOn's group profit throughout the year. Furthermore, in 2023, the company did not incur any one-time expenses compared to 2022, where one-time expenses included a reserve for the potential decline in the value of investments in convertible bonds amounting to 44 million baht, expenses related to the acquisition of DataOn amounting to 6 million baht, and losses from the decrease in market value of financial investments amounting to 19 million baht.

Comparing the financial performance of fiscal year 2023 to the pro forma financials of fiscal year 2022.



From the comparison of the fiscal year 2023 financial performance to the pro forma financials of fiscal year 2022, which include the full-year financials of the DataOn group, shareholders can see the true changes in the company's performance. When comparing fiscal year 2023 to the pro forma financials of fiscal year 2022, it can be observed that:

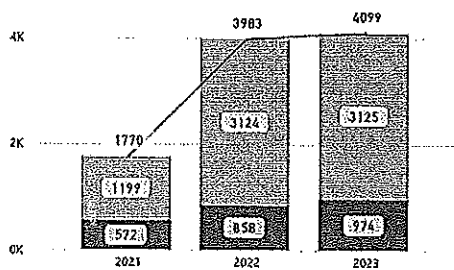
- The company's revenue grew from 1,188 million baht to 1,301 million baht, an increase of 113 million baht or 10%. This increase in revenue came from a 74 million baht increase in Thai revenue, a 25 million baht increase in Indonesian revenue, and a 14 million baht increase in revenue from other countries.
- Gross profit margin increased by 88 million baht or 15%, resulting from the 113 million baht increase in revenue while costs increased by only 25 million baht. The company's gross profit margin rate improved from 51% to 53% of revenue.
- Adjusted Earnings Before Tax (EBT), excluding items unrelated to normal operations such as foreign exchange losses, market value adjustments of financial assets, one-time expenses, and sales of intangible assets resulting from purchase price allocation (PPA), increased by 49 million baht from 341 million baht to 390 million baht, a 15% increase from the previous year. This increase was attributed to an 88 million baht increase in gross profit, a 30 million baht increase in sales and administrative expenses, and a 10 million baht increase in losses from joint ventures and associates.
- Pre-tax profit increased by 117 million baht from 242 million baht to 359 million baht, a 48% increase. This increase was mainly due to the 49 million baht increase in adjusted EBT, a 4 million baht increase in profit from

foreign exchange, a 6 million baht increase in intangible asset sales resulting from PPA, a 19 million baht increase in profits from market value adjustments of financial assets, a 44 million baht expense for reserves for potential declines in the value of investments in convertible bonds, and a 6 million baht expense related to the acquisition of DataOn.

Key financial positions and financial ratios

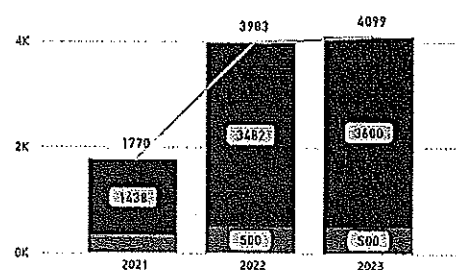
Assets

BS group ● Current Assets ● Non-Current assets ● Total Assets

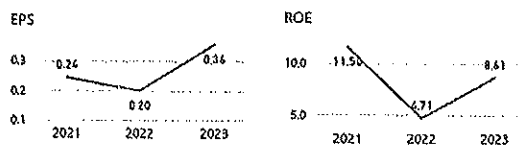


Liabilities & Equity

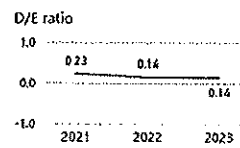
BS Class ● 2 Liabilities ● 3 Equity ● Total Liabilities & Equity



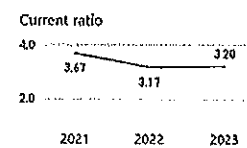
Profitability



Financial Risk



Liquidity

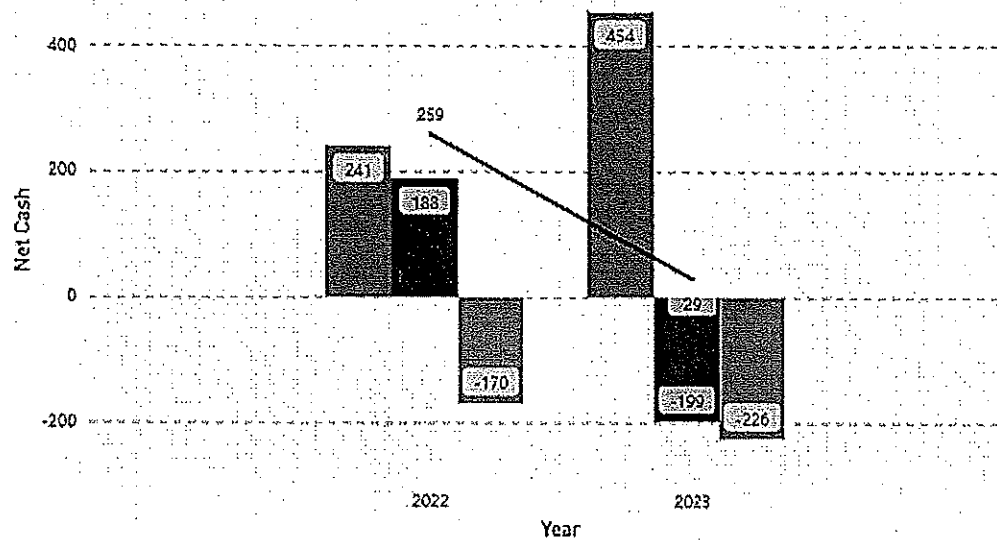


- Financial ratios related to the company's profitability improved from the previous year, both in terms of return on equity and earnings per share, due to the improved financial performance.
- Financial ratios related to financial risk, such as the debt-to-equity ratio, remain low at 0.14, indicating a very low debt proportion and reflecting the strength of the company's capital structure.
- Liquidity ratios stand at 3.20 times, indicating high liquidity and a robust business model.

Cash flow

Cash Flow

BS group ● Operating CF ● Investing CF ● Financing CF ● Net Cash

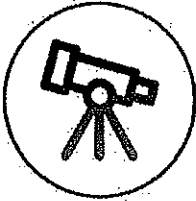


Net cash flow generated in 2023 amounted to +29 million baht, compared to +259 million baht in 2022. This change was attributed to:

- Operating cash flow significantly increased by +241 million baht, reaching +454 million baht, mainly due to the increase in pre-tax profit.
- Cash flow from investment activities changed from +188 million baht to negative -199 million baht. This was because, in 2022, the company had an increase in cash from acquiring DataOn, with approximately +160 million baht in cash on hand at the time of acquisition. In 2023, the company invested further in its subsidiaries' businesses in Thailand, the Philippines, and Vietnam, as well as in start-up companies within its business ecosystem, resulting in an additional investment of -150 million baht. Additionally, there were investments in both tangible and intangible assets amounting to -56 million baht.
- Cash flow from financing activities increase in dividend payments from -170 million baht to -226 million baht.

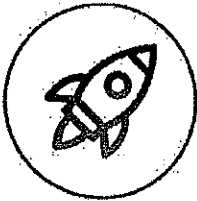
Following that, Mr. Suntorn Dentham, Vice Chairman and CEO, reported on the business plan and strategy for the year.

VISION



We are a **happy family** of good attitude talents who share the same meaningful dreams and walk our value together to develop and deliver **world-class products and service** to meet even unrecognized needs of our client as well as their employees.

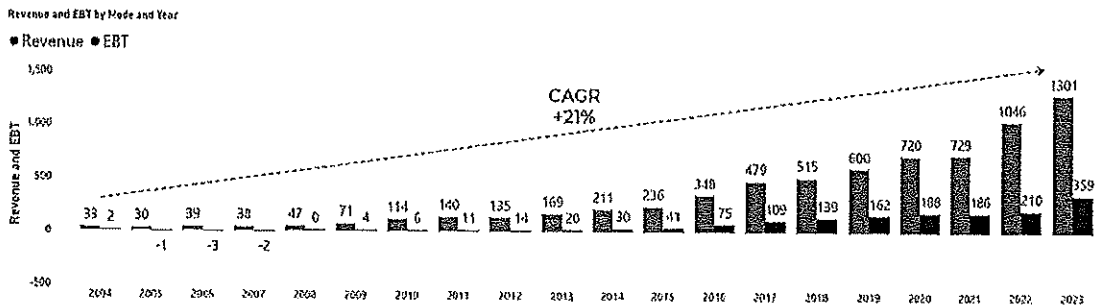
MISSION



To help the **employees** of our clients **work better & live happier**

The business direction emphasizes the company's vision to offer world-class products and services. In the short term, the company has set OKRs for the next 3 years, aiming to become The Best world-class product in the ASEAN region. Additionally, the company's mission aims to provide services that not only improve the performance of its customers' employees but also enhance their overall well-being through the use of the company's systems.

OUR PAST PERFORMANCE



Over the past 20 years, the company has experienced continuous growth, starting with profitability from its 5th year onwards. Currently, the company's growth rate averages around 21%. The gross profit margin for the year 2023 grew by approximately 52%, and the pre-tax profit for the same year increased by around 26%. The company has set a target net profit margin of 30%, expected to be achieved by the year 2024 or no later than 2026. The company has outlined growth strategies in three areas:

Organic Growth Strategy:

- Develop Workplaze to be fully automated and modernized, reducing manual work to enable organizations to adapt their businesses digitally.
- Implement full localization for every country in the ASEAN region to develop and improve upon a unified platform or framework.
- Focus on Native or Mobile Apps to enhance convenience for customer employees.
- Analyze data and provide optimal solutions to customers' problems.
- Invest in APIs to connect with the company's business partners through the company's API platform.

M&A Growth Strategy:

- Focus on businesses related to the core operations.

