

*(English Translation)*

Minutes of the 2026 Annual General Meeting of Shareholders  
through Electronic Meeting (e-AGM)  
of Boutique Corporation Public Company Limited

**Date, Time, and Venue of the Meeting**

The 2026 Annual General Meeting of Shareholders (the “**Meeting**”) of Boutique Corporation Public Company Limited (the “**Company**”) was held on 29 April 2026 at 2:00 p.m. through electronic meeting (e-AGM) pursuant to the Company’s Articles of Association, the Emergency Decree on Electronic Meeting, B.E. 2563 (2020), and other relevant laws and regulations, with a venue controlling the meeting system at the Meeting Room, R Floor, Shama Lakeview Asoke Bangkok, no. 41, Soi Sukhumvit 16, Sukhumvit Road, Klongtoey, Klongtoey, Bangkok 10110.

**Directors present at the Meeting**

1. Mr. Kajohndet Sangsuban Independent Director / Chairman of the Board of Directors / Chairman of the Audit and Corporate Governance Committee
2. Dr. Julaporn Namchaisiri Independent Director / Chairman of the Nomination and Remuneration Committee / Member of the Audit and Corporate Governance Committee
3. Mr. Prakid Punyashthiti Independent Director / Member of Nomination and Remuneration Committee / Member of Audit and Corporate Governance Committee
4. Mr. Prabsharan Singh Thakral Director / Member of Nomination and Remuneration Committee / Chief Executive Officer
5. Mr. Krongtham Limpabandhu Director / Chief Financial Officer / (Acting) Chief
6. Mr. Manmohan Singh Thakral Director (Attending via electronic means)
7. Mr. Richard Peter Neville Director (Attending via electronic means)

The Company had seven directors, all of whom attended the Meeting, representing 100 percent of the total number of directors.

**Executives present at the Meeting**

1. Mrs. Apinya Varterian Senior Vice President – Legal & Compliance
2. Mr. Thanawut Singyabuth Vice President – Accounting and Finance (The person supervising accounting)
3. Ms. Kanyaphat Prayoonpoakarach Company Secretary, acting as the secretary to the meeting and the meeting conductor

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Auditor from EY Office Company Limited present at the Meeting

1. Ms. Kessirin Pinpuvadol Partner

Preliminary Proceeding

Ms. Kanyaphat Prayoonpoakarach, Company Secretary, acting as the secretary to the meeting and the meeting conductor (the “MC”), welcomed the shareholders to the 2026 Annual General Meeting of Shareholders (the “2026 AGM” or the “Meeting”) and introduced the Board of Directors, executives, the auditor of the Company, the financial advisor, and the independent financial advisors.

Mr. Kajohndet Sangsuban, Chairman of the Board of Directors, acted as the Chairman of the Meeting (the “Chairman”). The Chairman thanked the shareholders for their attendance at the Meeting and informed the Meeting that there was a total of 1,493 shareholders as of the date for determining the names of shareholders who were entitled to attend the Meeting (Record Date) on 13 March 2026. There were 8 shareholders presenting at the meeting, and 38 shareholders were represented by proxies. Thus, there were 46 shareholders in total holding an aggregate amount of 408,675,816 shares, representing 70.8794 percent of the total paid-up shares of the Company of 576,579,458 shares, which constituted a quorum under Section 103 of Public Limited Companies Act B.E. 2535 (A.D. 1992) and Article 33 of the Company’s Articles of Association. The Chairman then declared the 2026 Annual General Meeting of Shareholders open, and assigned the MC to inform the Meeting of the meeting rules and procedures, including vote casting and calculation procedures.

The MC explained the meeting rules and procedures to the Meeting as follows:

- (1) The Board of Directors passed a resolution to convene the 2026 Annual General Meeting of Shareholders through electronic meeting (e-AGM) pursuant to the Emergency Decree on Electronic Meeting B.E. 2563 (2020), and other relating laws and regulations.
- (2) The Company appointed OJ International Company Limited to manage the organization of the meeting via electronic means using the “OJ E-AGM” system, which has conducted a self-assessment of compliance with the Electronic Transactions Development Agency (“ETDA”), and utilized the Zoom Meeting system, which has been certified by the Electronic Transactions Development Agency (ETDA). In this regard, details, and guidelines of this e-AGM system were published in advance as shown in the Invitation Letter to the 2026 Annual General Meeting of Shareholders (the “Invitation Letter”) from 30 March 2026. The registration for identity verification had been available for shareholders since 7 April 2026. The registration for meeting attendance was available on 29 April 2026 from 12:00 p.m. until the Meeting adjourned.
- (3) The Company recorded video and audio of the Meeting as evidence, in accordance with legal requirements and the Company’s privacy policy, for the purpose of shareholder meetings.

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- (4) The Meeting would consider the agenda items in the sequence as prescribed in the Invitation Letter.
- (5) Shareholders or proxy holders could submit their inquiries or opinions related to the agenda item being considered. Any irrelevant questions or opinions should be made in Agenda Item 12 – Other business.
- (6) Shareholders or proxy holders could make inquiries or express opinions via the Q&A messaging function or by using the microphone. Thereafter, a video presentation on the procedures for submitting questions was presented.
- (7) The Company had provided shareholders with an opportunity to submit questions related to the agenda of the Meeting in advance via e-mail within 27 April 2026. There were questions submitted in advance by shareholders, which would be addressed under the relevant agenda items.

Thereafter, a video presentation demonstrating the procedures for submit inquiries was shown. Then the MC explained the vote casting and calculation procedures to the Meeting as follows:

- (1) Shareholders' voting rights were equal to the number of shares they were holding. One share was equivalent to one vote. In case of a tie vote, the Chairman would have a casting vote.
- (2) In casting votes at the shareholder meetings, a majority vote of the shareholders present at the meeting and casting their votes was required, unless the law required a supermajority which would be notified before voting in each agenda.
- (3) Shareholders or proxy holders were given one minute to cast their votes on each agenda item and were able to revise their votes within such period. If no voting option was selected, the vote was deemed an approval for the relevant agenda item by default.
- (4) Shareholders or proxy holders were able to cast votes in advance for subsequent agenda items that had not yet been taken up for consideration. Shareholders were advised not to press the "Logout" button, as logging out would result in immediate exit from the Meeting and such advance votes would not be included in the vote count for the remaining agenda items.
- (5) In cases where shareholders granted a proxy to an independent director or other persons with specific voting instructions for each agenda item, such votes were recorded in accordance with the instructions provided. Accordingly, the proxy holders were not required to cast votes during the Meeting.
- (6) Shareholders having vested interests in any agenda item were not entitled to vote on such matter.
- (7) Shareholders or proxy holders who logged into the Meeting after resolution of any agenda item were entitled to vote only on the remaining agenda items. It was noted that the number of shareholders or proxies present, as well as the number of votes cast, might vary for each agenda item due to participants logging in and out during the Meeting.

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(8) For transparency and fairness, once voting on each agenda item was closed, the voting results could not be revised.

Thereafter, a video presentation demonstrating the procedures for electronic voting was shown.

The Chairman then proceeded to conduct the Meeting according to the sequence of agenda specified in the Invitation Letter.

