

Meeting Venue

The 2023 Annual General Meeting of Shareholders (No. 1/2023) of Wave Entertainment Public Company Limited (the “**Company**”) is the meeting conducted via electronic means (E-meeting) in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other relevant laws, which was live broadcasted at the meeting room of the Company situated at No. 2445/19 Tararom Business Tower, 14th Floor, New Petchaburi Road, Bang Kapi Sub-district, Huai Khwang District, Bangkok.

Date and Time

The meeting was held on 25 April 2023 at 16.00 hrs.

Members of the Board of Directors Present

There were 7 directors attending the meeting out of 7 directors of the total number of the Board of Directors, therefore, constitutes 100% of the Board of Directors.

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| 1. | Ms. Cathleen | Maleenont | Director and Chairman of the Board of Directors |
| 2. | Mr. James Andrew | Moore | Director, Chief Executive Officer and Member of the Nomination and Remuneration Committee and Member of Executive Committee |
| 3. | Mr. Kijcharnpit | Sukangwanwit | Director, Member of the Nomination and Remuneration Committee and Member of Executive Committee |
| 4. | Mrs. Phatnaree | Thitiariyakul | Director, Independent Director and Member of the Audit and the Risk Management Committee |
| 5. | Mr. Phisit | Chusiriwat | Director, Independent Director, Member of the Audit and the Risk Management Committee and Chairman of the Nomination and Remuneration Committee, |
| 6. | Mr. Viravit | Chartvivatpornchai | Director, Independent Director and Chairman of the Audit and the Risk Management Committee |
| 7. | Mr. Thirapong | Khumruangrit | Director, Chairman of Executive Committee, Member of the Nomination and Remuneration Committee |

Members of the Board of Directors Absent due to their mission

- None -

Officers of the Company

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| 1. | Mr. Uthai | Ariyawimol | Acting Chief Finance Officer and the Company’s Secretary |
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Auditors of PricewaterhouseCooper ABAS Limited

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| 1. | Ms. Titinun | Wankeaw | Certified Public Accountant (Thailand) No. 9432 |
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Legal Advisors of Chandler MHM Limited

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| 1. | Mr. Wongsakrit | Khajangson |
| 2. | Ms. Tantigar | Hutamai |

Commencement of the Meeting

Mr. Kanchana Suchato, the moderator, (the “**Moderator**”) welcomed the shareholders attending and informed the meeting that this meeting would be held via electronic means through the system of OJ International Co., Ltd which is a service provider of this E-AGM.

Upon the commencement of the meeting, there were one shareholder attending the meeting in person, representing shares of 1,000 shares and 25 proxies representing shares of 3,402,434,787 shares. In this regard, there were shareholder attending the meeting in person and proxies of 26 persons in aggregate representing 3,402,435,787 shares, equivalent to 39.349% of the total sold shares of 8,646,854,108 shares. Therefore, it is deemed that there were shareholders and proxies attending the meeting not less than 25 shareholders and not less than one-third (1/3) of total sold shares of the Company of 8,646,854,108 shares, and the quorum of the meeting was constituted in accordance with the Articles of Association of the Company. In this regard, during the meeting, there were additional shareholders attending the meeting in person and proxies of 5 persons, therefore, in this meeting, there were additional shareholders attending the meeting in person and proxies of 31 persons representing 3,568,331,157 shares, equivalent to 41.267% of the total sold shares.

In this respect, in order to enable the vote casting in all agendas of the Company being transparent and accurate, the Moderator has invited the shareholders or the proxies to be a vote inspector; however, as there was no shareholder and proxy volunteering, the Company’s officers were counting votes instead. Also, the legal advisors from Chandler MHM Limited attending the meeting acted as the inspector of vote casting and counting as well as supervising the meeting to be in accordance with the law and the Articles of Association of the Company.

The Moderator informed the procedure in respect of vote casting and counting in each agenda of this meeting to the shareholders. The summary of which are per below.

Vote Casting Procedure

1. As this meeting is a meeting via electronic means, there is no printed ballot for the attendees.
2. In casting vote in the meeting, each shareholder shall have the vote in the amount equal to share(s) held by such shareholder, whereby 1 share shall equal to 1 vote.
3. With respect to casting vote in each agenda, each shareholder or proxy shall cast any of vote as **approval**, **disapproval**, or **abstention**. In this respect, the vote casting is inseparable.
4. In casting vote via electronic means, each shareholder and proxy shall open the “E-Voting” window for casting vote in each agenda within a prescribed time (1 minute). When choosing the vote, the system shall show a pop-up again to request a confirmation on the voting. Please select ‘confirm’ to confirm the voting.
5. In order to count vote results for each agenda, the Company will count only the votes as **disapproval** and/or **abstentions** and/or **void ballots** (if any) and deduct from the total votes of shareholders and proxies attending the meeting whereby the remaining votes will be regarded as **approval**. In this regards, the Company has counted and recorded votes of the shareholders voting in advance in the proxy form.
6. For the attendees via mobile phone or tablet, please switch from Zoom application back to Chrome application for voting in “E-Voting” window.
7. When you have casted the vote, please return to “E-Meeting” window (Zoom application) for viewing and listening to the meeting.
8. The system will count votes from the votes from the attendees voting via “E-Voting” and shareholders voting in advance via the proxy form.

Criteria on Vote Counting and Informing Vote

The Company will inform the vote counting to the meeting before commencing each agenda and the officer will count votes in each agenda. The Company will inform the result of voting in each agenda before commencing subsequent agenda. In this regard, the number of shareholders attending in each agenda may

vary as some shareholders may additionally attend or leave the meeting. The Company also arranges external legal advisors to inspect and supervise vote counting of the meeting to be transparent and in accordance with the law and the Articles of Association of the Company.

Procedure for Question

The attendee may ask questions related to the considering agendas as follows:

In case the shareholders wish to ask questions by typing, the shareholders may do as follows:

1. Please open the 'Chat' menu in Zoom application and type.
2. Press 'Enter' for sending the message to the system.

In case the shareholders wish to ask questions by speaking, the shareholders may do as follows:

1. Please open the 'Participant' menu in Zoom application and press 'Raise Hand'.
2. When the Moderator call your name, the officer will open your microphone for raising questions. You will need to unmute and open the microphone in your device. In case you cannot speak though the microphone (within 1 minute), please type your questions through 'Chat' window instead so that the Moderator will read your questions to the meeting on your behalf.
3. In asking questions by way of typing or speaking, please state your full name and specify that you are the shareholders or the proxy before asking questions for the purpose of recording the minutes completely and accurately.
4. The Company will give the opportunity to raise question in each agenda. In case there is no question from the attendee within 2 minutes, the Company will continue the meeting. If there is any additional question, please type the question through the 'Chat' window whereby the officer will read all of your questions later.

Compliance with Personal Data Protection Act B.E. 2562 (2019) (PDPA)

The Company will collect and use personal data that has been notified by shareholders, proxies and attendees and/or received from Thailand Securities Depository Co., Ltd. ("TSD"), namely name, surname, address, telephone number, ID card number or passport number and stock information, etc., to be used for the purpose of the convocation of the 2023 Annual General Meeting of Shareholders (No. 1/2023) as well as the convocation of the general meeting of shareholders as required by relevant laws. Such information will be kept in confidence under legal requirements for as long as it is required, and/or for references for the purpose of organizing such meetings.