Growth through New S Curve or New Product:

- Growth through the New S Curve or New Product strategy will focus on sustainable development goals (SDGs) within the framework of the UN. The company will invest in various areas related to SDGs, consolidated into three sectors: Financial Solutions or Fintech, Education or Edu-Tech, and Well-being or Healthcare, which are of great importance to the company. These investments will be linked to the company's core business, including Workplaze or Tigersoft, in a digital format or platform related to Health-Tech. Collaboration with doctors or hospitals will be part of this initiative. Additionally, there may be future expansions in the Financial Solutions sector. Furthermore, there are plans to elevate Workplaze to a global analyst level by collecting feedback data and investing in Magic Quadrant positioning.

Following that, Mr. Thammanoon Korkiatwanich reported on the anti-corruption policy and development over the past year. The company is committed to conducting business with honesty and integrity, adhering firmly to social responsibility towards all stakeholders, and complying with corporate governance policies and business ethics practices. Stringent adherence to company work guidelines is ensured to instill confidence that the board, management, and employees of the company group will act as good citizens of society and the nation. The company refuses to accept any form of corruption, whether direct or indirect, covering all operations and related entities. Regular audits are conducted to ensure compliance with the anti-corruption policy consistently.

The company's board has established guidelines for monitoring and evaluating compliance with the anti-corruption policy as follows:

1. Conducting surveys of the top 4 executives and directors as required by law to prevent conflicts of interest that may lead to corruption.
2. Providing channels for whistleblowing and ensuring protection measures for whistleblowers on the company's website, communicated to all levels of employees.

3. Assigning management to assess corruption risks and develop audit plans in line with the internal audit department's annual plan.
4. Treating acts of corruption as violations of the company's ethics, subject to disciplinary action as per company regulations and legal penalties if deemed unlawful.
5. Promoting employee awareness through business ethics training courses for new employees to foster understanding of business ethics, compliance with the anti-corruption policy, and whistleblowing procedures. In 2023, the company did not encounter any issues of corruption or breaches of business ethics. Additionally, the company declared its commitment to joining the Thai Private Sector Collective Action Coalition Against Corruption (CAC) on February 29, 2024, as part of efforts to address corruption issues in Thailand's business sector. The company pledged to comply with the CAC's criteria and apply for certification from the CAC committee within 18 months from the declaration date.

The moderator gave the opportunity to the Meeting to make inquiries or provide suggestions to this agenda but there were no shareholders or proxies who have made inquiries to this agenda. The moderator, therefore, informed the Meeting that this agenda was for acknowledgment, and therefore no votes shall be cast.

Agenda 3 To consider and approve the financial statements and consolidated financial statements of the Company and its subsidiaries ended December 31, 2023 which have already been audited by the Company's auditors

Chairman assigned Mr. Patara Yongvanich as an independent director and chairman of the audit committee, who addressed the meeting stating: The Company's Financial Statement for the year ended December 31, 2023, has been reviewed by the Audit Committee and audited by the certified auditors. To comply with section 112 of the Public Company Act and Clause 55 of the Company's Article of Association, the Board of Directors is required to arrange to have the financial statement at the end of the Company's fiscal year (ended December 31 of every years) and proposed to shareholders at the Annual General Meeting of Shareholders for further consideration and approval. The Company proposed the Financial Statement and Consolidated Financial Statements for the year ended December 31, 2023 of the Company and subsidiaries which have been considered by the Audit Committee and audited by the certified auditor to the Annual General Meeting of Shareholders for consideration as set out in enclosure 3, with the essential details as follows:

Items in Consolidated Financial Statements	Accounting period ended December 31	
	2022	2023
Total Assets (Million Baht)	3,982.51	4,099.34
Total Debt (Million Baht)	500.34	499.65
Shareholders' Equity (Million Baht)	3,482.17	3,599.69

Items in Consolidated Financial Statements	Accounting period ended December 31	
	2022	2023
Total Revenue (Million Baht)	1,073.50	1,336.68
Net Profit (Million Baht)	163.99	307.61
Earnings per Share (Baht/Share)	0.21	0.36

The moderator gave the opportunity to the Meeting to make inquiries or provide suggestion to this agenda but there were no shareholders or proxies who have made inquiries to this agenda. Therefore, the moderator proposed to the Meeting to consider and approve the financial statements and consolidated financial statements of the Company and its subsidiaries ended December 31, 2023 which have already been audited by the Company's auditors. A resolution on this agenda shall be approved by a majority votes of shareholders, attending the meeting and casting their votes.

Meeting's Resolution: The Meeting unanimously resolved to approve the financial statements and consolidated financial statements of the Company and its subsidiaries ended December 31, 2023 has been reviewed by the Audit Committee and audited by the certified auditors with the details as follows:

Approval	698,272,942	votes	equivalent to	100.0000%
Disapproval	0	votes	equivalent to	0%
Abstained	0	votes		
Void Ballots	0	votes		

*The abstained votes and void ballots were not calculated for vote count.

Remark:

For this agenda, there were additional 2 shareholders attended the Meeting. Therefore, the total number of shareholders proxies attending the Meeting was 839 persons, representing 698,272,942 shares.

Agenda 4 To consider and approve the allocation of profits for the year 2023 as the legal reserve and dividend payment

The Chairman inform the Meeting that regarding the allocation of profits for the year 2023 as the legal reserve and dividend payment for the consideration and approval of the Meeting.

The Chairman further informed the Meeting that The Company has its dividend payment policy at the rate of not less than fifty (50) percent of the adjusted net profits based on the Company's financial statement after deducted by the corporate income tax. However, the dividend payment is subjected to the investment plan, conditions and limitations as stipulated in the loan agreement and other relevant agreement (if any) as well as operational result and other relevant matters as the Board of Directors may consider and amend such dividend payment policy from time to time to be appropriate for the necessity and growth for the Company's investment in the future as well as necessity of capital investment and cash flow, in which the payment of dividend will not exceed accrued profit as appeared in the Separate Financial Statements and shall be in accordance with the law.

With regard to the dividend payment for the year 2023, the Company paid an interim dividend on September 8, 2023 calculated at the rate of Baht 0.08 per share. In this regard, the Board of Directors has recommended to propose to the shareholders of the Company to consider and approve to pay the additional dividend from the result of the operation and the net profit from July 1, 2023 – December 31, 2023 calculated at Baht 0.14 per share in the amount of Baht 121,442,100.64 or in the total amount of Baht 190,837,586.72 annually, calculated at Baht 0.22 per share annually, or 81 percent of the profit of the year. Comparison of the dividend payment with the preceding year is as follows:

	2022	2023
Separate net profit (Million Baht)	118.1	255.5
Earnings per share**	0.15	0.15
- Interim dividends	0.06	0.08
- Annual dividends	0.12	0.14*
Total dividends (Million Baht)	108,800,000.00	156,139,843.68
Proportion of dividend payment (including interim dividends)	132.0 percent	81 percent

* If it is approved by the shareholders at the 2024 Annual General Meeting of Shareholders.

**Profit per basic share calculated by dividing annual profits (Excluding other comprehensive income) with the weighted average number of issued ordinary shares during the year.

However, the entitlement to the dividends remains uncertain until it is approved by the shareholders at the 2024 Annual General Meeting of Shareholders. In the event that the dividend payment as proposed by the Board of Directors is approved by the Annual General Meeting of Shareholders, the Board of Directors determined the Record Date as on May 3, 2024 which the shareholders whose names appear on the name list of shareholders shall be entitled to the dividend and the dividend payment shall be made on May 23, 2024.

The moderator gave the opportunity to the Meeting to make inquiries or provide suggestion to this agenda but there were no shareholders or proxies who have made inquiries to this agenda. Therefore, the moderator proposed to the Meeting to consider and approve the election of directors in replacement of the directors who are retiring by rotation. A resolution on this agenda shall be approved by a majority votes of shareholders, attending the meeting and casting their votes.

Meeting's Resolution: The Meeting unanimously resolved to approve the distribution of the company's profits from July 1, 2023, to December 31, 2023, and allocate them as legal reserves. Details are as follows:

Approval	698,272,942	votes	equivalent to	100.0000%
Disapproval	0	votes	equivalent to	0.0000%
Abstained	0	votes		
Void Ballots	0	votes		

*The abstained votes and void ballots were not calculated for vote count.

Agenda 5 To consider and approve the election of directors in replacement of the directors who are retiring by rotation

The moderator informed the Meeting that to comply with section 71 of the Public Company Act and the Company's Article of Association Clause 18 required that at every Annual General Meeting of Shareholders, one-third (1/3) of all directors are due to retire by rotation, if the number of directors cannot be divided exactly into three parts, directors in a number close to one-third (1/3) shall retire. The directors vacating from office in the first and subsequent years, the director who has left office longer shall vacate. A director who vacates office under this section may be re-elected. In this 2023 Annual General Meeting of Shareholders, the directors who are retiring by rotation shall be the following 2 directors:

- (1) Mr. Soontorn Dentham Vice Chairman of the Board of Directors and Chief Executive Officer
- (2) Mr. Patara Yongvanich Chairman of the Audit Committee and Independent Director

Additionally, to comply with the policy to promote good governance and demonstrate the fair and equitable treatment of all shareholders, the Company offered the shareholders right to nominate the person with suitable qualifications to be considered and elected as the director in advance from December 16, 2023 to December 31, 2023 by publicizing for the shareholders' acknowledgement through the Company's website, www.humanica.com. Upon the lapse of such period, it appeared that no shareholder has nominated any person to be considered and elected as the director.

The Nomination and Remuneration Committee of the company, excluding directors with vested interests in this term, has deliberated on the suitability of the company's board members for the fiscal year 2023, considering their maximum benefit to the company's operations. After evaluating the qualifications of the directors who are due to retire at the Annual General Meeting of Shareholders for the year 2023, it has been determined that both individuals possess knowledge, expertise, experience, and expertise beneficial to the company's operations. They also meet the criteria and do not exhibit any disqualifying traits as per the Public Company Act, the Securities and Exchange Act B.E. 2535 (including subsequent amendments), and relevant regulations. Therefore, it is proposed that both individuals be reappointed to serve as directors of the company for another term. Mr. Phatthar Yongwanich, a non-participating member of the board for this term, has jointly assessed that both individuals meet the full qualifications to serve as independent directors, consistent with the company's requirements for independence criteria for directors. The independent directors can express their views freely. The names and backgrounds of the directors are detailed as appear in Enclosure 4.