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

The Chairman invited Mr. Krongtham Limpabandhu, the Chief Financial Officer, to present the Company's operating results for the year 2025 to the Meeting. The details can be summarized as follows:

**Key developments and operating results in 2025**

**1. Disposal of Investment in the Summer Point Project**

- In the first quarter, the Group, together with other shareholders, divested their entire shareholding in Boutique Prakhanong 3 Ltd. ("BPKN3"), representing 100% of the total issued shares, to The Issuer Company Limited, as part of the offering of the "Summer Point Investment Digital Token" or the "Summer Point Token" by The Issuer Company Limited, as approved by the Office of the Securities and Exchange Commission (the SEC). The offering raised Baht 450 million. As a result of this transaction, the Group recognized a gain on sales of investment in BPKN3 of Baht 213.6 million in the consolidated financial statements. The digital token, "SUMX" is listed and trading on Bitkub exchange.

**2. Strategic partnership with JW MARRIOTT**

- As previously approved by the 2025 Annual General Meeting of Shareholders, held on 28 April 2025, which resolved to approve the acquisition of three land plots located in Sukhumvit Soi 24 from related parties, with a total area of 390.80 square wah and a total value not exceeding Baht 679,868,000, for the development of a new five-star hotel project. Subsequently, in May 2025, the Company entered into a hotel development and management agreement with Marriott International for the launch of the JW Marriott Hotel Bangkok Sukhumvit Phrom Phong project. This flagship project will strengthen the Company's brand portfolio, support long-term revenue growth, and create a new landmark in Bangkok catering to premium tourism and the MICE industry. The hotel will be designed under the concept of

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“Timeless Luxury,” with construction scheduled to commence in 2027 and full operations expected by 2030.

### 3. Strategic Partnership with ACCOR

- In July 2025, BC signed Franchise Agreements with Accor Group for three hotels, namely Mövenpick, Mercure, and Handwritten Collection
- BC was officially appointed as Accor’s Third-Party Operator (TPO).
- Under this collaboration, BC will assume management of three hotels, namely:
  - Mercure Phuket Patong Journeyhub (opened in November 2025)
  - JonoX Sukhumvit 5 – Handwritten Collection
  - Mövenpick Resort Kamala Beach Phuket

### 4. Project Pipeline

- **JonoX Sukhumvit 5 – Handwritten Collection**

The structural construction had been completed up to the 7<sup>th</sup> floor out of a total of 8 floors. The bank loan term had been revised, and a new loan agreement of Baht 567 million had been duly executed. The project remained on track as planned and was expected to commence a soft opening in Q4/2026 or Q1/2027.

- **Mövenpick Resort Kamala Beach Phuket**

Construction of both buildings had been completed. The project was in the MEP installation and interior fit-out phase. Overall, the project remained on track as planned and is also expected to commence a soft opening in Q4 2026.

- **Phuket Kamala 2**

The Environmental Impact Assessment (EIA) had been approved, and the construction permit and Board of Investment (BOI) promotion certificate had been duly obtained. The project was in the design and pre-construction phase, with construction expected to resume shortly. The Company was also in discussions with leading hotel brands to enter into a franchise agreement.

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- JW Marriott Hotel Bangkok Sukhumvit Phrom Phong

The project was currently in the preparatory stage prior to the Environmental Impact Assessment (EIA) submission.

#### 5. The Company's financial performance

- The Company recorded total revenue of Baht 631 million in 2025, remaining stable compared to the previous year. Revenue from the hotel and retail businesses decreased following the divestment of investment in the IBIS project in Q3/2024 and the divestment of investment in the Summer Point project in Q1/2025. However, such impact was partially offset by a gain on the divestment of the Summer Point project.
- The Company reported a net loss to Owner of the Parent (excluding non-controlling interests) of Baht 88 million in 2025, compared to a net income to Owner of the Parent of Baht 32 million in 2024. This was primarily due to the revaluation of investments in digital assets (tokenization), including impairment allowances on assets and investments.

The Company's operating results for the year 2025 were summarized in the Annual Registration Statement / Annual Report (Form 56-1 e-One Report) for the year 2025. The details appeared in the Enclosure 1 of the Invitation Letter.

Mr. Krongtham Limpabandhu then reported the progress of compliance with the Anti-Corruption Policy. The Audit and Corporate Governance Committee (the "ACGC") annually assessed the compliance with the Anti-Corruption Policy (Bribery and Corruption Assessment) to ensure that the Company fully complied with the Anti-Corruption Policy. In addition, the management also conducted a risk assessment on possible corruption or fraudulence, and regularly reported key risks to the Board of Directors on a quarterly basis.

In 2025, there were no instances of fraud, bribery, or corruption, and no whistleblowing or complaints related to the use of inside information, conflicts of interest, frauds, bribery, corruption, or violation of laws, regulations, requirements, corporate governance related policies and the Code of Conduct of the Company and its subsidiaries.

The Board of Directors had considered and deemed appropriate to propose to the Meeting to acknowledge the Company's operating results for the year 2025, as per the above details.

Then, the Chairman invited shareholders to raise questions or express opinions regarding this agenda item. There were shareholders making inquiries which can be summarized as follows:

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Ms. Raksina Phrommachot – A proxy of Thai Investors Association

**Question** As disclosed by the Company in the 2025 One Report under the Risk Factors section, higher financing cost was identified as a significant challenge. In addition, the Company's financial statements indicated relatively high levels of current liabilities and borrowings. In this regard, management was requested to elaborate on the Company's strategy to secure alternative sources of funding at lower costs, or a plan to restructure its debt in order to reduce interest expenses and maintain liquidity during the period while awaiting project sales?

**Answer** Mr. Krongtham Limpabandhu declared that since 2024, the Bank of Thailand had continuously reduced the policy interest rate from approximately 2.5% to around 1%, resulting in a corresponding decrease in the Company's borrowing rates, which are linked to the MLR (Minimum Loan Rate). In addition, over the past 1 – 3 years, the Company had continuously undertaken capital restructuring by reducing the proportion of borrowings and/or shareholder loans and increasing its equity base. The Company had also refinanced its existing high-interest loans to lower interest rates, enabling it to reduce interest costs by approximately 150 – 200 basis points. With its strong capability in debt repayment, the Company had earned the confidence of financial institutions and had been able to continuously access funding from various banks, as reflected in the most recent example of securing additional loan facilities for the Sukhumvit 5 project in the total amount of Baht 567 million.

Furthermore, the Company had also received Green Loan support from Siam Commercial Bank, which was publicized through various media channels, reflecting the Company's ability to access quality funding sources at appropriate interest rates.

**Question** Given that the Company reported a net loss for 2025, what plans or measures does the Company have to improve its operating performance and return to profitability, both in the short term and the medium term? When does the Company expect to begin seeing tangible results?

**Answer** Mr. Krongtham Limpabandhu declared that the net loss for 2025 was primarily attributable to the recognition of accounting items, which were one-off non-cash items recorded in the consolidated financial statements, totaling approximately Baht 41 million. Nevertheless, the Company had continuously implemented cost control measures across all functions, alongside optimizing human

resource management to enhance operational efficiency and maintain profitability, as well as setting targets to accelerate project sales in order to recognize additional revenue and related fees.