The vote counting for each agenda shall be as follows:

1. Agenda 1, 3, 4, 5 and 7 must be approved by majority votes of all votes of shareholders and proxies attending the meeting and casting their votes, including approval and disapproval votes as the base of the vote counting. However, abstention votes shall not be counted as the base of the vote counting; and
2. Agenda 2 is for acknowledgement of the shareholders; therefore, there shall not be vote casting in this agenda;
3. Agenda 6 must be approved by the votes of not less than two-third (2/3) of the total votes of shareholders and proxies attending the meeting, where approval, disapproval and abstention votes shall be counted as the base of the vote counting;
4. Agenda 8, 9 and 10 must be approved by the votes of more than three-fourths (3/4) of the total votes of shareholders and proxies attending the meeting and having the right to vote, where approval, disapproval and abstention votes shall be counted as the base of the vote counting.

In this regard, the Moderator has informed the meeting that the Company will publish the minutes of the shareholders' meeting with the results of voting in each agenda via the Company's website within 14 days from the meeting date.

After that, Ms. Cathleen Maleenont, the Chairman of the Board of Directors, acting as the Chairman of the meeting (the "Chairman") had officially declared the commencement of the 2023 Annual General Meeting of the Shareholders (No. 1/2023) and therefore proposed to the meeting to consider the agendas as follows:

Agenda 1 **To consider and certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 held on 28 February 2023**

The Chairman assigned the Moderator to moderate this agenda.

The Moderator proposed to the meeting to consider and certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 held on 28 February 2023, totaling 7 pages, as detailed in the documents circulated to all shareholders together with the invitation letter to the meeting.

The Moderator provided an opportunity for shareholders to raise any query and suggestion.

In this agenda, it was appeared that there was no shareholder enquiring any query or submitting any suggestion in the meeting or in advance. The Moderator then proposed the meeting to cast a vote in the agenda to certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 held on 28 February 2023.

Remark: In this agenda, there were additional shareholders attending the meeting in person and proxies of 4 persons, representing number of shares additional to ones at the commencement of the meeting of 165,885,370 shares. In aggregate, shareholder attending the meeting in person and proxies are of 30 persons, representing shares of 3,568,321,157 shares.

Resolution After due consideration, the meeting unanimously resolved to certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 held on 28 February 2023 as detailed in the document circulated to all shareholders with the invitation letter to the meeting with the votes of shareholders and proxies as follows:

Approved	3,568,321,157	votes	equivalent to	100 %
Disapproved	0	vote	equivalent to	-
Abstained	0	vote	equivalent to	-
Void Ballot	0	vote	equivalent to	-
Total	3,568,321,157	votes	equivalent to	100%

Agenda 2 **To consider and acknowledge the report on the Company's performance for the year 2021 and the annual report for the year 2021**

The Chairman assigned Mr. James Andrew Moore, the Chief Executive Officer, to inform the meeting in this agenda.

The Chief Executive Officer informed the current structure of the Company that the subsidiaries of the Company include Wave BCG Co., Ltd. ("Wave BCG") and Wave Education Group Co., Ltd. ("Wave Education Group"), where the Company holds 100% shares in both companies, Wave Wellbeing Co., Ltd. ("Wave Wellbeing"), where Wave BCG holds its 100% shares, and Wall Street English (Thailand) Co., Ltd., where Wave Education Group holds its 100% shares. In addition, the Company also has other investments in 12.5% shares of The Megawatt Co., Ltd., and 10% shares of Wave ESG Co., Ltd.

After that, the Chief Executive Officer informed the overall of the operational results and plans of the group companies as summarized per below.

Wave Education Group

Wave Education Group has Wall Street English institution business (“**Wall Street**”) which is a global brand having been operating worldwide for over 50 years, and in Thailand for more than 20 years. Over 100,000 students have graduated from Wall Street courses. Wall Street has the most sales in Asia whereby the sales amount of the 2nd competitor and 3rd competitor are lesser 20% and 30% respectively. In addition, in Thailand, Wall Street has a 35% market share in the premium customer sector.

In the year 2022, although the COVID-19 situation has affected Wall Street causing the temporary suspension in some branches, Wall Street, after that, resumed its normal operations and gained relatively strong revenues. In the present, Wall Street has 13 branches (where 12 thereof are operating under franchising model). In this regard, Wall Street plans to adjust its business model to be the franchising model and aims to expand its branches to 21 branches within the year 2025. The Wall Street’s turnaround will be quite lucrative compared to pre-COVID-19 period.

The Company’s turnaround by finding new s-curve business

The Company has studied and developed the full-service carbon credit business which is a new S-Curve business of the Company through Wave BCG. The details are summarized as per below.

The 26th United Nation Climate Change Conference of the Parties (COP26: Conference of the Parties 26) held under the United Nations Framework Convention on Climate Change (UNFCCC) in Glasgow, Scotland posed a challenge to the business operators world-wide including the business operators in Asia and Thailand which reduces the competitiveness for unadaptable organizations. The levels of the pressure are as the details below.

- 1) Level 1: Pressure from the Carbon Border Adjustment Mechanism (CBAM) and carbon tax – within October 2023, there will be the collection and processing of the data for issuing the carbon tax under the CBAM within the next 3 years which will be challenging for Thai business operators as the cost and the price of the product from European Union will be increased.
- 2) Level 2: Pressure from the supply chain – World-leading companies initiates setting the carbon neutral target. This means that such companies will escalate their due diligence and assessment of those upstream and downstream of their supply chains. This will cause business operators in Asia being removed from the current vendor list.
- 3) Level 3: Pressure from foreign funds – Foreign funds will consider the environmental, social and governance (ESG). If companies do not adapt, such companies may not be able to access such foreign funds that have a concern over ESG

In lowering the carbon rate, many organizations significantly have invested in innovation and adjustment in internal process (e.g., changing machines, or etc.) which creates demand for accessing to financing. In this regard, if such companies are not well-prepared, they will be unable to access the green financing from the financial institutions. In addition, the Stock Exchange of Thailand and the Securities and Exchange Commission have begun to require companies to disclose their carbon footprint information and their plans to reduce the carbon footprint.

In overseas and Asia, consumers become more concerned about the environmental impact when consuming products and using services of the companies, which put pressure on many organizations as well.

With respect to CBAM, such mechanism will, at the beginning, affect 5 – 6 industries i.e., iron and steel, aluminum, fertilizer, cement, energy and hydrogen which, considering the export amount from Thailand to the European Union, the export values are Baht 14,712 million, which shows the impact on Thai entrepreneurs in these industries.

In Thailand, the challenges occur in many aspects such as (1) expertise and experience; (2) putting theory into practice; (3) higher costs of buying carbon credits or adjustments to lower carbon rate; (4) communication between management and operation-level personnel (5) access to financing; and (6) understanding of laws and policies across sectors e.g., since the Climate Change Act which may be enacted within the end of this year, the Excise Department has started the draft policy on carbon tax, the Bank of Thailand has begun to draft green taxonomy, the Revenue Department has started considering tax exemptions for carbon credit businesses, the Office of the Board of Investment has initiated a tax exemption for the green technology and innovation imported from overseas, the Thailand Greenhouse Gas Management Organization requires business operators to report their carbon footprint under the Thailand Greenhouse Gas Management Organization database, and the Stock Exchange of Thailand, which also has a carbon footprint report database.