The moderator gave the opportunity to the Meeting to make inquiries or provide suggestion to this agenda but there were no shareholders or proxies who have made inquiries to this agenda. Therefore, the moderator proposed to the Meeting to consider and approve the election of directors in replacement of the directors who are retiring by rotation. A resolution on this agenda shall be approved by a majority votes of shareholders, attending the meeting and casting their votes.

Meeting's Resolution: The Meeting unanimously resolved to approve the re-election of 2 directors who shall be retired by rotation to resume their position for another term as follows:

(1) Mr. Soontorn Dentham Vice Chairman of the Board of Directors and Chief Executive Officer				
Approval	698,054,942	votes	equivalent to	100.0000%
Disapproval	0	votes	equivalent to	0.0000%
Abstained	0	votes		
Void Ballots	0	votes		

*The abstained votes and void ballots were not calculated for vote count.

(2) Mr. Patara Yongvanich Chairman of the Audit Committee and Independent Director				
Approval	672,154,042	votes	equivalent to	96.2595%
Disapproval	26,118,900	votes	equivalent to	3.7405%
Abstained	0	votes		

Void Ballots 0 votes

*The abstained votes and void ballots were not calculated for vote count.

Agenda 6 To consider and approve the directors' remuneration for the year 2024

The Chairperson has assigned Miss Piyaporn Phanachet, an independent director, as the Chairperson of the Audit Committee and the Nomination and Remuneration Committee informed the Meeting that to comply with section 90 of the Public Company Act which dictates that the payment of remuneration for directors shall be in accordance with the resolution of the shareholders' meeting which consisted of not less than two-thirds of the total number of votes of the shareholders present at the meeting.

The Company sets the criteria and procedures for determining the remuneration of directors. The Nomination and Remuneration Committee will consider the directors' remuneration annually and present to the Board of Directors to consider and propose to the shareholders' meeting for further consideration.

The Nomination and Remuneration Committee considered the determination of remuneration of the directors and the sub-committee for the year 2024 by comparing with the information of remunerative payment of the other listed companies within the same type of business including the appropriation of the business expansion and agreed to propose the directors' remuneration for the year 2024 as follows:

A. Remuneration of the Board of Directors and Sub-Committee

Position	Year 2023 Meeting Allowance (Baht/Person/Time)	Year 2024 (Proposed Year) Meeting Allowance (Baht/Person/Time)
Chairman of Directors	35,000	35,000
Directors	25,000	25,000
Chairman of Audit Committee	30,000	30,000
Audit Committee	25,000	25,000
Chairman of the Nomination and Compensation Committee	15,000	15,000
Nomination and Compensation Committee	10,000	10,000
Chairman of the Investment Committee	15,000	15,000
Investment Committee	10,000	10,000

B. Performance Bonus for 2023

- No performance bonus for 2024 shall be paid to the Company's Board of Directors

C. Other Benefits

- None -

The moderator gave the opportunity to the Meeting to make inquiries or provide suggestion to this agenda but there were no shareholders or proxy who has made inquiries to this agenda. Therefore, the moderator proposed to the Meeting to consider and approve the directors' remuneration for the year 2024. A resolution on this agenda shall be approved by the votes of not less than two-thirds (2/3) of the total votes of the shareholders attending the meeting.

Meeting's Resolution: The Meeting unanimously resolved to approve the directors' remuneration and meeting allowance for the year 2024 with the details as follows:

Approval	698,272,942	votes	equivalent to	100.0000%
Disapproval	0	votes	equivalent to	0.0000%
Abstained	0	votes		
Void Ballots	0	votes		

*The abstained votes and void ballots were not calculated for vote count.

Agenda 7 To consider and approve the appointment of auditor and the determination of auditor's fee for the year 2024

The Chairperson has appointed Mr. Patara Yongvanich, an independent director, as the Chairperson of the Audit Committee inform the Meeting that to comply with Section 120 of the Public Limited Company Act, at each annual ordinary shareholders' meeting, the appointment of an auditor and the determination of the audit fee of the company must be made. The reappointment of the same auditor is allowed. Referring to the Securities and Exchange Commission's announcement, companies listed on the Stock Exchange of Thailand are required to rotate auditors. If the incumbent auditor has audited or expressed opinions on the company's financial statements for seven consecutive accounting periods, regardless of whether they are consecutive, the company may appoint a new auditor from the same auditing office as the outgoing auditor. The company may appoint a former auditor who has completed their rotation period of at least five consecutive accounting periods.

The Audit Committee has thoroughly evaluated expertise, work standards, and appropriateness of compensation. They proposed to the Board of Directors the appointment of PricewaterhouseCoopers (PwC) as the company's auditor for the fiscal year 2024. PwC is a globally renowned accounting firm with extensive experience and expertise in auditing. They understand the company's business, operate efficiently, and have a reasonable audit fee compared to similar firms. Furthermore, they have performed their duties well in the past year. Details of the appointment were presented by Mr. Thammanoon Korkiatwanich, Chief Financial Officer (CFO) as follows:

1. Appointment of the following auditors from PwC to be the Company's auditor for the year 2024

Name of Auditor	Certified Public Accountant No.	Year(s) of the appointment as the Company's auditor
1. Ms. Rodjanart Banyatananusard	8435	Being the auditor who expressed opinion and signed on the Company's financial statements for year 2023, totaling 1 year.
2. Mr. Boonrueng Lerdwiseswit	6552	Never expressed opinion and signed on the Company's financial statements
3. Mr. Kan Tanthawirat	10456	Never expressed opinion and signed on the Company's financial statements

to singly act as the auditor and give opinion on the Company's financial statements. In the absence of the above-named auditors, PwC is authorized to identify one other Certified Public Accountant within PwC to act as the auditor and give opinion on the financial statements of the Company and its subsidiaries in place of such auditor.

It is noted that PwC and the auditors named above have no relationship with, or any interest in, the Company, its subsidiaries, management, major shareholders or their respective related persons in the manner which may have affected their independent performance of auditing duties.

The auditor of the Company and the auditor of its subsidiaries are of the same auditing firm except 3 overseas subsidiaries and 3 subsidiaries in Thailand which have external auditors from other audit firms due to the suitability of size and business operations. However, the Board of Directors will ensure that the consolidated financial statements will be completed on a timely basis.

2. Determination of auditor's fee for the year 2024 as per details as follows:

The remuneration in services for auditing in year 2024 at totaling Baht 6,585,000 per year for annually auditing the Company's separated financial statements and consolidated financial statements and for quarterly reviewing the above mentioned financial statements, decrease Baht 107,000 or 1.6% from 2023.

	2023 (Baht)	2024 (Proposal) (Baht)
Audit Fee of the Company	2,750,000	2,750,000
Audit Fee for 3 subsidiaries by PWC	1,030,000	1,030,000
Audit fee for 6 subsidiaries by other audit firms (2023 : 4)	712,000	785,000
Audit fee for DataOn Group	1,650,000	1,870,000
Non-Audit Fee	150,000	150,000
Non-Audit Fee (One-time audit)	400,000	-
Total*	6,692,000	6,585,000

*The audit fee above excludes miscellaneous related expenses such as document/printing, communication exclude and VAT.

The moderator gave the opportunity to the Meeting to make inquiries or provide suggestion to this agenda but there were no shareholders or proxy who has made inquiries to this agenda. Therefore, the moderator proposed to the Meeting to consider and approve the appointment of auditor of the Company and its subsidiaries and the determination of auditor's fee for the year 2024. A resolution on this agenda shall be approved by a majority votes of shareholders, attending the meeting and casting their votes.

Meeting's Resolution: The Meeting unanimously resolved to approve the appointment of the auditor from PricewaterhouseCoopers ABAS Limited ("PWC") as the auditor of the Company and its subsidiaries for the year 2024 and determining the auditor's fee for the year 2024 with details as follows:

- (1) Ms. Rodjanart Banyatananusard Certified Public Accountant No. 8435 or
- (2) Mr. Boonrueng Lerdwisewit Certified Public Accountant No. 6552 or
- (3) Mr. Kan Tanthawirat Certified Public Accountant No. 10456

to singly act as the auditor and give an opinion on the Company's financial statements. In the absence of the above-named auditors, PWC is authorized to identify one other Certified Public Accountant within PWC to act as the auditor and give an opinion on the financial statements of the Company and its subsidiaries in place of

such auditor. In this regard, the Meeting resolved to approve the determination of auditor's fee for the year 2024 in the amount of not exceed Baht 6,585,000.

With the following votes as follows:

Approval	698,272,942	votes	equivalent to	100.0000%
Disapproval	0	votes	equivalent to	0.0000%
Abstained	0	votes		
Void Ballots	0	votes		

*The abstained votes and void ballots were not calculated for vote count.

Agenda 8 Other matters (if any)

The Chairman gave the opportunity to the shareholder or proxy to make inquiries or provide suggestions to the Board of Directors or the Company's executive. but there were no shareholders or proxy who has made inquiries to this agenda. The moderator, therefore, informed the Meeting that the Company, through the Stock Exchange of Thailand/Company's website, had previously invited shareholders to propose other agendas but no shareholder did so. As such, there was no other agenda to consider at this Meeting. However, there were additional questions from shareholders and proxies regarding the company. Mr. Suntorn Dentham, Vice Chairman and Managing Director, responded to the questions as follows:

1.Mr. Warun Trakulpadeikrai : The shareholder holds personally 1,500 shares.

Question : What does the company's logo communicate and represent?

Answer : The design aims to be something simple, easily memorable, and aesthetically pleasing. When designed, it should be able to represent the letters H, M, and C without implying any specific meaning but rather be a matter of the designer's creativity.

Afterward, Mr. Warun Trakulpadeikrai suggested a perspective on the Healthcare business for the company. The company may seek programs or platforms to address issues such as losses and reduce complaints, particularly regarding medication and medical supplies.