In addition, during the past year, the Company put more emphasis on an asset-light business model by commencing operations as a Third-Party Operator (TPO) for the ACCOR group, under which the Company had obtained the rights to use the brand and manage hotel operations. The Company had also planned to expand its TPO business to serve external clients in order to increase revenue from services and hotel management in the future. Currently, the Company has commenced providing TPO services to external clients.

No additional questions or comments were raised. The MC then informed the Meeting that this agenda item was for acknowledgement and did not require a vote.

**Agenda Item 2      To consider and approve the Company's financial statements for the fiscal year ended 31 December 2025**

The Chairman invited Mr. Krongtham Limpabandhu, the Chief Financial Officer, to present the details to the Meeting. Section 112 of the Public Limited Companies Act B.E. 2535 (1992) (and as amended) (the "PLC Act") and Article 39 of the Company's Articles of Association require that the Board of Directors shall prepare a balance sheet and the profit and loss statement at the end of the Company's fiscal year and present them to the annual general meeting of shareholders for consideration and approval.

The key figures from the financial statements could be summarized as follows:

- According to the consolidated financial statements for FY2025, the Company reported a net loss of Baht 50.2 million, compared to a net profit of Baht 1.2 million in 2024, and a net loss to Owner of the Parent of Baht 88.0 million, compared to a net income to Owner of the Parent of Baht 32.2 million in 2024, as reported in the Agenda Item 1.
- At the end of 2025, the Company's recorded its total assets of Baht 3,735 million and total liabilities of Baht 2,834 million, with the net D/E ratio of 3.36x, increasing from 3.17x in 2024.
- According to the separate financial statements, the Company had a total revenue of Baht 197 million and a net loss of Baht 117 million, representing Baht -0.2 per share.

The Board of Directors had considered and deemed appropriate to propose to the 2026 AGM to consider and approve the financial statements of the Company for the fiscal year ended 31 December 2025 which had been

audited by a certified public accountant and reviewed by the ACGC, as well as obtained the approval from the Board of Directors, as per the above details. Other information appeared in Enclosure 1 of the Invitation Letter.

Then, the Chairman invited shareholders to raise questions or express opinions regarding this agenda item. However, no questions or comments were raised. The MC therefore requested the Meeting to proceed with the voting on this agenda item. The resolution on this agenda item required a majority vote of the shareholders present at the meeting and casting their votes, with abstentions excluded from the vote count.

**Resolution** The Meeting unanimously resolved to approve the Company’s financial statements for the fiscal year ended 31 December 2025. The voting result is shown below.

Shareholders’ Votes	Number of Votes (Votes)	Percentage
Approved	408,675,816	100.0000
Disapproved	0	0.0000
<b>Total</b>	<b>408,675,816</b>	<b>100.0000</b>
Abstained	0	
Voided ballots	0	

**Agenda Item 3** To consider and approve the omission of appropriation of the net profit as a legal reserve and the omission of dividend payment for the year 2025

The Chairman invited Mr. Krongtham Limpabandhu, the Chief Financial Officer, to present the details to the Meeting.

Pursuant to Section 116 of the PLC Act and Article 45 of the Company’s Articles of Association, the Company must allocate part of the annual net profit as a reserve fund in an amount of not less than 5 percent of the annual net profit less the sum of accumulated loss brought forward (if any) until the reserve fund amounts to not less than 10 percent of the registered capital. In addition, Section 115 of the PLC Act and Article 44 of the Company’s Articles of Association specify that no dividend shall be paid from other than out of profits. If the Company still has accumulated losses, no dividends shall be distributed.

The Company had established a policy to distribute dividends of not less than 25 percent of net profit based on the Company’s separated financial statements after the deduction of corporate income tax and allocation of general reserve prescribed by the Articles of Association. Dividend distribution may be subject to changes depending on the necessity and circumstances at that time as are deemed appropriate by the Board of Directors.

The Company incurred a net loss of Baht 117,328,853, with accumulated deficits of Baht 37,422,919 as appeared in the Company’s separate financial statements for the fiscal year ended 31 December 2025. The Company was, therefore, unable to appropriate the net profit as a legal reserve and pay dividends.

The Board of Directors had considered and deemed it appropriate to propose to the 2026 AGM to consider and approve the omission of appropriation of the net profit as a legal reserve and the omission of dividend payment for the year 2025.

Then, the Chairman invited shareholders to raise questions or express opinions regarding this agenda item. However, no questions or comments were raised. The MC therefore requested the Meeting to proceed with the voting on this agenda item. The resolution on this agenda item required a majority vote of the shareholders present at the meeting and casting their votes, with abstentions excluded from the vote count.

**Resolution** The Meeting unanimously resolved to approve the omission of appropriation of the net profit as a legal reserve and the omission of dividend payment for the year 2025. The voting result is shown below.

Shareholders' Votes	Number of Votes (Votes)	Percentage
Approved	408,675,816	100.0000
Disapproved	0	0.0000
<b>Total</b>	<b>408,675,816</b>	<b>100.0000</b>
Abstained	0	
Voided ballots	0	

**Agenda Item 4** To consider and approve the election of directors to replace those who are due to retire by rotation for the year 2026

The Chairman invited Ms. Kanyaphat Prayoonpoakarach, the Company Secretary, to present the details to the Meeting.

Pursuant to Section 71, paragraph two, of the PLC Act and Article 17 of the Company's Articles of Association, at every annual general shareholder meeting, one-third of the directors, or if it is not a multiple of three, then the number nearest to one-third, shall retire from the office and such retired directors may be re-elected.

At the 2026 AGM, there were three directors who were due to retire by rotation, namely:

Name	Position
1. Dr. Julaporn Namchaisiri	Independent Director, Chairman of the Nomination and Remuneration Committee, and Member of the Audit and Corporate Governance Committee
2. Mr. Richard Peter Neville	Director
3. Mr. Krongtham Limpabandhu	Director

To promote the compliance with the good corporate governance principles, the Company had provided an opportunity for minority shareholders to nominate qualified candidates for the director election at the 2026 AGM from 4 November 2025 to 31 January 2026, details of which are announced on the Company’s website. However, there were no candidates nominated by the shareholders for the director election.

The Board of Directors Meeting No. 1/2026, held on 27 February 2026, excluding the directors with vested interests in this matter, deliberately and carefully considered by taking into account the utmost benefit of the Company, and concurred with the NRC’s recommendation and deemed it appropriate to propose to the 2026 AGM to consider and approve the election of directors to replace those who are due to retire by rotation in 2026 as follows:

Name	Proposal
1. Dr. Julaporn Namchaisiri	Proposed for re-election as an <u>independent director</u> for another term
2. Mr. Richard Peter Neville	Proposed for re-election as a <u>director</u> for another term
3. Mr. Krongtham Limpabandhu	Proposed for re-election as a <u>director</u> for another term

Additionally, it was noted that the Board of Directors resolved to approve Dr. Julaporn Namchaisiri to resume her previous position on the Audit and Corporate Governance Committee, effective 30 April 2026, subject to her re-election as an independent director by the 2026 AGM. It was further noted that the term of the Nomination and Remuneration Committee would expire in May 2026, and the Board would consider this matter at a subsequent meeting.