For the demands in voluntary market, it can be found that many organizations in Asia are demanding higher carbon credits, according to the McKinsey research, this market will grow approximately 15 times by 2030 and 100 times by 2050).

In this regard, Wave BCG has a vision to support Thai organizations in achieving carbon neutrality and becoming the largest carbon credit warehouse in Thailand and Southeast Asia.

In this respect, Wave BCG has created an ecosystem of Wave BCG to be in line with and serve the needs of Thai entrepreneurs with the business activities as follows: (1) consultation for buyers or sellers; (2) investment and feasibility studies for climate projects to help organizations reduce their carbon footprint; (3) partnership with companies in promoting energy efficiency and greenhouse gas emission reduction in order to bridge the relationship between partners and customers of Wave BCG; (4) carbon footprint auditing; (5) carbon credit trading which operates in Thailand and Vietnam (and is expanding to Singapore); and (6) investment in climate technology and sustainability technology.

The details of the important past performance are detailed as per below.

- 1) Wave BCG has accumulated sufficient carbon credits and Renewable Energy Certificates (REC) both in Thailand and overseas for entrepreneurs in Thailand who intends to buy carbon credits. In the last year, Wave BCG bought 25% of the REC in the Vietnamese market and expects that, by 2026, Wave BCG will have 10 million units per years of REC. The business group that will intend to buy REC will be in the manufacturing industry and listed companies in the Stock Exchange of Thailand.
- 2) Wave BCG has cooperated with Thailand Greenhouse Gas Management Organization and joined the Thai Renewable Energy Association (RE100), Thailand Carbon Neutral Network, and Bangchak Carbon Market Club.
- 3) Wave BCG has conducted a feasibility study for the climate projects to recover the forest area in Southeast Asia.
- 4) Wave BCG is in the working group of the Department of Agriculture to develop low-carbon agricultural crops to support upstream organizations and small and medium enterprises in Thailand. In the present, there is low-carbon agriculture across Thailand.
- 5) Wave BCG develops silver oak that has high carbon absorption all over Thailand.
- 6) As Thailand is a world-leading rice exporter and rice cultivation is currently causing a certain damage to the world, Wave BCG has initiated a wetting-and-drying rice cultivation pilot project in Pathumthani Province in order to analyze such rice cultivation, to obtain

carbon credits which is an extra income for farmers, a promotion to the development of rice cultivation methods in Thailand.

- 7) Wave BCG supports the meetings, incentive travel, conventions and exhibitions (MICE) industry by helping MVP organize Mobile Expo and EV Expo, which are the first fair in Thailand that is carbon-neutral as Wave BCG has used its carbon credits to support carbon neutrality.
- 8) In April 2023, Wave BCG co-hosted the first carbon neutral EDM music festival in Asia

Wave Wellbeing Business

Since the increased growth in health business around the world after COVID-19 situation, the new businesses of the Company would include the Wave Wellbeing business, a lifestyle, health and wellness business for developing wellness products and services with industry-leading health business partners in Thailand and Southeast Asia.

After that, the Chief Executive Officer proposed to the meeting the score results for good corporate governance of the Company that, in the year 2022, the Company was rated excellent with the 91 points. Further, the score results for the quality of AGM Checklist Score was in the excellent and deserve as an example, where the quality score of the AGM was 100%.

After that, the Chief Executive Officer assigned Mr. Uthai Ariyawimol, the Acting Chief Finance Officer, to present the additional overall business operation result of the group company to the meeting.

The Acting Chief Finance Officer informed the overall business operation result of the group company to the meeting that in the year 2022, the group company had main operation result from educational business under Wave Education Group (Wall Street business). In the year 2022, Wall Street business had Baht 416 million in cash sale which had increased by 46% from the year 2021 due to the usual opening of branches. For the retail of each opening branches, there were Baht 347 million which had increased by 52% from previous year.

For the revenues in the year 2022, the group company had Baht 286 million of overall revenues which increased from the year 2021 due to the gradual recognition of sales under contracts involving with the matter of time.

As for the gross profit, the group company has a total gross profit of Baht 38 million which decreased for 47% as the cost of the Company had returned to normal conditions e.g., rental costs and expenses which had been reduced due to the previous COVID-19 situation were increased after the COVID-19 situation is relieved.

For the group company's net (loss) profit, the group company has incurred loss for Baht 66 million decreased from 2021 of which net loss were Baht 692 million. In this regard, the loss trend of the group company tends to reduce.

For the financial statements in the year 2022, the group company had increased capital allocated to existing shareholders proportionate to their respective shareholding (Rights Offering) to invest in new businesses, to allocate as working capital, and to repay debts. This reflects the decrease in group company's liabilities and an increase in shareholders' equity. In this regard, the Company was able to successfully resolve the C sign on March 3, 2023, per the publish of the Stock Exchange of Thailand. In addition, the capital increase and restructuring resulted in the better direction of the various financial ratios of the group company e.g., the current ratio of 2022 is 2.7 times which is better than 2021 which had a ratio of 0.36 times, and the debt-to-equity ratio (D/E Ratio) of 2022 is 0.39 times which is a very low ratio and decreased from 2021 which had a ratio of 3.7 times

The Acting Chief Finance Officer provided an opportunity for shareholders to raise any query and suggestion.

In this agenda, it was appeared that there was no shareholder enquiring any query or submitting any suggestion in the meeting or in advance. Since this agenda is for reporting the Company's performance for the year 2022 in accordance with the Annual Registration Statement / Annual Report 2022 (56-1 One Report for the year 2022) to the meeting, there was no vote casting in this agenda.

Agenda 3 **To consider and approve the Company's financial statements for the year ending 31 December 2022**

The Chairman assigned Mr. Uthai Ariyawimol, the Acting Chief Finance Officer, to inform the meeting in this agenda.

The Acting Chief Finance Officer informed the meeting that, to be in line with Section 112 of the Public Limited Companies Act, B.E. 2535 (1992) (and its amendments) (the "PLC Act"), the Board of Directors, therefore, prepared the statements of financial position (balance sheet) and the statements of profit and loss as of the end of the Company's fiscal year for consideration and further approval by the meeting on the financial statements for the year ending 31 December 2022. The details are as set out in Page 130 to 215 of the Annual Registration Statement / Annual Report 2022 (56-1 One Report for the year 2022).

The Acting Chief Finance Officer informed the summary of key items of the consolidated financial statements for the year ending 31 December 2022 as follows.

Statements of Financial Position	As of 31 December 2022.
Total assets	Baht 1,209 million
Total liabilities	Baht 342 million
Total shareholders' equity	Baht 867.68 million

The Acting Chief Finance Officer additionally informed that the shareholders' equity increased from the year 2021 as the Company increased its capital for the resolving of C Sign, investing in new businesses, allocating as working capital, and repaying debts.

As for the operating results in the year 2022, the Acting Chief Finance Officer has informed information as summarized below:

- 1) Total revenues from rendering of services of the group companies in the year 2022 are Baht 286 million, which slightly increased when compared to the year 2021.
- 2) Total gross profit of the group companies in the year 2022 are Baht 38 million, which reduced from 2021 for 47%.
- 3) Total net loss of the group companies in the year 2022 are Baht 66 million.