Following that, Mr. Suntorn Dentham proposed to the shareholders at the meeting that the company currently invests in a startup named H LAP. H LAP focuses on hospital management, including pharmacy management, which aligns with the company's operational plans. Mr. Suntorn Dentham believes that H LAP has significant growth potential and could expand internationally in the future.

2.Mr. Wiboon Thanachakpaiboon proxies from Thai Investors Association holds 100 shares.

Question : Currently, there are risks associated with data being used inappropriately. Does this issue affect the company, and how does the company plan to address it?

Answer : The company places great importance on data security and invests heavily to ensure the security of its data. This includes obtaining ISO 27001 and ISO 27701 certifications, which involve establishing mechanisms to safeguard data security and privacy. Additionally, the company obtains internationally recognized certificates, contributing to its competitive advantage and emphasizing the importance of data security. Currently, the company has not experienced any data breaches.

3.Mr. Preecha Kerdkaewfah : The shareholder holds personally 130,000 shares.

Question : In the year 2567, what were the company's plans regarding sales and marketing strategies, and what is the current situation regarding the recruitment of individuals to assist in this area?

Answer : The company has recruited and selected a Thai Sales Director based in Bangkok, Thailand, as well as in the regional base in Singapore to enhance the efficiency of the company's sales. However, this issue remains both a weakness and a strength in terms of sales and management expenses. In the board meeting, there were recommendations to improve sales and marketing strategies, and the company will continue to do so. In the past, the company has consistently grown through appropriate sales and minimal errors, prioritizing reputation and trustworthiness. Additionally, the company maintains a very high customer retention rate.

Question : What is the current situation of the company's investments in Vietnam, the Philippines, and Indonesia?

Answer : Vietnam: Currently, it is still in its still in slow growth stage and may gradually grow in the future. Despite facing losses at present, Vietnam remains an important investment destination with significant potential and opportunities.

Philippines: The investment in the Philippines involves partnering with Dataon, an established company, which holds approximately half of the shares. The company is robust, experiencing significant growth, and exhibits high potential.

Indonesia: Indonesia still holds high potential but challenges in price competition with local vendors. While price competition is common in Thailand, particularly for SME products, larger organizations tend to compete globally. To address this, the company offers two products targeting different market segments in Indonesia, such as Workplaze, which has been sold to over 100 companies. While projects are not yet substantial, Thailand has fewer projects, although it has secured projects with national-level companies. Overall, there are ample growth opportunities for the company in all countries and market segments.

Question : In the year 2024, what factors do the managers perceive as challenging that may lead to the company's performance not aligning with the business plan, or conversely, what factors may lead to better-than-expected performance this year?

Answer : Competition remains a challenge for the company. Therefore, the company emphasizes the importance of having the best products to differentiate and gain a competitive advantage. However, at the enterprise level, the company still lacks branding, posing a challenge in making Workplaze and Humanica known, especially outside of Thailand. The company is

interested and prioritizes creating branding and demonstrating success to large companies both in Thailand and abroad, allowing them to serve as references at the corporate level.

4.Mr. Warut Mahawanitwong : The shareholder holds personally 1,300,000 shares.

Question : Which revenue forecast is expected to grow more significantly in Thailand, domestic or international, and what factors support this growth?

Answer : Currently, the growth in international markets may be slightly higher than in Thailand, as there is still a need to expand teams for each product, along with success factors in Thailand for launching new products and the existing high growth base of the country. This leads Mr. Suntorn to believe that Indonesia, Singapore, Malaysia may have slightly higher growth rates than Thailand. After this year, with the success in launching the ecosystem, such as early employee withdrawals and low-interest loans linked to the company's core products, with the approval of P2P Lending for Human Chess by the Bank of Thailand, everything contributes to achieving the company's mission of improving employees' lives. These factors will likely lead to the company's growth in the next year, moving beyond new business into the realm of core business and existing services.

5.Mr. Jakkraphan Termdetsrisakul The shareholder holds personally 20,000 shares.

Questions:

- 1.How has the trend been since the beginning of the year? Is it within expectations or lower than anticipated?
- 2.What percentage of employees capable of handling the workload compared to the current workload? And how does it compare to the fourth quarter of last year?
- 3.Will the expenditure on team expansion in foreign countries reduce the margin for this year?
- 4.How was the response from Thai Airways' User Acceptance Testing (UAT) for the software?
- 5.What pain points did Gartner notify that they want Workplaze to address to be included in the Magic Quadrant?
- 6.When is the process expected to be completed to enter Gartner's Magic Quadrant, and how much expense is anticipated, recorded in which quarter?
- 7.How is the turnover rate for the Sales department?
- 8.Since the beginning of the year, how many new customers have implemented Workplaze, both in Thailand and abroad, to what extent?
- 9.What percentage of localization has been completed in foreign countries, and when is it expected to reach 100% completion?

Answer :

pThe company's trend this year is positive, with growth in Q1, but some business units are not performing as well as in Q4 due to seasonal factors. However, overall, there is still growth, such as in the ERP sector, which tends to consistently perform well in Q4.

The company is continuously expanding its workforce, focusing on hiring new employees and providing training, as it believes in fostering a unified culture. Currently, it is still capable of taking on new projects, but careful consideration must be given to product alignment and coordination among the sales and delivery teams that accompany them.

For new customers, from last year until now, there has been a consistent influx of new clients. In Indonesia, there are quite a few new projects, although not overwhelmingly large, while in Thailand, there are relatively significant clients. Nevertheless, the company emphasizes both project success and sales. Currently, there is no pause in the sales plan.

Despite the turnover rate in the sales team, which sometimes involves attracting talent from competitors, the company consistently provides training for new employees. Regarding the practice of attracting talent from competitors, if viewed positively, the company may reap long-term benefits within the HR community

Currently, there hasn't been any negative feedback or responses regarding the User Acceptance Testing (UAT) of Thai Airways' software, and it remains within the planned schedule. Additionally, the customers have provided fairly positive feedback to the Humanica team, indicating that if large-scale organizational clients continue to express confidence in Humanica's products and services, they may witness significant growth in Workplace, potentially resulting in Humanica's Margin exceeding 30%.

The company has not rushed into engaging with Gartner because the primary factors driving customer purchases and the company's credibility come from references, recommendations, and its reputation, rather than Gartner. Moreover, being featured in Gartner's Magic Quadrant incurs annual expenses, prompting the company to weigh the cost against its value. It's not a guaranteed formula for success. However, being in Gartner's Magic Quadrant could enhance the company's image in terms of comparison during selection processes. Currently, the company is discussing and considering factors for the future, which may prove more valuable than present considerations.

Localization in foreign countries is expected to be completed approximately 70%-80% within the first quarter, with full completion across all countries thereafter. However, for countries outside of ASEAN, such as major nations like China and Japan, it may involve seeking partnerships with reputable and established companies that complement both the company's strengths and those of the partner company.

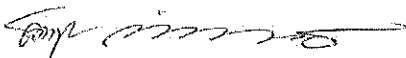
Nevertheless, the Chairman informed the Meeting that the minutes of this Meeting would be posted on the Company's website for shareholders to review. Any shareholder who wishes to propose any adjustment to the minutes may contact the Company.

The Chairman then thanked all shareholders and declared the meeting adjourned at 11.52 a.m.



(Mr. Anotai Adulbhan)

Chairman of the Meeting



(Mr. Thammanoon Korkiatwanich)

Minute Taker

The 2024 Annual Registration Statement/Annual Report (Form 56-1 One Report)
in the form of QR Code

The Company had prepared the 2024 Annual Registration Statement/Annual Report (Form 56-1 One Report). The shareholders can receive the 2024 Annual Registration Statement/Annual Report (Form 56-1 One Report) by downloading via QR Code as shown in the registration form and below.



**Profiles of Candidate Directors Retiring by Rotation for Appointment
as the Company's Directors for Another Term**

Name: Mr. Patai Padungtin

Age: 45 years

Nationality: Thai

Position: Chairman of Investment Committees /
Independent Director

Starting date of directorship: 31 January 2019

Term of service: First term: 31 January 2019 – 27 April 2020
Second term: 27 April 2020 – 26 April 2022
Third term: 26 April 2022 – AGM 2025

Number of years as a Director: 6 years and 3 months

Type of nominated Director: Independent Director

Address: 299/313 Chaeng Watthana Road, Thung Song Hong, Lak Si District, Bangkok 10210



Educational Background and Training Course:

- Bachelor of Engineering (Civil Engineering), Chulalongkorn University
- Director Accreditation Program (DAP), Batch 158/2019

Working Experience:

Period	Position	Company Name/Nature of Business
2019 - Present	Independent Director	Humanica Public Company Limited Corporate Software and Payroll Service
2022 - Present	Director	Longkong Asset Company Limited Holding Company
2021 - Present	Director	Techsauce Media Company Limited The leading source of all innovative tech and business news
2018 - Present	Director	Bulk One Group Company Limited Enterprise Solutions for Construction and Real Estate Industry
2011 - Present	Director	Bulk Asia Company Limited B2B Construction Material E-commerce

Director / Executive Position:

- In other listed companies: None
- In non-listed companies: 4 companies (please see above)
- In other businesses that may cause conflict of interest to the Company: None

The Company's securities holdings as of August 28, 2024: None

Family Relationship among Directors and Executives: None

Number of Meeting Attendance:

- Board of Directors' Meeting Attended 4 out of 4 times (Expressed as a 100 percentage)
- Investment Committees' Meeting Attended 5 out of 5 times (Expressed as a 100 percentage)

Illegal Record in past 10 years:

None

Direct and indirect interest in any businesses in which the Company or its subsidiaries is a party: None

Details for the consideration as to the appointment of independent director.