Then, the Chairman invited shareholders to raise questions or express opinions regarding this agenda item. However, no questions or comments were raised. The MC therefore requested the Meeting to proceed with the voting on this agenda item. The resolution on this agenda item required a majority vote of the shareholders present at the meeting and casting their votes, with abstentions excluded from the vote count.

**Resolution** The Meeting unanimously resolved to approve the election of directors to replace those who are due to retire by rotation for the year 2026. The directors were elected individually with the voting results as follows:

1. Dr. Julaporn Namchaisiri Independent Director (re-elected)

Shareholders’ Votes	Number of Votes (Votes)	Percentage
Approved	408,675,816	100.0000
Disapproved	0	0.0000
<b>Total</b>	<b>408,675,816</b>	<b>100.0000</b>

Abstained	0
Voided ballots	0

2. Mr. Richard Peter Neville Director (re-elected)

Shareholders' Votes	Number of Votes (Votes)	Percentage
Approved	408,675,816	100.0000
Disapproved	0	0.0000
<b>Total</b>	<b>408,675,816</b>	<b>100.0000</b>
Abstained	0	
Voided ballots	0	

3. Mr. Krongtham Limpabandhu Director (re-elected)

Shareholders' Votes	Number of Votes (Votes)	Percentage
Approved	408,675,816	100.0000
Disapproved	0	0.0000
<b>Total</b>	<b>408,675,816</b>	<b>100.0000</b>
Abstained	0	
Voided ballots	0	

**Agenda Item 5 To consider and approve the remuneration of the Company's directors and the sub-committees for the year 2026**

The Chairman invited Ms. Kanyaphat Prayoonpoakarach, the Company Secretary, to present the details to the Meeting.

According to Article 22 of the Articles of Association of the Company, the directors of the Company are eligible to receive remuneration from the Company in the form of a cash reward, meeting allowance, pension, bonus or any other forms of remuneration as approved by the shareholders' meeting. The remuneration shall be made either in a fixed amount or by a specific policy or shall be specially determined on each particular occasion or shall be determined to have a continuous effect until a resolution of the shareholders' meeting has changed it to be otherwise. In addition, a director is entitled to have the right to receive any allowance and welfare in accordance with the regulations of the Company.

The Board of Directors had considered and concurred with the NRC's recommendation, taking into account various factors according to the stipulated criteria and procedure, and deemed it appropriate to propose to the 2026 AGM

to consider and approve the remuneration of the directors and the sub-committees for the year 2026 at the same rate as the remuneration in 2025, details as follows.

**(1) Monetary Remuneration**

Position	Remuneration for the year 2026
<b>The Board of Directors</b>	
Chairman	Up to 1,200,000 Baht / year
Member	Up to 600,000 Baht / person / year
<b>The Audit and Corporate Governance Committee</b>	
Chairman	Up to 400,000 Baht / year
Member	Up to 200,000 Baht / person / year
<b>The Nomination and Remuneration Committee</b>	
Chairman	Up to 200,000 Baht / year
Member	Up to 100,000 Baht / person / year

**Remarks:**

1. Independent Directors will not receive any other compensations or benefits beyond the abovementioned remuneration unless otherwise approved by the shareholders' meeting.
2. The remuneration for independent directors (serving as members of the Board of Directors and sub-committees, as applicable) is scheduled to be paid on a quarterly basis.
3. Directors holding executive or advisory positions are not entitled to receive remuneration as members of the Board of Directors or sub-committees (unless otherwise approved by the shareholders' meeting) because they receive remuneration in the form of a salary as employees or an advisory fee as consultants.

**(2) Other Benefits**

Position	Benefits for the year 2026
<b>Members of the Board of Directors</b>	The issuance and offering of the newly issued ordinary shares to directors, executives and/or employees of the Company and/or subsidiaries under the "BC-ESOP 2026" program, as proposed to the 2026 AGM in Agenda 8.

(More details appeared in the Invitation Letter.)

Then, the Chairman invited shareholders to raise questions or express opinions regarding this agenda item. However, no questions or comments were raised. The MC therefore requested the Meeting to proceed with the voting on this agenda item. The resolution on this agenda item required a vote of not less than two-thirds (2/3) of the total votes of shareholders present at the meeting, including abstentions in the vote count.

**Resolution** The Meeting unanimously resolved to approve the remuneration of the directors and the sub-committees for the year 2026, as proposed. The voting result is shown below.

Shareholders' Votes	Number of Votes (Votes)	Percentage
Approved	408,675,816	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
<b>Total</b>	<b>408,675,816</b>	<b>100.0000</b>
Voided ballots	0	

**Agenda Item 6** To consider and approve the appointment of the Company's auditor and the determination of the auditor's remuneration for the year 2026

The Chairman invited Mr. Krongtham Limpabandhu, the Chief Financial Officer, to present the details to the Meeting. Section 120 of the PLC Act and Article 36 of the Articles of Association of the Company require that the annual general meeting of shareholders shall appoint the auditor and determine the auditor's remuneration every year.

The Board of Directors concurred with the recommendation of the ACGC and the management and deemed it appropriate to propose to the 2026 AGM to consider and approve the appointment of auditors from EY Office Company Limited as the Company's auditor for the year 2026 as follows:

1. Ms. Kessirin Pinpuvadol Certified Public Accountant number 7325, and/or  
(Certified the Company's financial statements in 2022 – 2025, totaling 4 years)
2. Ms. Sirirat Sricharoensup Certified Public Accountant number 5419, and/or  
(Never certified the Company's financial statements)
3. Ms. Watoo Kayankannavee Certified Public Accountant number 5423  
(Never certified the Company's financial statements)

(Profiles of the nominated Auditors appear in Enclosure 3 of the Invitation Letter.)

In the absence of the abovementioned auditors, EY Office Company Limited was authorized to appoint other Certified Public Accountant from EY Office Company Limited to carry out the work.

The Board of Directors also deemed it appropriate to propose the determination of the auditor's remuneration for the year 2026 at Baht 3,280,000 excluding any non-audit fees (excluding value added tax and withholding tax), an increase of Baht 80,000 from the previous year.

(More details appeared in the Invitation Letter.)

Then, the Chairman invited shareholders to raise questions or express opinions regarding this agenda item. However, no questions or comments were raised. The MC therefore requested the Meeting to proceed with the voting on this agenda item. The resolution on this agenda item required a majority vote of the shareholders present at the meeting and casting their votes, with abstentions excluded from the vote count.

**Resolution** The Meeting unanimously resolved to approve the appointment of the auditors from EY Office Limited, namely, Ms. Kessirin Pinpuvadol, Certified Public Accountant Registration No. 7325 and/or Ms. Sirirat Sricharoensup, Certified Public Accountant Registration No. 5419 and/or Ms. Watoo Kayankannavee, Certified Public Accountant Registration No. 5423, as the Company’s auditor for the year 2026; and approved the determination of the auditor’s remuneration for the year 2026 in the amount of Baht 3,280,000, excluding any non-audit fees, as proposed. The voting result is shown below.