In this regard, additional details of Management Discussion and Analysis (MD&A) are in Page 35 to 47 of the Annual Registration Statement / Annual Report 2022 (56-1 One Report for the year 2022).

The Moderator provided an opportunity for shareholders to raise any query and suggestion.

In this agenda, it was appeared that there was no shareholder enquiring any query or submitting any suggestion in the meeting or in advance. The Acting Chief Finance Officer then proposed the meeting to cast vote in the agenda to approve the Company's financial statements for the year ending 31 December 2022, which was reviewed by the Audit Committee, approved by the Board of Directors and audited by the auditor. In this regard, the auditor viewed that the Company's audited financial statements were accurate and in compliance with the Financial Reporting Standards, having details as appeared in Page 130 to 215 of the Annual Registration Statement/ Annual Report 2022 (56-1 One Report for the year 2022)

Remark: In this agenda, there was additional one shareholder attending the meeting in person, representing number of additional shares of 10,000 shares. In aggregate, shareholder attending the meeting in person and proxies are of 31 persons, representing shares of 3,568,331,157 shares.

Resolution After due consideration, the meeting unanimously resolved to approve the Company's financial statements for the year ending 31 December 2022 with the votes of shareholders and proxies as follows:

Approved	3,568,331,157	votes	equivalent to	100 %
Disapproved	0	vote	equivalent to	-
Abstained	0	vote	equivalent to	-
Void Ballot	0	vote	equivalent to	-
Total	3,568,331,157	votes	equivalent to	100%

Agenda 4 **To consider and approve the omission of profits allocation for legal reserve funds and the non-payment of dividend for the year 2022**

The Chairman assigned Mr. Uthai Ariyawimol, the Acting Chief Finance Officer, to inform the meeting in this agenda.

The Acting Chief Finance Officer informed the meeting that Section 116 of the PLC Act and Article 40 of the Company's Articles of Association provides that the Company shall allocate a portion of annual net profit to the reserve fund for no less than 5% of the annual net profit, after the deduction of accumulated loss (if any) until the reserve fund reaches the total amount of not less than 10% of the registered capital.

Regarding the dividend, the Company has a policy to pay dividend for no less than 50% of the net profit after the deduction of corporate income tax and the reserve funds as required by law, subject to the conditions prescribed by law. In this regard, Section 115 of the PLC Act and Article 39 of the Company's Articles of Association prescribe that no dividend shall be paid otherwise than out of profits and in case where a company has incurred accumulated loss, no dividend may be paid.

However, according to the Company's performance for the year ending 31 December 2022, the Company has net profit under the separate financial statements of Baht 47,472,187, yet its accumulated losses under the separate financial statements are of Baht 63,537,535 (the accumulated losses under the consolidated financial statements are of Baht 303,949,872). Thus, the Company is unable to allocate the profits to the reserve funds and pay dividend from the Company's performance for the year 2022.

Therefore, the Board of Directors of the Company has resolved to propose the meeting to consider and approve the omission of profits allocation for legal reserve funds and the non-payment of dividend for the year 2022 since the Company currently have accumulated loss.

The Moderator provided an opportunity for shareholders to raise any query and suggestion in respect of issues considered in this agenda.

In this agenda, it was appeared that there was no shareholder enquiring any query or submitting any suggestion in the meeting or in advance. The Acting Chief Finance Officer then proposed the meeting to cast vote in the agenda to approve the omission of profits allocation for legal reserve funds and the non-payment of dividend for the year 2022.

Resolution After due consideration, the meeting unanimously resolved to approve the omission of profits allocation for legal reserve funds and the non-payment of dividend for the year 2022 with the votes of shareholders and proxies as follows:

Approved	3,568,331,157	votes	equivalent to	100 %
Disapproved	0	vote	equivalent to	-
Abstained	0	vote	equivalent to	-
Void Ballot	0	vote	equivalent to	-
Total	3,568,331,157	votes	equivalent to	100%

Agenda 5 **To consider and approve the re-election of directors who must resign by rotation**

The Chairman assigned Mr. Phisit Chusirawat, the Chairman of the Nomination and Remuneration Committee, to inform the meeting in this agenda.

The Chairman of the Nomination and Remuneration Committee informed the meeting that Section 71 of the PCL Act and Article 17 of the Company's Articles of Association provide that one-third (1/3) of all directors shall retire by rotation upon the annual general meeting of shareholders whereby the directors who have been longest in position shall vacate the position and the retired directors may be re-elected.

In this regard, the Board of Directors currently consists of seven persons and two vacant seats, a total of nine seats. Thus, there will be three directors to be retired by rotation upon this Meeting as follows:

- (1) Dr. Viravit Chartvivatpornchai Independent Director and Chairman of the Audit Committee
- (2) Mr. Thirapong Khumruangrit Director, Member of Nomination and Remuneration Committee and Chairman of the Executives Committee
- (3) Mr. Kijcharnpit Sukangwanwit Director, Member of the Nomination and Remuneration Committee and Member of Executive Committee

In this regard, the Company has announced to invite shareholders to nominate the person who is appropriate and capable of being the director of the Company from 1 October 2022 to 31 December 2022 via the Company's website. There was no shareholder nominating the person to be considered for such election of directors.

In this regard, the directors who are nominated for re-election have the qualifications which are appropriate for the business operation of the Company, including knowledge, expertise, and qualifications as prescribed in the PLC Act and the Securities and Exchange Act, B.E. 2535 (1992) (and its amendments), and for director who is nominated for the position of independent director, such director has a capacity to provide opinion freely and independently, in accordance with the relevant regulations. The details and profiles of those directors and/or their experiences during the past year were shown in Attachment 4 of the invitation letter delivered to shareholders.

The Board of Directors (by the directors who has no conflict of interest) have prudently reviewed and considered, and therefore resolved to propose to the meeting to approve the re-election of directors who must resign by rotation as follows:

- (1) Dr. Viravit Chartvivatpornchai Independent Director and Chairman of the Audit Committee

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|-----|------------------------------|--|
| (2) | Mr. Thirapong Khumruangrit | Director, Member of Nomination and Remuneration Committee and Chairman of the Executives Committee |
| (3) | Mr. Kijcharnpit Sukangwanwit | Director, Member of the Nomination and Remuneration Committee and Member of Executive Committee |

In this respect, for transparency purpose, each director who is resigned by a rotation left the meeting temporality only in this agenda to provide an opportunity for the meeting to consider and enquire other directors, whereby such resigned directors did not cast the vote in this agenda.

In this agenda, it was appeared that there was no shareholder enquiring any query or submitting any suggestion in the meeting or in advance. The Moderator then proposed the meeting to cast vote in the agenda to approve the re-election of directors who must resign by rotation for the year 2023, person by person, for another term.

