



## **Registration, Proxy granting and Procedures for attending Shareholder Meetings**

The 2026 Annual General Meeting of Shareholders of Baan Rock Garden Public Company Limited will be held on Thursday April 9, 2026, at 2:00 PM. The Company would like to inform you of the guidelines for attending the Annual General Meeting of Shareholders as follows:

### **Power of Attorney**

The Department of Business Development, Ministry of Commerce, has issued an announcement regarding the prescribed forms of power of attorney (No.5) B.E.2550 (2007), specifying three versions. Therefore, the company has prepared two types of proxy forms for shareholders who are unable to attend the meeting in person. Authorize another person to attend the meeting on your behalf, or authorize an independent director of the company to cast your vote on your behalf. The company has attached the following instructions with the meeting invitation letter:

- ▶ Form A : It's a typical power of attorney form, a simple and uncomplicated format.
- ▶ Form B : It is a power of attorney form that clearly and precisely specifies the items to be authorized.

### **How to grant power of proxy**

1. If a shareholder is unable to attend the company's shareholder meeting in person, they may authorize another person to attend on their behalf. They may choose only one proxy form, and can select either Form A or Form B.
2. To authorize a proxy to a specific person as per the shareholder's wishes. Alternatively, you may choose to authorize an independent director of the company to act on your behalf. By marking ✓ (Checkmark). And specify the name and details of the person the shareholder wishes to authorize as proxy. Alternatively, specify the names of independent directors, selecting only one person to act as a proxy to attend the meeting.
3. Affix a 20 baht revenue stamp and cross out the date on which the power of attorney was issued. To ensure it is accurate and legally binding. The company has facilitated the stamp duty process for shareholders, and shareholders are not permitted to divide their shares by appointing multiple proxies to separate their voting rights. Shareholders must grant proxies for an amount equal to the number of shares they hold; they cannot grant proxies for only a portion of their shares, less than the amount they hold.

## **Documents that shareholders must present before attending the meeting.**

### **In case individuals**

1. In case the shareholders attend the meeting in person. Attach a valid, government-issued identification document. And if there has been a change of name or surname, please attach supporting evidence according to the meeting participation procedures.
2. In case authorizing a representative to attend the meeting, please use power of attorney form A or form B, one of the following forms, correctly and completely filled out and signed by both the grantor and the grantee.
  - A copy of an official document issued by a government agency, verifying the identity of the grantor, and signed by the grantor certifying the copy's accuracy.
  - A copy of the document issued by the government agency of the authorized representative, with the authorized representative signing to certify the copy as correct.

### **In case of a legal entity**

1. In case where a shareholder representative (director) attends the meeting in person.
  - Either form A or form B of the power of attorney, which must be correctly and completely filled out and signed by both the grantor and the grantee
  - A certified copy of the shareholder's corporate registration certificate, verified by the corporate representative (authorized signatory as per the corporate registration certificate), with the company seal (if any).

2. In the case of a foreign-national legal entity.

The authorized signatory of a legal entity must personally sign and affix the company seal to the power of attorney document in the presence of a notary public or an agency with similar authority under the laws of each country. And following the signing of the agreement, present that letter of authorization to an authorized officer at the Thai Embassy or the Thai Consulate, or an official authorized to act on behalf of the said person, or a person who can provide full certification in accordance with the laws of that country, who then provides a further layer of certification to the certifying authority.

3. In cases where fingerprints are used instead of signatures.

Provide a fingerprint of your left thumb and write a note next to it. "The left thumbprint of....." And there must be two witnesses to certify that it is the genuine fingerprint of that person. And the fingerprints must be taken in the presence of a witness, who must sign to certify them. A copy of the witness's national identity card or government employee identity card must also be attached.