Shareholders’ Votes	Number of Votes (Votes)	Percentage
Approved	408,675,816	100.0000
Disapproved	0	0.0000
<b>Total</b>	<b>408,675,816</b>	<b>100.0000</b>
Abstained	0	
Voided ballots	0	

**Agenda Item 7** To consider and approve the reduction of the registered capital by Baht 301,534,158, from Baht 992,551,622 to Baht 691,017,464 by removing 301,534,158 unsold ordinary shares and the amendment of Clause 4 of the Company’s Memorandum of Association to be in line with the reduction of the registered capital

The Chairman invited Mr. Krongtham Limpabandhu, the Chief Financial Officer, to present the details to the Meeting. The Company intended to increase its registered capital according to the proposals in Agenda 8-11. However, pursuant to Section 136 of the PLC Act, the Company may issue new shares when all shares have been sold and fully paid up. Otherwise, the remaining shares must be the shares issued to accommodate the convertible debentures and warrants.

The Company currently had unsold ordinary shares in total of 301,534,158 shares which were reserved to accommodate:

- (1) The exercise of Warrants to Purchase the Newly Issued Ordinary Shares of the Company to the existing shareholders of the Company on a pro rata basis (Rights Offering) No. 2 (BC-W2 Warrants) in the amount of 57,048,499 shares (The last Exercise Date was scheduled for 30 May 2025, with the total of 75 exercised shares.)
- (2) The exercise of Warrants to Purchase the Newly Issued Ordinary Shares of the Company to the existing shareholders of the Company on a pro rata basis (Rights Offering) No. 3 (BC-W3 Warrants) in the amount of 57,218,814 shares (The last Exercise Date was scheduled for 27 February 2026, with the total of 126 exercised shares.)
- (3) The issuance and offering of ordinary shares of the Company to the directors, executives, and employees of the Company and/or its subsidiaries for the year 2025 (the “BC-ESOP 2025” program) in the amount of 15,610,025 shares;
- (4) The capital increase through a general mandate in the amount of 171,656,820 shares.

Therefore, the Company had to reduce its registered capital in an amount of Baht 301,534,158, from Baht 992,551,622 to Baht 691,017,464.

Moreover, to be in line with the reduction of registered capital as mentioned above, the Company would be required to amend Clause 4 of the Memorandum of Association of the Company as follows:

Clause 4.	Registered capital	691,017,464 Baht (Six hundred ninety-one million seventeen thousand four hundred sixty-four Baht)
	Divided into	691,017,464 Shares (Six hundred ninety-one million seventeen thousand four hundred sixty-four shares)
	Par value per share	1 Baht (One Baht)
	Categorized into	
	Ordinary shares	691,017,464 Shares (Six hundred ninety-one million seventeen thousand four hundred sixty-four shares)
	Preferred shares	- Share (Zero Share)

In addition, any person authorized by the Board of Directors to register the amendment of the Memorandum of Association with the Department of Business Development, the Ministry of Commerce, shall have the authority to amend or add any wordings in accordance with the Registrar's instructions.

The Board of Directors Meeting had considered and viewed that the reduction of the registered capital was appropriate and had no impact to the rights of the shareholders and deemed it appropriate to propose to the 2026 AGM to consider and approve the reduction of the Company's registered capital and the relevant delegation of authority as per the above details.

Then, the Chairman invited shareholders to raise questions or express opinions regarding this agenda item. However, no questions or comments were raised. The MC therefore requested the Meeting to proceed with the voting on this agenda item. The resolution on this agenda item required a vote of not less than three-fourths (3/4) of the total votes of shareholders present at the meeting and entitled to vote, including abstentions in the vote count.

**Resolution** The Meeting unanimously resolved to approve the reduction of the Company's registered capital by Baht 301,534,158, from Baht 992,551,622 to Baht 691,017,464 by removing 301,534,158 unsold ordinary shares; the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the reduction of the registered capital; and the delegation of authority to any person authorized by the Board of Directors to register the amendment of the Memorandum of Association with the Department of Business Development, the Ministry of Commerce, to have the authority to amend or add any wordings in accordance with the Registrar's instructions. The voting result is shown below.

Shareholders' Votes	Number of Votes (Votes)	Percentage
Approved	408,675,816	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
<b>Total</b>	<b>408,675,816</b>	<b>100.0000</b>
Voided ballots	0	

**Agenda Item 8** To consider and approve the issuance and allocation of newly issued ordinary shares of the Company under the BC-ESOP 2026 program to be offered for sales to the directors, executives and employees of the Company and/or its subsidiaries, and/or to be offered as bonus incentive to the executives and employees

The Chairman invited Mr. Krongtham Limpabandhu, the Chief Financial Officer, to present the details to the Meeting.

The Company intended to issue and allocate the newly issued ordinary shares of the Company in the amount of not exceeding 28,800,000 shares under the BC-ESOP 2026 program to be offered for sales to the directors, executives and employees of the Company and/or its subsidiaries, and/or to be offered as bonus incentive to the executives and employees, (the “BC-ESOP 2026” program). The objectives were to create motivation and a sense of ownership among key personnel in order to work to the best of their abilities for a sustainable growth of the group of companies and to retain valuable personnel to work with the Company and/or its subsidiaries in the long term. Moreover, the capital increase proceeds from the offering of the newly issued ordinary under the BC-ESOP 2026 program would support the Company’s working capital and generate returns to the Company’s shareholders in the future.

Key Features of the BC-ESOP 2026 program are as follows:

Type of Securities:	Newly issued ordinary shares of the Company to be issued and offered to the directors, executives, and employees of the Company and/or its subsidiaries
Number of Ordinary Shares to be Issued and Offered:	Not exceeding 28,800,000 shares, at the par value of Baht 1 per share, representing 4.99% of the total paid-up shares of the Company <sup>1</sup>
Offering Method:	To be offered to the directors, executives and employees of the Company and/or its subsidiaries on the 25 <sup>th</sup> of each month starting from May 2026 until February 2027, without going through the broker.  If the Offering Date falls on a holiday, it will be postponed to the preceding business day.
Offering Price:	To be based on Market Price, in accordance with the Notification of the Office of the Securities and Exchange Commission Re: Calculation of Offer Price of Securities and Determination of Market Price for Consideration of Offer for Sale of Newly Issued Shares with Discount. “Market Price” is calculated from the volume-weighted average price of the Company’s stocks, traded in the MAI during the period of 15 days before each Offering Date under the BC-ESOP 2026 program.
Lock-up Period:	For directors and executives in accordance with the definition under the Securities and Exchange Act B.E. 2535 (A.D. 1992) (and as amended) (the

<sup>1</sup> The paid-up capital as at the date on which the Board of Directors resolved the matter (27 February 2026), was Baht 576,579,458.

“Securities Act”) which refer to the Chief Executive Officer (CEO) and all C-suites (executives who directly report to the CEO), there is a lock-up period of 90 days from the allocation date, during which such directors and executives are not allowed to sell their newly allotted ordinary shares.

For personnel other than directors and executives described in the first paragraph will be allowed to sell their newly allotted ordinary shares according to the following lock-up mechanism:

Such personnel may sell up to 1/3 of the allocated amount after 30 days from the allocation date, 2/3 after 60 days from the allocation date, and all of the allocated amount after 90 days from the allocation date.