Resolution

After due consideration, the meeting unanimously resolved to approve the re-election of directors who must resign by rotation to be re-elected as the directors of the Company for another term, by considering the re-election of directors, person by person, with the votes of shareholders and proxies as follows:

1. Dr. Viravit Chartvivatpornchai Independent Director and Chairman of the Audit Committee

Approved	3,568,331,157	votes	equivalent to	100 %
Disapproved	0	vote	equivalent to	-
Abstained	0	vote	equivalent to	-
Void Ballot	0	vote	equivalent to	-
Total	3,568,331,157	votes	equivalent to	100%

2. Mr. Thirapong Khumruangrit Director, Member of Nomination and Remuneration Committee and Chairman of the Executives Committee

Approved	3,568,331,157	votes	equivalent to	100 %
Disapproved	0	vote	equivalent to	-
Abstained	0	vote	equivalent to	-
Void Ballot	0	vote	equivalent to	-
Total	3,568,331,157	votes	equivalent to	100%

3. Mr. Kijcharnpit Sukangwanwit Director, Member of the Nomination and Remuneration Committee and Member of Executive Committee

Approved	3,568,331,157	votes	equivalent to	100 %
Disapproved	0	vote	equivalent to	-
Abstained	0	vote	equivalent to	-
Void Ballot	0	vote	equivalent to	-
Total	3,568,331,157	votes	equivalent to	100%

Agenda 6

To consider and approve the remuneration of the Board of Directors and sub-committee for the year 2022

The Chairman assigned Mr. Phisit Chusirawat, the Chairman of the Nomination and Remuneration Committee, to inform the meeting in this agenda.

The Chairman of the Nomination and Remuneration Committee informed the meeting that Section 90 of the PLC Act and Article 31 of the Company's Articles of Association provide that the Company pays remuneration to its directors for their performance to the extent that it is necessary and appropriate, which are monthly wages, meeting fee, allowances, and bonus

After that, the Chairman of the Nomination and Remuneration Committee informed the meeting of the framework of remuneration of the Board of Directors and sub-committee, the summary of which is as follows:

- 1) to determine the criteria and policy on the determination of remuneration of the Board of Directors and sub-committee for subsequently proposing to the Board of Directors and/or shareholders for approval (as the case may be) whereby the Nomination and Remuneration Committee considers it by comparing with the duties and responsibilities and other companies in the similar business and benefit to be received from those directors. In addition, the Nomination and Remuneration Committee will consider whether such remuneration is appropriate and sufficient to motivate directors to lead the organization to achieve short-term and long-term goals and to maintain the qualified directors; and
- 2) to propose the criteria and policy to determine the remuneration of the Board of Directors and sub-committee in each position in monetary and/or non-monetary form for each year to the Board of Directors for consideration and approval for proposing to the shareholders for the approval.

In this regard, in the year 2022, the Company did not pay any monthly remuneration to any directors of any committee and did not pay non-monetary remuneration/other benefits to the directors, other than the monetary remuneration which are the meeting fees. However, the Board of Directors opines that there should be additional conditions for remuneration as follow:

- (1) The director who holds positions in more than one committee shall receive only remuneration from one committee that pays the highest monthly remuneration.
- (2) The director, who holds an executive position of each company in WAVE group shall not receive monthly remuneration.
- (3) The directors in each committee shall receive the meeting fee every time they attend each committee's meeting.

The structures of remuneration of directors for the past year (the year 2022) compared with the proposed year (the year 2023) are in accordance with the details as shown in the invitation letter delivered to shareholders.

In addition, in order to reduce complexity in operation and to ensure cost efficiency of the Company, the Board of Directors has resolved in the Board of Directors' meeting No. 7/2022 to merge the Audit Committee and the Risk Management Committee to be the Audit and Risk Management Committee. In this regard, the structure of remuneration as shown in the invitation letter delivered to shareholders was compared to the remuneration of the Audit Committee of the year 2022. For the remuneration of the Risk Management Committee of the year 2022, it includes 1) meeting fee for the Chairman of the Risk management Committee of Baht 10,000 and 2) meeting fee for the member of the Risk Management Committee of Baht 5,000.

In this regard, in the year 2022, the remuneration was approved in the amount up to Baht 5,700,000 but the Company has actually paid remuneration of Baht 540,000 as the Board of Directors was aware of the COVID-19 situation and refuses to receive the monthly remuneration. For the year 2023, the Board of Directors resolved to determine the remuneration

of the Board of Directors and sub-committee for the year 2023 in the amount up to Baht 5,700,000 (equal to the amount of year 2022).

The Moderator provided an opportunity for shareholders to raise any query and suggestion in respect of issues considered in this agenda.

In this agenda, it was appeared that there was no shareholder enquiring any query or submitting any suggestion in the meeting or in advance. The Moderator then proposed the meeting to cast vote in the agenda to approve the determination of the remuneration of the Board of Directors and sub-committee for the year 2023 in the amount up to Baht 5,700,000 having the details as proposed in all respect.

Resolution

After due consideration, the meeting unanimously resolved to approve the determination of the remuneration of the Board of Directors and sub-committee for the year 2023 in the amount up to Baht 5,700,000 having the details as proposed in all respect with the votes of shareholders and proxies as follows:

Approved	3,568,331,157	votes	equivalent to	100 %
Disapproved	0	vote	equivalent to	-
Abstained	0	vote	equivalent to	-
Void Ballot	0	vote	equivalent to	-
Total	3,568,331,157	votes	equivalent to	100%

Agenda 7

To consider and approve the appointment of auditor and determination of remuneration of auditor for the year 2022

The Chairman assigned Mr. Viravit Chartvivatpornchai, the Chairman of the Audit and the Risk Management Committee, to inform the meeting in this agenda.

The Chairman of the Audit and the Risk Management Committee informed the meeting that Section 120 of the PLC Act provides that the appointment of the Company's auditors and the audit fees shall be approved at the annual general meeting of shareholders whereby the Company may reappoint the former auditors for another term.

The Chairman of the Audit and the Risk Management Committee proposed the meeting to approve the appointment of auditors, which were approved by the Board of Directors and the Audit and the Risk Management Committee, from PricewaterhouseCoopers ABAS Limited as the Company's auditor for year 2023 for 12th consecutive years from the year 2012, accordingly as PricewaterhouseCoopers ABAS Limited is reputable, has work products recognized in the international level as well as experiences in auditing the listed companies, is independent and do not have any relationship with the Company. In addition, the auditors from PricewaterhouseCoopers ABAS Limited have knowledge, expertise and experiences in auditing listed company and have qualifications in accordance with the Office of Securities and Exchanges Commission's requirement. The auditors include as follows:

1. Ms. Titinun Wankaew Certified Public Accountant (Thailand) No. 9432 and/or
(Signed the Company's financial statements for the year 2020 – 2022)
2. Mr. Paiboon Tunkul Certified Public Accountant (Thailand) No. 4298 and/or
(have not signed the Company's financial statements)
3. Ms. Nuntika Limviriyalers Certified Public Accountant (Thailand) No. 7358
(have not signed the Company's financial statements)

Such auditors are independent and do not have any conflict of interest with the Company and its subsidiaries, executives, major shareholders or related persons of such persons. During the year 2022, the Company did not pay any remuneration of other services to the audit offices of the auditors.

In this regard, any of the aforementioned auditors may audit and provide an opinion on the financial statements of the Company. In any absence of the aforementioned auditors, PricewaterhouseCoopers ABAS Limited is authorized to procure other Certified Public Accountant of PricewaterhouseCoopers ABAS Limited who have comprehensive qualifications to carry out their responsibilities.

For the audit fee of year 2023, considering from the volume of works, and comparing the audit fees of other listed companies in a similar ranking with the Company, the auditor has offered an appropriate amount of audit fee. Therefore, it is deemed appropriate to propose the meeting to determine the audit fee for the year 2023 of the group companies of not exceeding Baht 4,350,000.