Relationships with the Company/subsidiary/associated company or a juristic person that may have conflict of interest in the present or in the past two year.		
1. Involved or participated in the management, employee, worker, or consultant which received salary in return.	:	No
2. Being a professional service provider (such as auditor, legal advisor, financial advisor, etc.).	:	No
3. Having a significant business relationship which may affect the ability to independently perform duties.	:	No
4. Being a business operator or a director who involved or participated in the management, employee, worker, consultant with salary, or held share more than one percent of a total share with the right to vote of a company having the same nature of business and competing in significant with the Company.	:	No

**Profiles of Candidate Directors Retiring by Rotation for Appointment
as the Company's Directors for Another Term**

Name:	Mrs. Kanya Ruengprateepsang
Age:	59 years
Nationality:	Thai
Position:	Audit Committee / Chairman of Nomination and Remuneration Committee / Investment Committee / Independent Director
Starting date of directorship:	13 August 2024
Term of service:	First term: 13 August 2024 – AGM 2025
Number of years as a Director:	8 months
Type of nominated Director:	Independent Director
Address:	407 Soi Rama 9 51 (Seri 6 Road), Suan Luang, Suan Luang District, Bangkok 10250



Educational Background and Training Course:

- Master's degree in science, Majoring Computer Information System (MS CIS), Assumption University (ABAC)
- Bachelor of Arts in Accounting (B.A.A), Assumption University (ABAC)
- TLCA CFO Introduction to Sustainable Finance (CPD 2 hours)
- TLCA CFO Role of CFO in sustainability (CPD 2 hours)
- TLCA CFO Digital Asset and CFO role (CPD 2 hours)
- TLCA CFO PDPA for Accounting and Finance (CPD 2 hours)
- CFO Refresher 2/2021 by the Stock Exchange of Thailand (CPD 6 hours)
- CFO Professional Development Program No. 2,3,4 and 6 by Thai Listed Companies Association (CPD 8 hours)
- Independent Director Forum
- CFO's Orientation Course for New IPOs 5/2021 by the Stock Exchange of Thailand (CPD 9 hours)
- International Oil Trading
- Refining Economics by Conference Connection
- Capital Market Leader Program 2019, Capital Market Academy 29/2019
- Design Thinking, SEAC – Stanford Executive Program
- Leading in Disruptive World Program, Stanford Executive Program
- Director Certification Program (DCP142/2011) by Thai Institute of Directors
- Audit Committee Program (ACT35/2011) by Thai Institute of Directors
- Monitoring the Internal Audit Function (MIA11/2011) by Thai Institute of Directors
- Monitoring Fraud Risk Management (MFM6/2011) by Thai Institute of Directors
- Monitoring the System of Internal Control and Risk Management (MIR12/2011) by Thai Institute of Directors
- Monitoring the Quality of Financial Reporting (MFR) by Thai Institute of Directors
- Executive Development Program (EDP4/2009) by Thai Listed Companies Association

Working Experience:

Period	Position	Company Name/Nature of Business
2024 - Present	Audit Committee and Independent Director	Humanica Public Company Limited
		Corporate Software and Payroll Service
Jan – Mar 2024	Deputy Chief Executive Officer	Nok Airlines Public Company Limited
		Low-Cost Airline
2021 - 2023	Chief Financial Officer	Tipco Asphalt Public Company Limited
		Fully Integrated Asphalt Business
2020 - 2021	Deputy Chief Financial Officer	Tipco Asphalt Public Company Limited
		Fully Integrated Asphalt Business
2015 - 2020	Chief Financial Officer	The Minor Food Group Public Company Limited
		Food and Beverage
2008 - 2014	Vice President of Finance	The Minor Food Group Public Company Limited
		Food and Beverage
2003 - 2008	General Manager	Minor DQ Limited
		Food and Beverage
1999 - 2003	Finance Director	The Minor Food Group Public Company Limited – The Pizza Company
		Food and Beverage

Director / Executive Position:

- In other listed companies: None
- In other businesses which are not listed companies: None
- In other businesses that may cause conflict of interest to the Company: None

The Company's securities holdings as of August 28, 2024:

- Own 40,000 shares (equivalent to 0.01%)

Family Relationship among Directors and Executives: None

Number of Meeting Attendance:

- Board of Directors' Meeting Attended 2 out of 2 times (Expressed as a 100 percentage)
- Audit Committee's Meeting Attended 1 out of 1 time (Expressed as a 100 percentage)
- Investment Committees' Meeting Attended 1 out of 1 time (Expressed as a 100 percentage)

Illegal Record in past 10 years: None

Direct and indirect interest in any businesses in which the Company or its subsidiaries is a party: None

Details for the consideration as to the appointment of independent director.

Relationships with the Company/subsidiary/associated company or a juristic person that may have conflict of interest in the present or in the past two year.		
1. Involved or participated in the management, employee, worker, or consultant which received salary in return.	:	No
2. Being a professional service provider (such as auditor, legal advisor, financial advisor, etc.).	:	No
3. Having a significant business relationship which may affect the ability to independently perform duties.	:	No
4. Being a business operator or a director who involved or participated in the management, employee, worker, consultant with salary, or held share more than one percent of a total share with the right to vote of a company having the same nature of business and competing in significant with the Company.	:	No

**Profiles of Candidate Directors Retiring by Rotation for Appointment
as the Company's Directors for Another Term**

Name: Mr. Gordon Enns
Age: 48 years
Nationality: Canadian
Position: Director
Starting date of directorship: 9 June 2022
Term of service: First term: 9 June 2022 – AGM 2025
Number of years as a Director: 2 years and 10 months
Type of nominated Director: Director
Address: Jln Fountain Bleau Blok, Fountain Bleau No.63 Rt-/Rw-Tangerang,
 Banten15318, Indonesia



Educational Background and Training Course:

- Bachelor of Commerce, University of Victoria, Canada
- Director Certification Program (DCP) 2024 by Thai Institute of Directors
- ISMS Training ISO/IEC 27001:2013
- IT Security Awareness
- PDPA Basic

Working Experience:

Period	Position	Company Name/Nature of Business
2022 - Present	Director	Humanica Public Company Limited Corporate Software and Payroll Service
2023 - Present	Director	Sunfish DataOn Philippines, Inc. Corporate Software and Payroll Service
2023 - Present	Director	Humanica Asia Pte. Ltd. Payroll Service
2020 - Present	Director	GreatDay Malaysia Sdn. Bhd. Mobile HR Provider
2020 - Present	Director	Viko Technologies Pte. Ltd. Technology Asset Holding Company
2019 - Present	President Director	PT. Synergy Group Asia Payroll Outsourcing Service
2019 - Present	Director	DataOn International Co. Ltd. HR Software provider
2019 - Present	Director	Synergy Malaysia Sdn. Bhd. Payroll Outsourcing Service

Period	Position	Company Name/Nature of Business
2018 - Present	Founder - President Director	PT. People Intelligence Indonesia (GreatDay HR Indonesia) Mobile HR Provider
2018 - Present	Director	Publica Holding Pte. Ltd. Technology Solution Holding Company
1999 - Present	Founder - President Director	PT. Indodev Niaga Internet HR-ERP Software Provider

Director / Executive Position:

- In other listed companies: None
- In other businesses which are not listed companies: 10 companies (please see above)
- In other businesses that may cause conflict of interest to the Company: None

The Company's securities holdings as of August 28, 2024:

- Held through Viko Technologies Pte. Ltd. 180,316,588 shares (equivalent to 20.79%)

Family Relationship among Directors and Executives: None

Number of Meeting Attendance:

- Board of Directors' Meeting Attended 4 out of 4 times (Expressed as a 100 percentage)

Illegal Record in past 10 years: None

Direct and indirect interest in any businesses in which the Company or its subsidiaries is a party: None

Profiles of Independent Director Nominated for Appointment as a Proxy at the Meeting

Name: Mr. Patara Yongvanich
Position: Chairman of Audit Committee /
Investment Committee / Independent Director
Age: 50 years
Nationality: Thai
Starting date of directorship: July 14, 2017
Term of service: 7 years and 9 months
Address: 98/202 Soi 4/1 Nanthawan Bangna Km.7
Bangna-Trad Km.7 Road, Bang Kaeo,
Bang Phli District, Samut Prakan 10540



Educational Background and Training Course:

- Master of Business Administration, Cornell University, U.S.A.
- Master of Industrial Engineering, Stanford University, U.S.A.
- Bachelor of Mechanical Engineering, Cornell University, U.S.A.
- Director Accreditation Program (DAP), Batch 134/2017

Working Experience:

Period	Position	Company Name/Nature of Business
2017 - Present	Chairman of Audit Committee, Investment	Humanica Public Company Limited
	Committee, and Independent Director	Corporate Software and Payroll Service
2022 - Present	Director	Pax8 International (Thailand) Company Limited
		Cloud services consulting
2020 - Present	Audit Committee and Independent Director	Ngern Tid Lor Public Company Limited
		Financial Services
2019 - Present	Director	Relationship Republic Company Limited
		CRM Consulting

Director / Executive Position:

- In other listed companies: 1 company (please see above)
- In non-listed companies: 2 companies (please see above)
- In other businesses that may cause conflict of interest to the Company: None

The Company's securities holdings as of August 28, 2024:

- Own 500,000 shares (equivalent to 0.06%)

Family Relationship among Directors and Executives: None

Number of Meeting Attendance:

- Board of Directors' Meeting Attended 4 out of 4 times (Expressed as a 100 percentage)
- Audit Committee's Meeting Attended 4 out of 4 times (Expressed as a 100 percentage)

- Investment Committees' Meeting Attended 4 out of 5 times (Expressed as a 80 percentage)

Illegal Record in past 10 years:

None

Conflicts of Interest in Agenda:

- Agenda 6: To consider and approve the directors' remuneration for the year 2025.
- No special interest rather than other directors.