Except for the shares allocated as bonus incentive, which are subject to a 2-year lock-up period in all cases.

Secondary Market for the Newly Issued Ordinary Shares: The Company will register the ordinary shares subscribed under the BC-ESOP 2026 program as listed securities on the MAI.

The control dilution impact from the BC-ESOP 2026 program to the existing shareholders shall not exceed 4.76 percent. The price of the Company's shares shall not be diluted given that the Offering Price is set to be based on Market Price.

The Board of Directors had considered and deemed it appropriate to propose to the 2026 AGM to consider and approve the issuance and allocation of the newly issued ordinary shares of the Company under the BC-ESOP 2026 program to be offered for sales to the directors, executives and employees of the Company and/or its subsidiaries, and/or to be offered as bonus incentive to the executives and employees, in an amount of not exceeding 28,800,000 shares, at the par value of Baht 1 per share, which represents not more than 4.99 percent of the total paid-up capital of the Company as of 27 February 2026. No directors, executives or employees of the Company and/or its subsidiaries shall receive the allocation of more than 5 percent of the total newly issued ordinary shares under the BC-ESOP 2026 program. The Board also deemed it appropriate to propose to the 2026 AGM to consider and approve the delegation of authority to the Board of Directors or the Chief Executive Officer and/or a person(s) authorized by the Board of Directors or the Chief Executive Officer to have the power to undertake any other actions necessary for or relevant to the issuance and offering of the newly issued ordinary shares under the BC-ESOP 2026 program as allowed by the relevant laws.

(Details of the BC-ESOP 2026 program appeared in Enclosure 4 of the Invitation Letter.)

Then, the Chairman invited shareholders to raise questions or express opinions regarding this agenda item. However, no questions or comments were raised. The MC therefore requested the Meeting to proceed with the voting on this agenda item. The resolution on this agenda item required a vote of not less than three-fourths (3/4) of the total votes of shareholders present at the meeting and entitled to vote, including abstentions in the vote count, while excluding the votes of shareholders with a conflict of interest. Additionally, veto from shareholders must not exceed 10 percent of the total votes of shareholders present at the meeting and entitled to vote.

The directors and executives (including their related persons) holding the Company's shares and having conflicts of interest in receiving the offering of shares under the BC-ESOP 2026 program were not entitled to vote, as listed below.

Directors/Executives holding BC's shares	No. of shares (shares)	% of shareholding
1. Mr. Kajohndet Sangsuban	500,000	0.0867
2. Mr. Prabsharan Singh Thakral	133,667,782	23.1829
Ms. Suraiya Narula (Spouse)	100	0.0000
3. Mr. Richard Peter Neville	500,000	0.0867
4. Mr. Krongtham Limpabandhu	427,560	0.0742
<b>Total</b>	<b>135,095,442</b>	<b>23.4305</b>

**Resolution** The Meeting, excluding the votes of shareholders with conflicts of interest, unanimously resolved to approve the issuance and allocation of newly issued ordinary shares of the Company under the BC-ESOP 2026 program to be offered for sales to the directors, executives and employees of the Company and/or its subsidiaries, and/or to be offered as bonus incentive to the executives and employees in an amount of not exceeding 28,800,000 shares, at the par value of Baht 1 per share, whereby no directors, executives or employees of the Company and/or its subsidiaries shall receive the allocation of more than 5 percent of the total newly issued ordinary shares to be issued and offered under BC-ESOP 2026 program. The Meeting also approved the delegation of authority to the Board of Directors or the Chief Executive Officer and/or a person(s) authorized by the Board of Directors or the Chief Executive Officer to have the power to undertake any other actions that are necessary for or relevant to the issuance and offering of the newly issued ordinary shares under the BC-ESOP 2026 program as allowed by the relevant laws, as proposed. There was no veto from the shareholders. The voting result is shown below.

Shareholders' Votes	Number of Votes (Votes)	Percentage
Approved	273,580,374	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
<b>Total</b>	<b>273,580,374</b>	<b>100.0000</b>
Voided ballots	0	

**Agenda Item 9 To consider and approve the issuance and allocation of Warrants to Purchase the Newly Issued Ordinary Shares of the Company to the existing shareholders of the Company on a pro rata basis (Rights Offering) No. 5 (BC-W5 Warrants)**

The Chairman invited Mr. Krongtham Limpabandhu, the Chief Financial Officer, to present the details to the Meeting.

The Company wished to offer the Warrants to Purchase the Newly Issued Ordinary Shares of Boutique Corporation Public Company Limited No. 5 (BC-W5 Warrants) to the existing shareholders of the Company on a pro rata basis (Rights Offering) in the number of not exceeding 60,537,945 units. The objectives were to utilize the proceeds received from the exercise of the BC-W5 Warrants as working capital to support the business operations, and to additionally invest in the existing property projects under development or other companies relevant to the core business according to the Company's strategy. The Company may consider using the remaining proceeds to partially repay its long-term credit facilities to reduce its financial costs.

The preliminary details of the BC-W5 Warrants are as follows:

Type of Securities:	Transferable warrants, registered in the name of the holder
Allocation Ratio:	10 ordinary shares per 1 unit of warrant. (Any fractions resulting from the calculation of eligible allotments based on the allocation ratio set forth shall be rounded down.)
Offering Price:	0.00 Baht per unit (free-of-charge)
Number of Warrants Issued and Offered:	Not exceeding 60,537,945 units
Term of Warrants:	Not exceeding 1 year from the issuance date of BC-W5 Warrants.
Exercise Ratio:	1 unit of BC-W5 Warrant per 1 ordinary share, except in the event that adjustments to the Exercise Ratio are required according to the terms and conditions governing the rights and obligations of the issuer and holders of the Warrants to Purchase the Newly Issued Ordinary Shares of the

Company to the existing shareholders of the Company on a pro rata basis (Rights Offering) No. 5 (“BC-W5 Terms & Conditions”).

Exercise Price: Baht 1.00 per share, except in the event that adjustments to the Exercise Price are required according to the BC-W5 Terms & Conditions.

In case that there are adjustments to the Exercise Price, the adjusted Exercise Price must not be lower than the par value, except as permitted by law.

In this regard, the Board of Directors of the Company resolved to determine the date for determining the names of shareholders entitled to receive the BC-W5 Warrants (Record Date) on 22 June 2026.

Moreover, it was deemed appropriate to propose to the shareholders' meeting to consider and authorize the Board of Directors, or the Chief Executive Officer and/or any person designated by the Board of Directors or the Chief Executive Officer to determine the terms, conditions and other details necessary for and relevant to the issuance and allocation of the BC-W5 Warrants, including the conditions for rights adjustment, events for new shares issuance upon the ratio and price adjustment and rights and obligations of the BC-W5 Warrants unitholders as necessary, appropriate and as required by law and regulations, entering into, negotiating, agreeing, signing and filling such documents, applications, waivers, and necessary evidence with the relevant government authorities or agencies, relevant agreements, and undertake any other actions necessary for and relevant to the issuance and allocation of the BC-W5 Warrants which include the listing of the BC-W5 Warrants and the shares issued upon the exercise of the BC-W5 Warrants on the Market for Alternative Investment (the “mai”).