The details of audit fee for the past year (2022) in comparison to the proposed year (2023) are as follows:

(Unit : Baht)	2022	2023	Changes
Auditing fee	not exceeding 3 million	not exceeding 4,350,000	increasing 1,350,000

In the year 2022, the Company has paid audit fee of Baht 1,800,000 as there is a sale of subsidiary (Jeffer Restaurant Co., Ltd.) in the first quarter of the year 2022.

The Moderator provided an opportunity for shareholders to raise any query and suggestion in respect of issues considered in this agenda.

In this agenda, it was appeared that there was no shareholder enquiring any query or submitting any suggestion in the meeting or in advance. The Moderator then proposed the meeting to cast vote in the agenda to approve the appointment of auditors from PricewaterhouseCoopers ABAS Limited to be the auditor for the year 2023 and the determination of remuneration of auditor of not exceeding Baht 4,350,000 having details as proposed in all respect.

Resolution

After due consideration, the meeting unanimously resolved to approve the appointment of auditors from PricewaterhouseCoopers ABAS Limited to be the auditors for the year 2023 and the determination of remuneration of auditors of not exceeding Baht 4,350,000 having details as proposed in all respect with the votes of shareholders and proxies as follows:

Approved	3,568,331,157	votes	equivalent to	100 %
Disapproved	0	vote	equivalent to	-
Abstained	0	vote	equivalent to	-
Void Ballot	0	vote	equivalent to	-
Total	3,568,331,157	votes	equivalent to	100%

Agenda 8

To consider and approve the amendment and addition of clauses of the Company's objectives for more clarity and amendment of Clause 3. of the Company's Memorandum of Association.

The Chairman assigned the Moderator to present the details of this agenda to the meeting.

The Moderator informed the meeting that Section 42 of the PLC Act prescribes that the Company has an authority to carry out any acts within the scope of its objectives. Therefore, in

order to ensure more clarity in carrying out any act by the Company and to align the Company's objectives with the Company's strategies, investment and business operations in the future, the Company has intention to amend the objectives and Clause 3. of the Memorandum of Association of the Company whereby the amendments to the objectives of the Company are from 64 items to 66 items. The details of which are as follows:

(1) Amendment of the objective no. 64

From "Investing in securities under the Securities and Exchange Act, B.E. 2535 (1992)"

To "Investing in shares, bonds, debentures, convertible debentures, debt instruments, equity instruments or financial or commercial instruments or any other securities and selling, disposing, or buying-back. In this regard, the objectives to engage such activity is not an ordinary course of business and is not deemed as securities trading business and shall be in accordance with the securities and exchange laws"

(2) Adding two objectives as follows:

Item 65 "Entering into contractual arrangement to control the risk from fluctuation of currency, interests, prices of raw materials, fuel, products and assets"

Item 66 "Issuing and offering shares, notes, debentures, convertible debentures, warrants, debt instruments, equity instruments or commercial or financial instruments or any other securities issued by the Company to shareholders, public or any person in accordance with the securities and exchange laws and other relevant laws"

In addition, the Company is required to amend Clause 3 of the Company's Memorandum of Association in accordance with the amendment to the Company's objectives as follows:

"Clause 3. The Company's objectives are comprised of 66 items."

In this regard, the Board of Directors approved to propose to the Meeting to consider and approve that the Board of Directors and/or the authorized directors and/or any person(s) authorized by the Board of Directors or the authorized directors shall have the authority to take all necessary actions to complete the registration of approved amendments or additions to the Company's objectives and Memorandum of Association, including the power to make amendments or add wording to the Company's objectives and Memorandum of Association of the Company in case the registrar issues an order and/or advice to amend the wording of such documents. Any such amendments shall be complied with the order of the public company registrar and should not affect the essence of the amendment to the Company's objectives and the Memorandum of Association as approved.

The Moderator provided an opportunity for shareholders to raise any query and suggestion in respect of issues considered in this agenda.

In this agenda, it was appeared that there was no shareholder enquiring any query or submitting any suggestion in the meeting or in advance. The Moderator then proposed the meeting to cast vote in the agenda to approve the amendment and addition of clauses of the Company's objectives for more clarity and amendment of Clause 3. of the Company's Memorandum of Association and the authorization as proposed above.

Resolution

After due consideration, the meeting unanimously resolved to approve the amendment and addition of clauses of the Company's objectives for more clarity and amendment of Clause 3. of the Company's Memorandum of Association and the authorization as proposed in all respect with the votes of shareholders and proxies as follows:

Approved	3,568,331,157	votes	equivalent to	100 %
Disapproved	0	vote	equivalent to	-
Abstained	0	vote	equivalent to	-
Void Ballot	0	vote	equivalent to	-
Total	3,568,331,157	votes	equivalent to	100%

Agenda 9

To consider and approve to amend the Company's Articles of association to be in accordance with the Public Limited Company Act (No.4), B.E. 2565 (2022)

The Chairman assigned the Moderator to moderate this agenda.

The Moderator informed the meeting that, in order to be in line with the enactment of the Public Limited Companies Act (No. 4) B.E. 2565 which allows public limited companies to use electronic means to convene the Board of Directors and shareholders' meetings, deliver notices or documents, appoint a proxy at shareholders' meeting and to support the development and change in the technology, the Board of Directors resolved that it is deemed appropriate to propose the Meeting to consider and approve the amendments to Articles 26, 31, 34, 35, 39 and addition of Article 49 of the Articles of Association of the Company to be in line with the Public Limited Companies Act (No. 4) B.E. 2565 as follows:

Existing Articles of Association	Proposed amendment to the Articles of Association
Article 26 In summoning a Board of Directors' meeting, the Chairman of the Board of Directors or a person authorized by him shall send a notice of the meeting to the directors not less than 7 days prior to the date of the meeting except in the case of necessity and urgency to safeguard the rights or interests of the Company, the notice summoning the meeting may be given by other means and the date of the meeting may be scheduled sooner. However, the place where the meeting is to be held does not have to be located at the head office of the Company. The meeting can be held anywhere else as the Chairman of the Board of Directors or directors authorized by him deems appropriate.	Article 26 In summoning a Board of Directors' meeting, the chairman of the Board of Directors or a person designated by him shall send a notice of the meeting to the directors not less than <u>3 days</u> prior to the date of the meeting except in the case of necessity and urgency to safeguard the rights or interests of the Company, the notice summoning the meeting may be given via <u>electronics means or other means</u> and the date of the meeting may be scheduled sooner. <u>In addition, in case of meeting via electronic means, the invitation letter and the attachment can be sent through an electronic mail.</u> However, the place where the meeting is to be held does not have to be located at the head office of the Company. The meeting can be held anywhere else as the Chairman of the Board of Directors or directors authorized by him deems appropriate.
Article 31 The Board of Directors must arrange a meeting at least once every three	Article 31 The Board of Directors must arrange a meeting at least once every three