Clarification Proxy Method, Meeting Registration, Presented Document before the Meeting,
Voting and Counting of Votes for the Annual General Meeting of Shareholders of 2025
Humanica Public Company Limited
April 29, 2025

A. Proxy Method

The Company has provided three (3) types of proxy form in accordance with the forms prescribed by the regulation of the Department of Business Development, Ministry of Commerce Re: Form of Proxy (No. 5) B.E. 2550 for shareholders who are unable to attend the meeting in person to appoint any person or a proposed independent director of the Company as shown in *Enclosure 5* as proxy to attend and vote at the shareholders' meeting. The three (3) proxy forms are as follows:

1. Form A is a general form which is simple and uncomplicated (*Enclosure 9*);
2. Form B is an explicit form with fixed and specific details authorizing proxy (*Enclosure 10*); and
3. Form C is a form to be used specifically by shareholders who are specified in the register as foreign investors and have appointed a custodian in Thailand for the safekeeping of the shares (*Enclosure 11*).

In the event that the shareholder is unable to attend the shareholders' meeting in person, such shareholder can appoint any person as proxy as follows:

- A shareholder shall select **only one of the above** proxy forms;
- General shareholder shall select either Form A or Form B. **Only one type** of proxy form can be selected;
- **Shareholders who are foreign investors and have appointed a custodian in Thailand for the safekeeping of the shares** shall select Form C;
- A shareholder shall appoint only one proxy to attend and vote at the meeting and cannot divide the number of shares for multiple proxies to split the votes;
- A shareholder shall fill in the proxy form and such proxy form must be properly signed by both the grantor and proxy;
- An appointed proxy must submit the proxy form to the Company's staff at the place of the meeting before attending the meeting in order for the Company to verify the completeness and accuracy of the proxy form;
- In case the shareholders choose to appoint **Mr. Patara Yongvanich**, the Company's independent director proposed in the *Enclosure 5*, as the proxy, the shareholders shall deliver the completed proxy form with the supporting documents as shown below to the Company Secretary of Humanica Public Company Limited, at No. 2 Soi Rongmuang 5, Rongmuang Rd Rongmuang Sub-district, Pathumwan District, Bangkok 10330 within April 21, 2025 or hand it in at the meeting place.

B. Registration and Document Submission before the Meeting

The Company will begin the registration and verify the completeness of the proxy form at 9.00 a.m. onwards at Humanica Public Company Limited, at No. 2 Soi Rongmuang 5, Rongmuang Rd., Rongmuang Sub-district, Pathumwan District, Bangkok 10330. The attendee must present the following documents, as may be applicable, for registration before attendance.

1. Attending in person

1.1 Individual

- (1) Registration form signed by the shareholder (*Enclosure 1*); and

- (2) An original and valid personal official document issued by government authorities, e.g. identification card, government officer identification card, driver license or passport, including evidence of name or last name's change.

1.2 Juristic Person by Authorized Representative (Authorized Director)

- (1) Registration form signed by the authorized representative (Authorized Director) attending the meeting (*Enclosure 1*);
- (2) Copy of an affidavit of the juristic shareholder issued by the Ministry of Commerce of not more than 3 months prior to the date of the meeting and certified as true copy by the authorized representative (Authorized Director) with the details showing that the authorized representative (Authorized Director) attending the meeting has the authority to act on behalf of the juristic shareholder; and
- (3) An original and valid personal official document issued by government authorities of the authorized representative (Authorized Director) as specified in clause 1.1 (2).

2. Proxy

2.1 Individual

- (1) Registration form signed by the proxy (*Enclosure 1*);
- (2) The proxy form (either Form A or Form B), correctly and completely filled in and signed by the grantor and the proxy and affixed with Baht 20 stamp duty;
- (3) Copy of valid personal official document issued by government authorities of the grantor as specified in clause 1.1 (2) which is a certified true copy by the grantor; and
- (4) An original and valid personal official document issued by government authorities of the proxy as specified in clause 1.1 (2).

2.2 Juristic Person incorporated in Thailand

- (1) Registration form signed by the proxy (*Enclosure 1*);
- (2) The proxy form (either Form A or Form B), correctly and completely filled in and signed by the authorized representative (Authorized Director) as the grantor and the proxy and affixed with the company seal (if any) and Baht 20 stamp duty. In cases where the person who signs the proxy form is not an authorized director as specified in the affidavit, the attendee shall present the power of attorney showing that the attendee has the authority to attend the meeting and cast the vote on behalf of the juristic shareholder. All complete power of attorneys must be made uninterruptedly;
- (3) Copy of an affidavit of the juristic shareholder issued by the Ministry of Commerce of not more than 3 months prior to the date of the meeting and certified true copy by the authorized representative and affixed with the company seal (if any) with the details showing that the person who signs the proxy form as the grantor has the authority to act on behalf of the juristic shareholder;
- (4) Copy of valid personal official document issued by government authorities of the authorized representative as specified in clause 1.1 (2) which is a certified true copy by the said authorized person; and
- (5) An original and valid personal official document issued by government authorities of the proxy as specified in clause 1.1 (2).

2.3 For Foreign Investor appointing the Custodian in Thailand for the safekeeping of the shares

- (1) Registration form signed by the Custodian in Thailand (*Enclosure 1*);
- (2) The proxy form C correctly and completely filled in and signed by the grantor and the proxy and affixed with the company seal (if any) and Baht 20 stamp duty.;
- (3) Same corporate documents of the juristic shareholder as specified in clause 1.2 (2) or clause 2.2 (3), certified as true copy by the authorized person(s) of the shareholder with the company seal affixed (if any);
- (4) Letter certifying that the person signing the proxy form is authorized to operate custodian business. In case the original documents are not in English, an English translation shall be prepared and certified true and correct translation by the shareholder or the authorized representative of juristic person;
- (5) Copy of valid personal official document issued by government authorities of the authorized representative as specified in clause 1.1 (2) which is a certified true copy by the said authorized person; and
- (6) An original and valid personal official document issued by government authorities of the proxy as specified in clause 1.1 (2).

Notes:

The Proxy form must be affixed with Baht 20 stamp duty, crossed and the date on which such proxy is made, specified.

C. Voting and ballot counting

The Chairman of the meeting (“**Chairman**”) will inform the attendees of the voting method and vote counting before proceeding with the next agenda.

1. Voting

- One vote per share.
- For voting on each agenda, the Chairman will ask whether or not any shareholder is disapproves or abstains from voting and such shareholder to raise their hand.
 - If any shareholder raises his/her hand for disapproval or abstention, such shareholder shall record the resolution as disapproval or abstention in the ballot paper given before the meeting and the Chairman would have the staff taking the disapproved or abstained ballot of the shareholder(s) for vote counting. Shareholders who do not raise their hands at the meeting shall be deemed to approve the proposed resolution of each agenda.
 - If no shareholder raises his/her hand for disapproval or abstention, it shall be deemed that the shareholders have unanimously approved the proposed agenda by the Chairman, unless a shareholder has marked in the proxy form that he/she wishes to vote no or to abstain where the Company has recorded such disapproval or abstention votes in each resolution on each agenda.
 - Shareholders who appoint a proxy to attend the meeting and give their proxy authority to vote based on shareholder’s intention as specified in the proxy form, the Company will record the voting that the shareholder has specified in the proxy form in advance, after the registration by the proxy. This is to facilitate the proxy so that the proxy does not have to fill in the ballots at the meeting and shall combine the said votes together with the above voting.

2. Vote counting

- In counting the votes on each agenda, the Company will count the votes of the shareholders present at the meeting and voting by proxy as registered in advance at the time of registration by the proxy, for disapproval and abstention, and deduct those from the total number of shares held by shareholders attending the meeting and having the right to vote on each agenda item
- The Chairman will announce the result of voting on each agenda item by the end of each agenda with the details of how many votes are approved, disapproved or abstained including the proportional ratio.

The Company's Articles of Association relating to the Shareholders' Meeting

- Article 17.** The director shall be elected in Shareholders' Meeting in accordance with the following rules and procedures.
- (1) Each shareholder's number of votes will be equal to the number of shares held;
 - (2) Each shareholder may vote to elect one or many persons to be a director. If a number of individuals are proposed as directors, the shareholders cannot distribute their votes for each director; and
 - (3) The persons receiving the most votes in descending order shall be elected as directors, which shall be equal to the number of directors that should have or be elected at that time. In the event that there are persons receiving equal votes in respective orders and the number of directors exceeds the number of directors that should have or be elected at that time, the director shall be selected by drawing lots method in order to get the number of directors required.
- Article 23.** The shareholders may pass a resolution to dismiss any directors prior to the expiry of his office with not less than three-fourths (3/4) votes from the number of shareholders present at the meeting and have voting rights, which a total of shares not less than half (1/2) of the shares held by the shareholders attending the meeting and have voting rights.
- Article 34.** Meetings of shareholders are held at the location the Company is headquartered or in nearby provinces.
- Article 35.** The board of directors shall call for shareholders meeting at least once a year which is an annual general meeting of shareholders within four (4) months from the last day of the fiscal year of the Company.
- Other shareholders' meetings are called "extraordinary meetings".
- The board of directors will summon any extraordinary meeting as they deem appropriate or when shareholders holding shares amounting to not less than ten (10) percent of the total number of shares wholly sold may request the board of director in writing to call for an extraordinary meeting at any time provided that the reasons of request for calling such meeting shall be clearly stated in the said written request. In this respect, the board of directors shall proceed to call for a shareholder meeting to be held within forty-five (45) days from the date of receipt of the request from the said shareholders.
- If the board of directors do not proceed with shareholder meeting within forty-five (45) days from the date of receipt of the request from the shareholders, one or more shareholders holding the shares amounting to not less than the amount required are entitled to hold the meeting within forty (45) days from the expiration of the period specified in the preceding paragraph and in such case, such shareholders' meeting shall be deemed to be a meeting called by the board of directors where the company must be accountable for any essential expenses incurred from holding the shareholders' meeting and facilitating the shareholders' meeting as appropriate. However, if the number of shareholders attending the shareholders' meeting does not form a quorum, all shareholders who have requested to call the shareholders' meeting at that time shall be jointly and severally liable for the costs incurred from the holding of such shareholders' meeting.
- Article 36.** To summon a shareholders' meeting, the board of directors shall prepare a notice thereof specifying the place, date, time, the agenda and the matters to be proposed at the meeting (together with details as may be reasonable) by clearly describing those matters which are to be proposed for acknowledgement, approval or consideration, including submission of any comments by the board of directors on such matter (if any). Such notice shall be sent to the shareholders and registrar not later than seven (7) days prior to the date of such meeting and published not less than three (3) days prior to the date of the meeting in newspapers for three (3) consecutive days.