(More details of the BC-W5 Warrants appear in Enclosure 5 of the Invitation Letter.)

Then, the Chairman invited shareholders to raise questions or express opinions regarding this agenda item. However, no questions or comments were raised. The MC therefore requested the Meeting to proceed with the voting on this agenda item. The resolution on this agenda item required a vote of not less than three-fourths (3/4) of the total votes of shareholders present at the meeting and entitled to vote, including abstentions in the vote count.

**Resolution** The Meeting unanimously resolved to approve the issuance and allocation of the BC-W5 Warrants in the number of not exceeding 60,537,945 units to the existing shareholders of the Company on a pro rata basis (Rights Offering) at no cost and at an allocation ratio of 10 existing ordinary shares per 1 unit of the BC-W5 Warrant; and the delegation of authority to the Board of Directors, or the Chief Executive Officer and/or any person designated by the Board of Directors or the Chief Executive Officer to consider, determine any details, and undertake any other actions necessary

for and relevant to the issuance and allocation of the BC-W5 Warrants, as proposed. The voting result is shown below.

Shareholders' Votes	Number of Votes (Votes)	Percentage
Approved	408,675,816	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
<b>Total</b>	<b>408,675,816</b>	<b>100.0000</b>
Voided ballots	0	

**Agenda Item 10 To consider and approve the increase of the registered capital by Baht 262,311,780, from Baht 691,017,464 to Baht 953,329,244 by issuing 262,311,780 new ordinary shares with a par value of Baht 1 per share and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase of the registered capital**

The Chairman invited Mr. Krongtham Limpabandhu, the Chief Financial Officer, to present the details to the Meeting.

The Company intended to increase its registered capital by Baht 262,311,780, from Baht 691,017,464 to Baht 953,329,244, by issuing 262,311,780 new ordinary shares with a par value of Baht 1 per share to accommodate:

- (1) The issuance and allocation of newly issued ordinary shares of the Company under the BC-ESOP 2026 program to be offered for sales to the directors, executives and employees of the Company and/or its subsidiaries, and/or to be offered as bonus incentive to the executives and employees, in an amount of not exceeding 28,800,000 shares (Details appeared in Agenda Item 8);
- (2) The exercise of the Warrants to Purchase the Newly Issued Ordinary Shares of the Company allocated to the existing shareholders on a pro rata (Rights Offering) No. 5 (BC-W5 Warrants) in an amount of not exceeding 60,537,945 shares (Details appeared in Agenda Item 9);
- (3) The capital increase through a general mandate in an amount of not exceeding 172,973,835 shares to be offered for sales to (a) the existing shareholders on a pro rata basis except in the case where such offering would cause the Company to be under the obligations of any international laws (Preferential Public Offering), whereby the Company's Board of Directors has the discretion to decide not to offer or allocate the additional ordinary shares to any individual or subscribing party including existing shareholders of the Company in the United States and any other countries as deemed appropriate by the Company which will notify accordingly (if applicable); and (b) specific persons (Private Placement) (Details appeared in Agenda Item 11).

The maximum control dilution impact from the capital increase as mentioned above would not exceed 20.32 percent. There would be no price dilution impact to the shareholders because the offering price would be set to be higher or based on market price.

The Company would utilize the proceeds from the capital increase to support working capital, repay debt, or further invest or expand its businesses.

Moreover, to be in line with the increase of registered capital, the Company would be required to amend Clause 4 of the Memorandum of Association of the Company as follows:

Clause 4.	Registered capital	953,329,244 Baht (Nine hundred fifty-three million three hundred twenty-nine thousand two hundred forty-four Baht)
	Divided into	953,329,244 Shares (Nine hundred fifty-three million three hundred twenty-nine thousand two hundred forty-four shares)
	Par value per share	1 Baht (One Baht)
	Categorized into	
	Ordinary shares	953,329,244 Shares (Nine hundred fifty-three million three hundred twenty-nine thousand two hundred forty-four shares)
	Preferred shares	- Share (Zero Share)

In addition, any person authorized by the Board of Directors to register the amendment of the Memorandum of Association with the Department of Business Development, the Ministry of Commerce, shall have the authority to amend or add any wordings in accordance with the Registrar's instructions.

The Board of Directors had considered and viewed that the capital increase would be appropriate and benefit the Company and shareholders and deemed it appropriate to propose to the 2026 AGM to consider and approve the increase of the Company's registered capital, the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the registered capital, and the relevant delegation of authority as per the above details.

(Details of the capital increase appeared in the Capital Increase Report Form (F53-4), Enclosure 6 of the Invitation Letter.)

Then, the Chairman invited shareholders to raise questions or express opinions regarding this agenda item. However, no questions or comments were raised. The MC therefore requested the Meeting to proceed with the voting on this agenda item. The resolution on this agenda item required a vote of not less than three-fourths (3/4) of the total votes of shareholders present at the meeting and entitled to vote, including abstentions in the vote count.

**Resolution** The Meeting resolved to approve the increase of the Company's registered capital by Baht 262,311,780, from Baht 691,017,464 to Baht 953,329,244 by issuing 262,311,780 newly issued ordinary shares, with a par value of Baht 1 per share; the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase of the registered capital; and the delegation of authority to any person authorized by the Board of Directors to register the amendment of the Memorandum of Association with the Department of Business Development, the Ministry of Commerce, to have the authority to amend or add any wordings in accordance with the Registrar's instructions, as proposed. The voting result is shown below.

Shareholders' Votes	Number of Votes (Votes)	Percentage
Approved	408,675,716	100.0000
Disapproved	100	0.0000
Abstained	0	0.0000
<b>Total</b>	<b>408,675,816</b>	<b>100.0000</b>
Voided ballots	0	

**Agenda Item 11** To consider and approve the allocation of the Company's newly issued shares to accommodate: (1) the issuance and allocation of the newly issued ordinary shares under the BC-ESOP 2026 program, (2) the exercise of the BC-W5 Warrants, and (3) the capital increase through a general mandate

The Chairman invited Mr. Krongtham Limpabandhu, the Chief Financial Officer, to present the details to the Meeting. According to the plan to increase the Company's registered capital by Baht 262,311,780, from the existing registered capital of Baht 691,017,464 to Baht 953,329,244, by issuing 262,311,780 newly issued ordinary shares, with a par value of Baht 1 per share (as per the details aforementioned in Agenda Item 10), the Company intended to allocate the newly issued ordinary shares in an amount of not exceeding 262,311,780 shares, with a par value of Baht 1 per share, as follows:

- (1) To allocate not exceeding 28,800,000 newly issued ordinary shares, with a par value of Baht 1 per share, under the BC-ESOP 2026 program to be offered for sales to the directors, executives and employees of the Company and/or its subsidiaries, and/or to be offered as bonus incentive to the executives and employees;
- (2) To allocate not exceeding 60,537,945 newly issued ordinary shares, with a par value of Baht 1 per share, to accommodate the exercise of the Warrants to Purchase the Newly Issued Ordinary Shares of the Company allocated to the existing shareholders on a pro rata (Rights Offering) No. 5 (BC-W5 Warrants); and
- (3) To allocate not exceeding 172,973,835 newly issued ordinary shares, with a par value of 1 Baht per share in accordance with the capital increase through a general mandate as follows:
  - (a) To allocate not exceeding 20% of the paid-up capital of the Company or 115,315,890 newly issued ordinary shares to the existing shareholders of the Company on a pro rata basis except in the case where such offering would cause the Company to be under the obligations of any international laws (Preferential Public Offering). The Company's board of directors has the discretion to decide not to offer or allocate the additional ordinary shares to any individual or subscribing party including existing shareholders of the Company in the United States and any other countries as deemed appropriate by the Company. The Company will notify accordingly (if applicable) if such offering or allocation of the ordinary shares would result in or potentially result in
    - 1) The action that would be in violation of any laws, regulations, or guidelines of Thailand or any foreign country, and/or the Company's Article of Association; or
    - 2) The Company is not obligated to undertake or perform any additional duties or actions beyond those required by the relevant laws or regulations pertaining to the issuance and offering of securities under Thai law; or
    - 3) It does not comply with the principles, methods, or conditions stipulated in the guidelines for offering or allocating additional ordinary shares for capital increase.
  - (b) To allocate not exceeding 10% of the paid-up capital of the Company or 57,657,945 newly issued ordinary shares to specific persons (Private Placement) where the offering price will not be considered as an offering of newly issued shares at the low price pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 28/2565 Re: Approval for Offering for Sale of Newly Issued Shares by Listed Companies to Specific Persons (Private Placement) (and as amended).

However, the total number of shares allocated according to clauses (a) and (b) above will not exceed 172,973,835 shares, equivalent to 30.00% of the paid-up capital of the Company as at the date the Board of Directors resolved to approve the capital increase through a general mandate pursuant to the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures Governing the Disclosure of Information

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in respect of Capital Increase of Listed Companies B.E. 2563 (A.D. 2020). The allocation of the newly issued ordinary shares of the Company in clauses (a) and (b) above must be completed within the date on which the Company holds the next Annual General Meeting of Shareholders or the last date allowed under the relevant law to hold the next Annual General Meeting of Shareholders, whichever is earlier.

Additionally, it was deemed appropriate to propose to the 2026 AGM to authorize the Board of Directors to undertake actions in relation to the allocation of the Company's newly issued ordinary shares through a general mandate as specified in clauses (a) and (b) in a single offering or several offerings, and determining the details related to the allocation, the offering price, the allocation ratio, the date for determining the names of shareholders entitled to subscribe for the newly issued ordinary shares, list of private placement investor, conditions, offering period, as well as negotiating, agreeing, and signing any agreements and/or documents necessary for and relevant to such allocation of the newly issued ordinary shares, including amending such agreements and documents, and signing applications, waivers, and any documents necessary for and relevant to such allocation of the newly issued ordinary shares, including contacting and filing documents with the relevant government authorities or agencies, as well as listing such newly issued ordinary shares on the MAI and undertaking any other actions necessary for and relevant to such allocation of the newly issued ordinary shares.

The Board of Directors had considered and deemed it appropriate to propose to the 2026 AGM to consider and approve the allocation of the Company's newly issued shares to accommodate: (1) the issuance and allocation of the newly issued ordinary shares of the Company under the BC-ESOP 2026 program, (2) the exercise of BC-W5 Warrants, and (3) the capital increase through a general mandate as well as the relevant delegation of authority as per the above details.

(Details of the capital increase appeared in the Capital Increase Report Form (F53-4), Enclosure 6 of the Invitation Letter.)

Then, the Chairman invited shareholders to raise questions or express opinions regarding this agenda item. However, no questions or comments were raised. The MC therefore requested the Meeting to proceed with the voting on this agenda item. The resolution on this agenda item required a majority vote of the shareholders present at the meeting and casting their votes, with abstentions excluded from the vote count.

The directors and executives (including their related persons) holding the Company's shares and having conflicts of interest in receiving the offering of shares under the BC-ESOP 2026 program were not entitled to vote, as listed below.

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Directors/Executives holding BC's shares	No. of shares (shares)	% of shareholding
1. Mr. Kajohndet Sangsuban	500,000	0.0867
2. Mr. Prabsharan Singh Thakral	133,667,782	23.1829
Ms. Suraiya Narula (Spouse)	100	0.0000
3. Mr. Richard Peter Neville	500,000	0.0867
4. Mr. Krongtham Limpabandhu	427,560	0.0742
<b>Total</b>	<b>135,095,442</b>	<b>23.4305</b>

**Resolution**

The Meeting, excluding the votes of shareholders with conflicts of interest, resolved to approve the allocation of the Company's newly issued ordinary shares in an amount of not exceeding 262,311,780 shares with a par value of Baht 1 per share to accommodate:

- (1) The issuance and allocation of newly issued ordinary shares of the Company under the BC-ESOP 2026 program to be offered for sales to the directors, executives and employees of the Company and/or its subsidiaries, and/or to be offered as bonus incentive to the executives and employees, in an amount of not exceeding 28,800,000 shares at a par value of Baht 1 per share;
- (2) The exercise of the Warrants to Purchase the Newly Issued Ordinary Shares of the Company allocated to the existing shareholders on a pro rata (Rights Offering) No. 5 (BC-W5 Warrants) in an amount of not exceeding 60,537,945 shares at a par value of Baht 1 per share; and
- (3) The capital increase through a general mandate in an amount of not exceeding 172,973,835 shares at a par value of Baht 1 per share to be offered for sale to (a) the existing shareholders of the Company on a pro rata basis except in the case where such offering would cause the Company to be under the obligations of any international laws (Preferential Public Offering), whereby the Board of Directors has the discretion to decide not to offer or allocate the additional ordinary shares to any individual or subscribing party including existing shareholders of the Company in the United States and any other countries as deemed appropriate by the Company which shall be notified accordingly (if applicable), and (b) specific persons (Private Placement). The Meeting also approved the delegation of authority to the Board of Directors to undertake actions in relation to the allocation of the Company's newly issued ordinary shares through a general mandate, as proposed.

The voting result is shown below.

Shareholders' Votes	Number of Votes (Votes)	Percentage
Approved	273,580,274	100.0000
Disapproved	100	0.0000
<b>Total</b>	<b>273,580,374</b>	<b>100.0000</b>
Abstained	0	
Voided ballots	0	

#### Agenda Item 12 Other business

The Chairman informed the Meeting that this agenda item was for the shareholders or proxy holders to raise any questions or express any opinions and/or for the Board of Directors to clarify the shareholders' inquiries. Therefore, other matters should not be considered and approved, and no resolutions to be made in this agenda.

Then, the Chairman invited shareholders to raise questions or express opinions regarding other matters on the Company's business. However, no questions or comments were raised.

There was no further inquiry, the Chairman thanked all the shareholders for their attendance and declared the Meeting adjourned at 3:47 p.m.



(Mr. Kajohndet Sangsuban)

Chairman of the Meeting



(Ms. Kanyaphat Prayoonpoakarach)

Company Secretary

Minutes Taker