Existing Articles of Association	Proposed amendment to the Articles of Association
<p>(3) months at the province where the Company's head office located or nearby provinces, or at any other place as determined by the discretion of the Chairman of the Board. The date, time, and place of the meeting shall be determined by the Chairman of the Board.</p> <p>The Chairman of the Board might arrange the meeting via electronic means in compliance with relevant laws regarding electronic meeting.</p> <p>The Company shall pay the Directors' remuneration regarding their responsibilities as necessary and appropriate including monthly remuneration, attendance fee, allowance, bonus.</p>	<p>(3) months at the province where Company's head office located or nearby provinces, or at any other place as determined by the discretion of the Chairman of the Board. The date, time, and place of the meeting shall be determined by the Chairman of the Board.</p> <p>The Chairman of the Board might arrange the meeting via electronic means in compliance with relevant laws regarding electronic meeting. <u><i>If the meeting is held via electronic means in accordance with the Royal Decree on Electronic Meetings, the Company's head office shall be deemed to be the venue of the meeting.</i></u></p> <p>The Company shall pay the Directors' remuneration regarding their responsibilities as necessary and appropriate including monthly remuneration, attendance fee, allowance, bonus.</p>
<p>Article 34 In summoning a shareholders' meeting, the board of directors shall prepare a notice specifying the place, date, time, agenda and matters to be proposed to the meeting together with adequate details by clearly indicating whether such matters are proposed for acknowledgement, for approval or for consideration, as the case may be, as well as the board's opinions on such matters and send to the shareholders of not less than 7 days prior to the date of the meeting and advertise the notice summoning the meeting in a newspaper for 3 consecutive days of not less than 3 days prior to the date of the meeting.</p> <p>The meeting is not required to be held at a location within the province where the Company's head office is located. The meeting can be held anywhere else as the Board of Directors deems appropriate.</p>	<p>Article 34 In summoning a shareholders' meeting, the board of directors shall prepare a notice specifying the place, date, time, agenda and matters to be proposed to the meeting together with adequate details by clearly indicating whether such matters are proposed for acknowledgement, for approval or for consideration, as the case may be, as well as the board's opinions on such matters and send to the shareholders of not less than 7 days prior to the date of the meeting and advertise the notice summoning the meeting in a newspaper for 3 consecutive days of not less than 3 days prior to the date of the meeting <u><i>or advertised through electronic means, in compliance with relevant laws regarding electronic meeting.</i></u></p> <p>However, the place to be used as the meeting place <u><i>must</i></u> be in the area where the company's head office is located or nearby provinces, <u><i>or anywhere else</i></u> as may be determined by the Board of Directors. <u><i>If a meeting is held via electronic means, it shall be deemed that the Company's head office is the venue of the meeting, and such meeting shall have the same effect as a meeting of</i></u></p>

Existing Articles of Association	Proposed amendment to the Articles of Association
	<p><u>shareholders attending the same meeting in person in accordance with the rules and procedures prescribed by law and these Articles of Association.</u></p>
<p>Article 35 At a shareholders' meeting, there shall be not less than 25 shareholders and/or the shareholders' proxies (if any), or not less than half of the total number of shareholders and holding altogether not less than one-third of the total sold shares attending the meeting to constitute a quorum.</p> <p>In case it appears at any shareholders' meeting that within one hour after the time appointed for the meeting the number of shareholders attending the meeting does not constitute the quorum, the meeting, if summoned upon the requisition of shareholders, shall be cancelled. If the meeting had not been summoned upon the requisition of shareholders, another meeting shall be summoned and a notice summoning the meeting shall be sent to the shareholders not less than 7 days before the meeting and, at such subsequent meeting, no quorum shall be necessary.</p>	<p>Article 35 At a shareholders' meeting, <u>whether meeting in person or via electronic means,</u> there shall be not less than 25 shareholders and/or the shareholders' proxies (if any), or not less than half of the total number of shareholders and holding altogether not less than one-third of the total sold shares attending the meeting to constitute a quorum.</p> <p>In case it appears at any shareholders' meeting that within one hour after the time appointed for the meeting the number of shareholders attending the meeting does not constitute the quorum, the meeting, if summoned upon the requisition of shareholders, shall be cancelled. If the meeting had not been summoned upon the requisition of shareholders, another meeting shall be summoned and a notice summoning the meeting shall be sent to the shareholders of not less than 7 days before the meeting and, at such subsequent meeting, the constitution of quorum is not required.</p> <p><u>Each shareholder may make not more than one proxy form to attend and vote on his/her behalf in the form prescribed by the Registrar, and delivered to the Chairman of the Board of Directors or the person designated by the Chairman of the Board of Directors at the meeting place before the proxy attends the meeting. Or the proxy may be made by electronic means instead. It must use a method that is safe and reliable that the proxy is made by the shareholder and in accordance with the criteria prescribed by the Registrar. The proxy for such purpose may only be one person, regardless of the number of shares held by the shareholder.</u></p>

Existing Articles of Association	Proposed amendment to the Articles of Association
<p>Article 39 No dividend shall be paid from any type of funds other than from the profits. In case the Company still sustains any accumulated loss, no dividend shall be paid.</p> <p>A dividend shall be divided equally according to the number of shares.</p> <p>The board of directors may from time to time pay interim dividends to the shareholders as appear to be justified by the profits of the Company and report to the shareholders at the next meeting.</p> <p>Dividends shall be paid within 1 month from the date of the shareholders' meeting or the adoption of the resolution of the board of directors, as the case may be. A written notice shall be sent to the shareholders and a notice of payment of dividend shall also be published in a newspaper.</p>	<p>Article 39 No dividend shall be paid from any type of funds other than from the profits. In case the Company still sustains any accumulated loss, no dividend shall be paid.</p> <p>A dividend shall be divided equally according to the number of shares.</p> <p>The board of directors may from time to time pay interim dividends to the shareholders as appear to be justified by the profits of the Company and report to the shareholders at the next meeting.</p> <p>Dividends shall be paid within 1 month from the date of the shareholders' meeting or the adoption of the resolution of the board of directors, as the case may be. A written notice shall be sent to the shareholders and a notice of payment of dividend shall also be published in a newspaper <u>or can be published by electronic means according to the rules and procedures stipulated by laws.</u></p>
<p>None (The existing Articles of Association of the Company had 48 provisions)</p>	<p><u>Article 49 In the event that the Company or the Board of Directors is required to submit letters or documents according to the Public Limited Companies Act B.E. 2535 (including any amendments) to directors, shareholders, or creditors of the Company, and such persons have notified their intention or given their consent to receive such letter or document by electronic means, the Company or the Board of Directors may send the letter or document by electronic means in accordance with the rules prescribed by law.</u></p>

In this regard, the Board of Directors approved to propose to the meeting to consider and approve that the Board of Directors and/or the authorized directors and/or any person(s) authorized by the Board of Directors or the authorized directors shall have the authority take all necessary actions to complete the registration of approved amendments or additions to the Company's Articles of Association, including the power to make amendments or add wording to the amended Articles of Association of the Company in case the registrar issues an order and/or advice to amend the wording of such documents. Any such amendments shall be complied with the order of the public company registrar and should not affect the essence of the amendment to the Company's Articles of Association as approved.

The Moderator provided an opportunity for shareholders to raise any query and suggestion in respect of issues considered in this agenda.

In this agenda, it was appeared that there was no shareholder enquiring any query or submitting any suggestion in the meeting or in advance. The Moderator then proposed the meeting to cast vote in the agenda to approve to amend the Company's Articles of association to be in accordance with the Public Limited Company Act (No.4), B.E. 2565 (2022) and the authorization as proposed above.