4. In cases a shareholder appoints a proxy to attend the meeting.
  - Either form A or form B of the power of attorney, which must be correctly and completely filled out and signed by the legal representative, must be submitted. (The person authorized to sign according to the certificate of incorporation of the legal entity.) The person granting the power of attorney and the person receiving the power of attorney.
  - A certified copy of the shareholder's corporate registration certificate, certified by the corporate representative. (The authorized person must sign according to the company registration certificate) and affix the company seal (if any).
  - A copy of the identification document of the legal representative who has granted the power of attorney and has signed to certify the copy as correct.
  - A copy of the authorized representative's identification document is provided, and the authorized representative has signed to certify the copy as accurate.

At the 2026 Annual General Meeting of Shareholders, if a shareholder is unable to attend the meeting in person, Shareholders may choose to appoint a proxy as they wish to act as their proxy, or may choose to appoint one of the company's independent directors to vote on their behalf, according to the following list.

- Mr. Wanchai Mekasut  
Residing at 25/57 Moo. 19, Bhudthamonton Sai 2 , Salatammasop , Thaveewattana , Bangkok
- Mr. Prasan Thumsanong  
Residing at 160/1 Soi Lad Phrao 81 (Thitiporn) , Khlong Chao Khun Sing , Wang Thonglang , Bangkok.
- Miss. Puntip Yodvisesborvon  
Residing at 192 Soi Charansanithwong 42, Bangyeekhan, Bangplad Bangkok.

Shareholders wishing to appoint an independent director of the Company as their proxy are requested to submit a fully prepared and signed proxy form, in accordance with the guidelines outlined above, to the Company Secretary's office, along with all relevant documents, at least one day prior to the meeting.

**Voting guidelines at a general shareholders' meeting.**

1. Voting for each agenda item will be conducted by counting votes from proxy ballots upon registration and/or from shareholder votes at the shareholders' meeting, with one vote per share. A shareholder or proxy may cast only one vote: in favor, against, or abstain; partial voting is not permitted.
2. In case of proxy voting.
  - 2.1 A proxy holder must cast their vote only as specified by the grantor in the proxy form. Any vote cast by a proxy that does not conform to the terms specified in the proxy form shall be deemed

2.2 invalid and shall not be considered a shareholder vote. The Company will cast votes only as specified by the grantor in the proxy form for the convenience of the proxy holder.

2.3 If the grantor has not specified their voting preference for a particular agenda item in the proxy form, or if the specification is unclear, or if the meeting considers or votes on a matter other than that specified in the proxy form, including cases where there are changes or additions to the facts, the proxy holder has the right to consider and vote on their behalf as they deem appropriate.

### **Election Agenda for Board Members**

Regarding the agenda item for the election of directors as per the company's Articles of Association, Article 17 stipulates that the shareholders' meeting shall elect directors according to the following criteria and procedures:

1. Each shareholder or proxy has voting rights equal to the number of shares they hold.
2. Each shareholder or proxy may use all of their available votes under Clause 1 to elect one or more individuals as directors. However, they may not use a method of dividing votes among multiple individuals for election.
3. The individuals who received the highest number of votes in descending order are elected as directors, in the quantity required or to be elected in that election. In the event that the individuals elected in the next position receive an equal number of votes exceeding the number of directors required. Alternatively, at that meeting, the chairman could be granted the deciding vote to ensure the company complies with the guidelines for evaluating the quality of a good shareholder meeting. Therefore, for agenda item 4, the consideration is to approve the election of directors to replace those whose terms have expired. The company will count all votes cast by shareholders attending the meeting, including those for, against, and abstentions.

### **Vote counting and notification of vote count.**

The chairman or a company official will explain the voting process to the meeting participants before the agenda items begin. Company officials will count the votes for each agenda item from the votes cast in the proxy forms. And the results of the vote count will be reported to the meeting for each agenda item before its conclusion. However, the number of shareholders in each term may not be the same. This is because some shareholders may join the meeting additionally or leave the meeting system. The company has appointed an Inspector, an external legal advisor, to oversee and verify the vote counting at the shareholder meeting, ensuring that the meeting is transparent, in accordance with the law, and in compliance with the company's regulations.