Article 37. At a shareholders' meeting, there shall be not less than twenty five (25) shareholders and proxies (if any) or not less than half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third (1/3) of the total number of shares sold at a shareholder meeting in order to form a quorum.

At any shareholders' meeting, if one (1) hour has passed from the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as prescribed in the first paragraph, and if such shareholders meeting was called as a result of a request of the shareholders, such meeting shall be cancelled. If that meeting was not called as a result of a request of the shareholders, a new meeting shall be called for and the notice calling for such meeting shall be sent to shareholders at least seven days prior to the meeting date. In the subsequent meeting, no quorum is required.

Article 38. In the shareholders' meeting, any shareholder can authorize a proxy to vote for him/her. The delegation of powers requires the signature of the grantor on the proxy, of which the format is stipulated by the registrar of the public company limited. A proxy form must be submitted to the Chairman of the Board of Directors or the person he has designated before the proxy attends such meeting and a proxy form must, at the very least, contain the following information;

- a) The number of shares the grantor is holding,
- b) The name of the proxy,
- c) The ordinal number of meeting to be attended and to cast the vote by the proxy.

Article 39. The shareholders' meeting shall be in accordance with the agenda set forth in the notice of the meeting unless the shareholders of not less than two thirds (2/3) of the total number of shareholders attending the meeting resolve to change the order of the agenda.

After the shareholders consider matters in the notice of the meeting, shareholders holding not less than one-third (1/3) of the total number of shares sold may request to consider matters other than those specified in the notice of the meeting.

In the event that the shareholders cannot completely consider the matter as set out in the notice of the meeting or additional matters as proposed by shareholders and it is necessary to postpone the meeting for consideration, it must be determined at the shareholders' meeting the place, date and time of the subsequent shareholders' meeting and the notice shall be sent to the shareholders not later than 7 days prior to the date of such meeting and published not less than 3 days prior to the date of the meeting by newspapers for 3 consecutive days.

Article 40. The chairman of the board shall be the chairman of the shareholders' meetings. If the chairman of the board is not present or cannot perform his duty, and if there is a vice chairman, the vice chairman shall be the chairman of the meeting. If there is no vice chairman or if the vice chairman cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be chairman of the meeting.

Article 41. In the shareholders' meeting, every shareholder shall be entitled for one (1) vote for one (1) share.

If any shareholder has a special interest in any matter, such shareholders shall not be entitled to vote on that matter except for voting on the election of the directors.

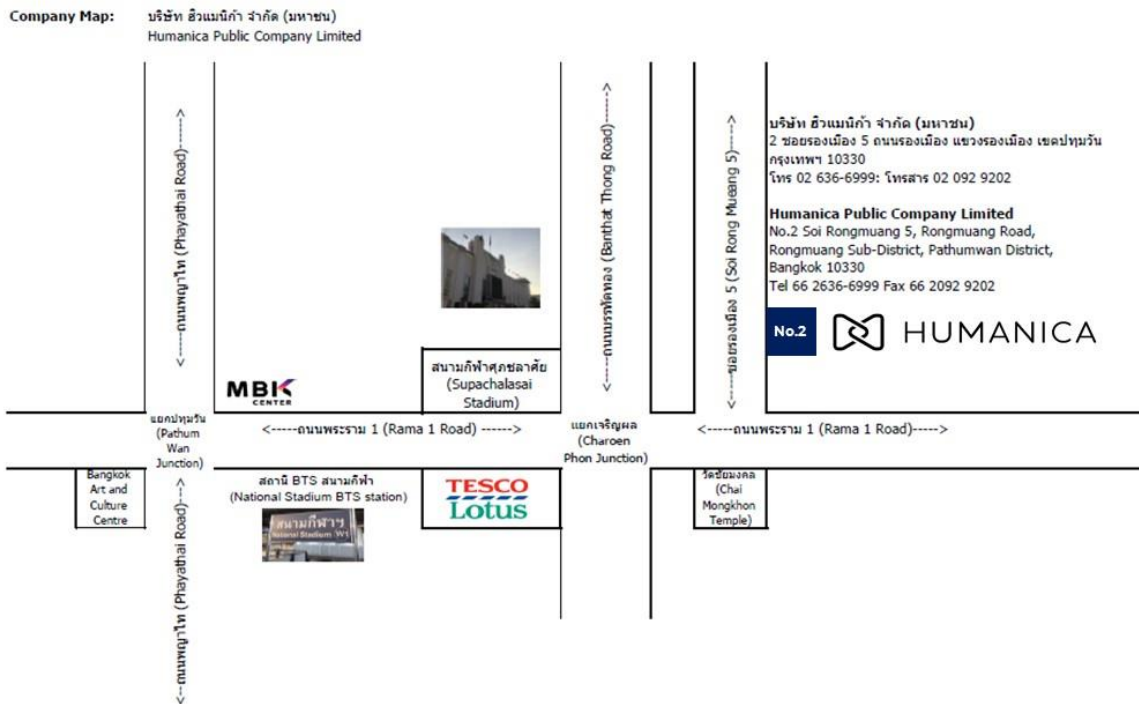
Article 42. Except as otherwise provided herein or other cases as required by law, any vote or any approval at shareholders' meeting shall require the majority votes of the shareholders attending the meeting and having right to vote. In case of equal votes, the Chairman of the meeting shall have an additional vote as a casting vote.

The resolutions of the shareholders' meeting in the following cases must receive votes of not less than three quarters (3/4) of the total number of votes of the shareholders attending the meeting and having right to vote.

- (1) the sale or transfer of the entire or substantial part of the Company's business to other person;
- (2) the purchase or acceptance of transfer of the business of other public company (s) or private company (s) by the Company;
- (3) the making, amending or terminating any agreement with respect to the granting of a lease of the whole or substantial parts of the Company's business, the assignment of the management of the business of the Company to any person (s) for the purpose of profit and loss sharing;
- (4) the Amendments to the Memorandum of Association or Article of Association of the Company;
- (5) the increasing or reducing the Company's capital;
- (6) the issuance and offering of debentures of the Company; or
- (7) the amalgamation or dissolution of the Company.

Humanica Public Company Limited
 Map of the Venue
 2025 Annual General Meeting of Shareholders

At Humanica Public Company Limited, at No. 2 Soi Rongmuang 5, Rongmuang Rd., Rongmuang Sub-district, Pathumwan District, Bangkok 10330



Note: The Company will arrange a shuttle van for shareholders who will attend the meeting at BTS National Stadium Station, Exit 2, at the bus stop, from 7:30 a.m. to 10:00 a.m.

Proxy Form A.

Please attach stamp duty of Baht 20

Made

Date.....MonthYear

(1) I/We.....Nationalityresiding/located at..... Road Sub-districtDistrictProvince Postal Code

(2) Being shareholder of Humanica Public Company Limited holding the total numbers of.....shares and have rights to vote equal to..... votes as follows:

Ordinary sharesshares and have the rights to vote equal tovote

Preference shares..... -shares and have the rights to vote equal to -vote

(3) Hereby appoints

1.Ageyears residing/located at No. RoadSub-district.....District.....Province..... Postal Code..... or

2.Ageyears residing/located at No. RoadSub-district.....District.....Province..... Postal Code..... or

3.Ageyears residing/located at No. RoadSub-district.....District.....Province..... Postal Code..... or

Independent Director of the Company, Mr. Patara Yongvanich (details of Independent Director as shown in Enclosure 5)

Anyone of these persons to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholder for the year 2025 to be held on April 29, 2025 at 10.00 a.m. at Humanica Public Company Limited, at No. 2 Soi Rongmuang 5, Rongmuang Road, Rongmuang Sub-district, Pathumwan District, Bangkok 10330 or at any adjournment thereof to any other day, time and venue.

Any acts performed by the proxy in this meeting shall be deemed to be the actions performed by myself/ourselves.

SignedGrantor (.....)

SignedProxy (.....)

SignedProxy (.....)

SignedProxy (.....)

Remarks

The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.

Proxy Form B.

Please attach
stamp duty of
Baht 20

Made

Date.....MonthYear

(1) I/We.....Nationalityresiding/located at.....
Road Sub-districtDistrictProvince
Postal Code

(2) Being shareholder of **Humanica Public Company Limited** holding the total numbers of.....shares
and have rights to vote equal to..... votes as follows:

Ordinary sharesshares and have the rights to vote equal tovote

Preference shares.....shares and have the rights to vote equal tovote

(3) Hereby appoints

1.Ageyears residing/located at No.
RoadSub-district.....District.....Province.....
Postal Code..... or

2.Ageyears residing/located at No.
RoadSub-district.....District.....Province.....
Postal Code..... or

3.Ageyears residing/located at No.
RoadSub-district.....District.....Province.....
Postal Code..... or

Independent Director of the Company, **Mr. Patara Yongvanich** (details of Independent Director as shown in
Enclosure 5)

Anyone of these persons to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of
Shareholder for the year 2025 to be held on April 29, 2025 at 10.00 a.m. at Humanica Public Company Limited, at No. 2 Soi
Rongmuang 5, Rongmuang Road, Rongmuang Sub-district, Pathumwan District, Bangkok 10330 or at any adjournment thereof
to any other day, time and venue.

(4) In this meeting, I/We grant my/our proxy to consider and vote on my/our behalf as follows:

Agenda 1 To consider and approve the minutes of the Annual General Meeting of Shareholders 2024.

(a) The proxy shall have the right on my/our behalf to consider and approve independently
as deemed appropriate.

(b) The proxy shall have right to approve in accordance with my/our intention as follows:

Approve

Disapprove

Abstain

Agenda 2 To acknowledge the operating results for the year ended December 31, 2024.