Resolution

After due consideration, the meeting unanimously resolved to approve to approve to amend the Company's Articles of association to be in accordance with the Public Limited Company Act (No.4), B.E. 2565 (2022) and the authorization as proposed in all respect with the votes of shareholders and proxies as follows:

Approved	3,568,331,157	votes	equivalent to	100 %
Disapproved	0	vote	equivalent to	-
Abstained	0	vote	equivalent to	-
Void Ballot	0	vote	equivalent to	-
Total	3,568,331,157	votes	equivalent to	100%

Agenda 10

To consider and approve the change of the Company's name and the Company's seal, and the Amendment of Clause 1. of the Memorandum of Association and the Articles of Association of the Company to be in accordance with the change of the Company's name and the Company's seal

The Chairman assigned the Moderator to moderate this agenda.

The Moderator informed the meeting that, in order to conform the Company's name with the Company's current businesses, the Company is desirous to change the Company's name and the Company's seal, and to amend the Company's Memorandum of Association and Articles of Association, in accordance with the change of the Company's name. In this regard, the Board of Directors opines that it is deemed appropriate to propose the Meeting to consider and approve the change of the Company's name and the Company's seal, and the amendment to the Memorandum of Association and the Articles of Association of the Company, in accordance with the change of the Company's name as follows:

- (1) The Company's name and the Company's seal

List	Present	New
Name in Thai	บริษัท เวฟ เอ็นเตอร์เทนเมนต์ จำกัด (มหาชน)	บริษัท เวฟ เอกซ์โพเนนเชียล จำกัด (มหาชน)
Name in English	Wave Entertainment Public Company Limited	Wave Exponential Public Company Limited
The Company's Seal		

(2) Amendment of Clause 1. of the Memorandum of Association as follows

Present

The Company's name “บริษัท เวฟ เอ็นเตอร์เทนเมนท์ จำกัด (มหาชน)”



Name in English as “Wave Entertainment Public Company Limited”

Proposed amendment

The Company's name “บริษัท เวฟ เอกซ์โพเนนเชียล จำกัด (มหาชน)”

Name in English as “Wave Exponential Public Company Limited”

(3) Amendment of Articles 1, 2 and 47 of the Articles of Association, as follows:

No.	Present	New
Article 1.	These articles shall be called the Articles of Association of Wave Entertainment Public Company Limited	These articles shall be called the Articles of Association of Wave Exponential Public Company Limited
Article 2.	The word "Company" referred to in these Articles of Association means Wave Entertainment Public Company Limited	The word "Company" referred to in these Articles of Association means Wave Exponential Public Company Limited
Article 47.	The Company's seal is affixed hereunder. 	The Company's seal is affixed hereunder. 

In this regard, the Board of Directors approved to propose to the Meeting to consider and approve that the Board of Directors and/or the authorized directors and/or any person(s) authorized by the Board of Directors or the authorized directors shall have the authority to take all necessary actions to complete the change of the Company's name, and the Company's seal (including the amendment of the Company's Articles of Association and Memorandum of Association to be in accordance with such change) and the authority to make amendments or add wording to the amended the Company's Articles of Association and Memorandum of Association to be in accordance with such change in case the registrar or the relevant officers issues an order and/or advice to amend the wording of such documents. Any such amendments shall be complied with the order of the public company registrar and should not affect the essence of the change as approved.

The Moderator provided an opportunity for shareholders to raise any query and suggestion in respect of issues considered in this agenda.

In this agenda, there was a shareholder enquiring the inquiries in the meeting as follows:

Question: Mr. Piyapong Prasarttong, a shareholder attending the meeting in person, enquires whether the ‘WAVE’ security symbol will remain the same.

Answer: Acting Chief Finance Officer responded to the shareholders’ inquiry that the security symbol of the Company is not changed and remains as ‘WAVE’.

As there was no shareholder further enquiring any inquiry or provide any suggestion, the Moderator then proposed the meeting to cast vote in the agenda to approve the change of the Company’s name and the Company’s seal, and the Amendment of Clause 1. of the Memorandum of Association and the Articles of Association of the Company to be in accordance with the change of the Company’s name and the Company’s seal and the authorization as proposed above.

Resolution

After due consideration, the meeting unanimously resolved to approve the change of the Company’s name and the Company’s seal, and the Amendment of Clause 1. of the Memorandum of Association and the Articles of Association of the Company to be in accordance with the change of the Company’s name and the Company’s seal and the authorization as proposed in all respect with the votes of shareholders and proxies as follows:

Approved	3,568,331,157	votes	equivalent to	100 %
Disapproved	0	vote	equivalent to	-
Abstained	0	vote	equivalent to	-
Void Ballot	0	vote	equivalent to	-
Total	3,568,331,157	votes	equivalent to	100%

Agenda 11

Other business (if any)

Mr. James Andrew Moore, the Chief Executive Officer, informed that since the meeting has approved the change of the Company’s name and the Company’s seal, it was deemed appropriate to present a video showing the rebranding of the Company which contains information as summarized per below.

Current Trends

The results of the 26th United Nation Climate Change Conference of the Parties (COP26), held in Glasgow, Scotland, poses a challenge to organizations and affect the competitiveness of the business operators. In addition, Thailand values education, especially the learning of English language that enables people to confidently develop a variety of skills and knowledge necessary for the success and growth in the modern world. When there are good work, good life, good environment, and good mood, they are implicitly in line with the good health.

Rebranding

To show that Wave Exponential pays attention to the world trends, Wave Exponential, therefore, restructured its business, name, and logo from Wave Entertainment to Wave Exponential. Wave Exponential focuses on developing the business to grow exponentially through the development of scalable business models in the modern and high-growth businesses, innovation that creates new markets or improves existing markets, continuously building knowledge and expertise, strategic partnerships for providing of higher quality products and services, as well as more cooperation between businesses of Wave Exponential to take advantage of the resources. The details of each business are as below.

- (1) Wave BCG is the full-service carbon credit business providing consultation services for carbon credit buyers and sellers, services for finding and managing climate projects, auditing for the company's greenhouse gas emissions reduction, and development of innovation and technology for controlling or reducing the greenhouse gas emission and sustainability technology.
- (2) Wave Education is the business of Wall Street English which is the world-leading English institution and has operated in Thailand for more than 20 years with the most sales in Asia. Wall Street currently has 13 branches across Thailand and plans to expand its branches in Thailand and Southeast Asia through franchising model.
- (3) Wave Wellbeing is a business in the health and wellness industry and plans to expand its business in partnership with industry-leading business partners.

In order to keep up with the changes and maintain the leadership, Wave Exponential has developed its existing skills to get the most of them. All of this will make Wave Exponential leaps forward beautifully with the times.

As there was no shareholder additionally enquiring any inquiry or provide any suggestion, the Chairman thanked all shareholders and proxies for sacrificing their time to attend the meeting and adjourned the 2023 Annual General Meeting of Shareholders (No. 1/2023) at 18.07 hrs.

In this regard, the shareholders may watch recorded video of the meeting at the Company's website

Signed - *Ms. Cathleen Maleenont* – Chairman of the meeting
(Ms. Cathleen Maleenont)

Signed - *Mr. Uthai Ariyawimol* – Company's Secretary
(Mr. Uthai Ariyawimol)