No casting of votes in this agenda

Agenda 3 To consider and approve the financial statement for the year ended December 31, 2024.

(a) The proxy shall have the right on my/our behalf to consider and approve independently
as deemed appropriate.

(b) The proxy shall have right to approve in accordance with my/our intention as follows:

Approve

Disapprove

Abstain

Any acts performed by the proxy in the meeting except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein shall be deemed to be the actions performed by myself/ourselves.

SignedGrantor

(.....)

SignedProxy

(.....)

SignedProxy

(.....)

SignedProxy

(.....)

Remarks:

1. The shareholder appointing the proxy shall appoint one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.
2. In the Agenda for the election of directors, the vote may be made for all or certain directors.
3. In case where the statement exceeds those specified above, additional details may be specified in the attachment to Proxy Form (Form B)

Attachment to Proxy Form (Form B)

A proxy is granted by a shareholder of Humanica Public Company Limited.

For the Annual General Meeting of Shareholders of 2025 to be held on April 29, 2025, at 10.00 a.m. at Humanica Public Company Limited, at No. 2 Soi Rongmuang 5, Rongmuang Road, Rongmuang Sub-district, Pathumwan District, Bangkok 10330 or at any adjournment thereof to any other day, time and venue.

- Agenda..... Approval on.....
- (a) The proxy shall have the right on my/our behalf to consider and approve independently as deemed appropriate.
 - (b) The proxy shall have right to approve in accordance with my/our intention as follows:
 - Approve
 - Disapprove
 - Abstain

- Agenda.....Approval on.....
- (a) The proxy shall have the right on my/our behalf to consider and approve independently as deemed appropriate.
 - (b) The proxy shall have right to approve in accordance with my/our intention as follows:
 - Approve
 - Disapprove
 - Abstain

- Agenda.....Approval on.....
- (a) The proxy shall have the right on my/our behalf to consider and approve independently as deemed appropriate.
 - (b) The proxy shall have right to approve in accordance with my/our intention as follows:
 - Approve
 - Disapprove
 - Abstain

- Agenda.....Approval on the election of directors

Name of Director
 Approve Disapprove Abstain

Name of Director
 Approve Disapprove Abstain

Name of Director
 Approve Disapprove Abstain

Proxy Form C.
 (For the shareholders who are a foreign investor and has appointed
 a custodian in Thailand to be a share depository and share keeper)

Please attach
 stamp duty of
 Baht 20

Made
 Date.....MonthYear

(1) I/We.....Nationality
 Residing/located at.....

As the custodian of

Being a shareholder of **Humanica Public Company Limited**.

Holding the total amount of.....shares

and have rights to vote equal to.....votes as follows:

- Ordinary shares.....shares and have the rights to vote equal tovote
- Preference shares.....shares and have the rights to vote equal tovote

(2) Hereby appoint (Please choose one of followings)

- 1.Age.....years residing/located at No.....
 Road.....Sub-district.....District.....Province.....
 Postal Code..... or
- 2.Age.....years residing/located at No.....
 Road.....Sub-district.....District.....Province.....
 Postal Code..... or
- 3.Age.....years residing/located at No.....
 Road.....Sub-district.....District.....Province.....
 Postal Code..... or

Independent Director of the Company, **Mr. Patara Yongvanich** (details of Independent Director as shown in Enclosure 5)

Anyone of these persons to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholder for the year 2025 to be held on April 29, 2025, at 10.00 a.m. at Humanica Public Company Limited, at No. 2 Soi Rongmuang 5, Rongmuang Road, Rongmuang Sub-district, Pathumwan District, Bangkok 10330 or at any adjournment thereof to any other day, time, and venue.

(3) I/We hereby grant my/our proxy to attend and vote at the Meeting and cast votes on my/own behalf as follows:

- A. Grant proxy in accordance with the total amount of my/our shares and having the right to vote.
- B. Grant partial of my/our proxy as follows:
 - Ordinary sharesshares and have the rights to vote equal tovote
 - Preference shares.....shares and have the rights to vote equal tovote

Total voting right.....Votes

(4) I/we hereby grant my/our proxy to attend and cast vote at the Meeting on my/our behalf as follows:

Agenda 1 To consider and approve the minutes of the Annual General Meeting of Shareholders 2024.

(a) The proxy shall have the right on my/our behalf to consider and approve independently as deemed appropriate.

(b) The proxy shall have right to approve in accordance with my/our intention as follows:

Approve Votes Disapprove Votes Abstain Votes

Agenda 2 To acknowledge the operating results for the year ended December 31, 2024.

No casting of votes in this agenda

Agenda 3 To consider and approve the financial statement for the year ended December 31, 2024.

(a) The proxy shall have the right on my/our behalf to consider and approve independently as deemed appropriate.

(b) The proxy shall have right to approve in accordance with my/our intention as follows:

Approve Votes Disapprove Votes Abstain Votes

Agenda 4 To consider and approve the allocation of the net profit as dividend payment for the year 2024.

(a) The proxy shall have the right on my/our behalf to consider and approve independently as deemed appropriate.

(b) The proxy shall have right to approve in accordance with my/our intention as follows:

Approve Votes Disapprove Votes Abstain Votes

Agenda 5 To consider and approve the appointment of directors in replacement of those who must retire by rotation.

(a) The proxy shall have the right on my/our behalf to consider and approve independently as deemed appropriate.

(b) The proxy shall have right to approve in accordance with my/our intention as follows:

Election of entire group of nominated directors

Approve Votes Disapprove Votes Abstain Votes

Election of each nominated directors individually

1. Mr. Patai Padungtin

Approve Votes Disapprove Votes Abstain Votes

2. Mrs. Kanya Ruengprateepsang

Approve Votes Disapprove Votes Abstain Votes

3. Mr. Gordon Enns

Approve Votes Disapprove Votes Abstain Votes

Agenda 6 To consider and approve the directors' remuneration for the year ended December 31, 2025.

(a) The proxy shall have the right on my/our behalf to consider and approve independently as deemed appropriate.

(b) The proxy shall have right to approve in accordance with my/our intention as follows:

Approve Votes Disapprove Votes Abstain Votes

Agenda 7 To consider and approve the appointment of auditor and the determination of audit fee for the year ended December 31, 2025.

(a) The proxy shall have the right on my/our behalf to consider and approve independently as deemed appropriate.

(b) The proxy shall have right to approve in accordance with my/our intention as follows:

Approve Votes Disapprove Votes Abstain Votes

Agenda 8 To consider other agenda

(a) The proxy shall have the right on my/our behalf to consider and approve independently as deemed appropriate.

(b) The proxy shall have right to approve in accordance with my/our intention as follows:

Approve

Votes Disapprove

Votes Abstain

Votes

(5) If the proxy does not vote in accordance with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.

(6) In the event that I/we have not specified my/our voting intention on any agenda item or have not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote in accordance with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

Signed Grantor

(.....)

Signed Proxy

(.....)

SignedProxy

(.....)

SignedProxy

(.....)

Remarks

1. This Proxy form C. is only used for the shareholder who is specified in the register as a foreign investor and has appointed a custodian in Thailand to be a share depository and keeper.
2. The documents needed to be attached to this Proxy form are:
 - Power of attorney from the shareholder empowering the custodian to sign this Proxy form on his/her behalf
 - Document confirming that the person who signed the proxy form is permitted to operate the custodian business
3. The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.
4. In the Agenda for the appointment of the directors, the votes may be made for all or certain directors.
5. In case where the statement exceeds those specified above, additional details may be specified in the Attachment to Proxy Form C. provided.

Attachment to Proxy Form C.

A proxy is granted by a shareholder of **Humanica Public Company Limited**.

For the Annual General Meeting of Shareholders of 2025 to be held on April 29, 2025, at 10.00 a.m. at Humanica Public Company Limited, at No. 2 Soi Rongmuang 5, Rongmuang Road, Rongmuang Sub-district, Pathumwan District, Bangkok 10330 or at any adjournment thereof to any other day, time, and venue.

<input type="checkbox"/> Agenda.....	Approval on.....				
<input type="checkbox"/>	(a) The proxy shall have the right on my/our behalf to consider and approve independently as deemed appropriate.				
<input type="checkbox"/>	(b) The proxy shall have right to approve in accordance with my/our intention as follows:				
<input type="checkbox"/>	Approve	Votes	<input type="checkbox"/>	Disapprove	Votes
<input type="checkbox"/>			<input type="checkbox"/>	Abstain	Votes
<input type="checkbox"/> Agenda.....	Approval on.....				
<input type="checkbox"/>	(a) The proxy shall have the right on my/our behalf to consider and approve independently as deemed appropriate.				
<input type="checkbox"/>	(b) The proxy shall have right to approve in accordance with my/our intention as follows:				
<input type="checkbox"/>	Approve	Votes	<input type="checkbox"/>	Disapprove	Votes
<input type="checkbox"/>			<input type="checkbox"/>	Abstain	Votes
<input type="checkbox"/> Agenda.....	Approval on.....				
<input type="checkbox"/>	(a) The proxy shall have the right on my/our behalf to consider and approve independently as deemed appropriate.				
<input type="checkbox"/>	(b) The proxy shall have right to approve in accordance with my/our intention as follows:				
<input type="checkbox"/>	Approve	Votes	<input type="checkbox"/>	Disapprove	Votes
<input type="checkbox"/>			<input type="checkbox"/>	Abstain	Votes
<input type="checkbox"/> Agenda.....	Approval on the election of directors				
	Name of Director				
<input type="checkbox"/>	Approve	Votes	<input type="checkbox"/>	Disapprove	Votes
<input type="checkbox"/>			<input type="checkbox"/>	Abstain	Votes
	Name of Director				
<input type="checkbox"/>	Approve	Votes	<input type="checkbox"/>	Disapprove	Votes
<input type="checkbox"/>			<input type="checkbox"/>	Abstain	Votes
	Name of Director				
<input type="checkbox"/>	Approve	Votes	<input type="checkbox"/>	Disapprove	Votes
<input type="checkbox"/>			<input type="checkbox"/>	Abstain	Votes