

**Objectives and rationale of the Board of Directors' opinions  
to facilitate shareholders' considerations.**

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**Agenda 1 To acknowledge the declaration of the 2024 operational results and the Company's Annual Report.**

The report by the Board and management with respect to the Company's business performance for the year 2024 ended December 31, 2024, has been produced portraying the operational results of the Company during 2024. The Board, having considered and deemed it correct and sufficient. Therefore, The Board was a resolution to approve and proposes that the Meeting acknowledge the Company's business performance during 2024 and as contained in the Annual Registration Statement /the 2024 Annual Report (Form 56-1 One Report). The shareholders can download from the QR Code appearing on the "Form of the Meeting notification with QR code for downloading meeting documents, which was delivered to the shareholders together with this Invitation Letter.

**Required Resolution:**

This agenda does not require any vote, as this is to inform the Meeting for acknowledgment.

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**Agenda 2 To approve the Statements of Financial Position and the Comprehensive Income Statements for the fiscal year ending December 31, 2024.**

In accordance with Section 112 of the Public Limited Companies Act B.E.2535 (and as amended), the Company has to prepare the latest Statement of Financial Position and the Income Statement as at the end of the Company's fiscal year, to be presented and approved at the Annual General Meeting.

The Board of Directors therefore resolved to approve and deem it appropriate to proposes that the Meeting to approve the Company's Financial Statement (Statement of Financial Position and the Comprehensive Income Statement) for the year as of December 31, 2024, had been reviewed by the Board and the Audit Committee, having considered and deemed them correct, complete and sufficient pursuant to the generally accepted accounting standards, and was duly audited and certified by auditors from **EY Office Limited**, who is the auditor of the Company. Details from the Financial Statement (the Statement of Financial Position and the Comprehensive Income Statement) as of December 31, 2024, appears in the Annual Registration Statement /the 2024 Annual Report (Form 56-1 One Report) page. 224-312 and a printed summary of key financial information from the 2024 Annual Report is also attached to this Invitation Letter (Enclosure 2)

**Required Resolution:**

According to the Company's Articles of Association, a resolution under this agenda can be passed with a simple majority vote of the shareholders who attend the meeting and cast the vote.

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**Agenda 3 To approve the appropriation of the 2024 net profit as statutory reserve fund.**

According to Section 116 of the Public Limited Companies Act B.E.2535 (and as amended) and the Company's Articles of Association, Clause 38 which stated: "The Company has to allocate not less than 5% of annual net profits as statutory reserves, net of accumulated losses (if any), until the value of statutory reserves is not less than 10% of registered capital unless the Company has another rule or regulation that otherwise specifies a higher reserve."

In this regard, according to the resolution of the 2024 Annual General Meeting of Shareholders held on April 29, 2024, to approve the Company Appropriate net profit as statutory reserve fund at the rate of 5% of net profit for the year 2023, ended December 31, 2023, of the separate financial statements. The total amount is Baht 18,090,064. As a result, the statutory reserve fund as of December 31, 2023, is Baht 27,074,587.

Due to the company has net profit for the year 2024 separate financial statements ending 31 December 2024 in the total amount of Baht 2,660,670,204. Therefore, to comply with the law and the Company's Articles of Association, above, the Board of Directors proposed to the shareholders' meeting to consider and approve the appropriation of net profit for the year 2024 as a statutory reserve fund, in the totaling Baht 54,920,386 or equal 2 % of the net profit for the year 2024, ended December 31, 2024, of the separate financial statements. As a resulting in the Company having the statutory reserve fund as of December 31, 2024, in the amount of Baht 81,994,973, representing 10 percent of the registered capital, which is fully in compliance with the legal.

**Required Resolution:**

According to the Company's Articles of Association, a resolution under this agenda can be passed with a simple majority vote of the shareholders who attend the meeting and cast the vote.

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**Agenda 4 To approve the omission of dividend payment from the 2024 operational results.**

The Company has a policy paying the dividends to shareholders at a rate of not less than 40% of the net profit after corporate income tax each year, based upon the separate Company's financial statements. According to Section 115 of the Public Act and the Company's Articles of Association Clause 37 which stated that "Dividends cannot be disbursed from other sources of funds except profits. In the event that the Company has accumulated losses, no dividends will be paid."

From the 2024 operational results. The Company had a net profit of Baht 2,660.7 million and retained earnings of Baht 3,163.2 million in the separate financial statements ending on December 31, 2024, respectively. Although, which indicates a substantial profit, but the Company has utilized the majority of these funds to repay all outstanding loans, as well as to invest in additional growth businesses, and to ensure the Company has sufficient working capital for the Company's business. Therefore, the Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the omission of the dividend payment from the 2024 operating results.

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Details comparing the past 3 years for the dividend payments are shown as follows:

Details of dividend payment	The separate financial statements		
	2024	2023	2022
<b>The separate financial statements</b>			
Net Profits/(Loss):Million Baht	2,660.7	361.80	136.38
Retained Earnings/(Deficit):Million Baht	3,163.2	554.76	211.05
Earnings /(Loss) per Share:Baht	3.24	0.44	0.17
<b>Rate of Dividend Payment</b>			
- Interim dividends payment (Baht per share)	-	-	-
- Annual Dividend Payment (Baht/Share)	<b>None</b>	-	-
<b>Total Dividends Payment (Baht per Share)</b>			
Number of Shares (Million Share)	819.9	819.9	819.9
Total Dividend Payouts (Million Baht)	-	-	-
Dividend Payout Ratio (%)	-	-	-

**Required Resolution:**

According to the Company's Articles of Association, a resolution under this agenda can be passed with a simple majority vote of the shareholders who attend the meeting and cast the vote.

**Agenda 5 To approve the appointment of directors in place of those who are due to retire by rotation for the year 2025.**

Pursuant to the Public Act and Clause 14 of the Company's Articles of Association, one-third of all directors shall be retired by rotation each year. At this 2025 Annual General Meeting of Shareholders, there are 3 directors (from 9 directors) due to retire by rotation, namely:

Name	Position in the Board	Position in the Sub-Committees
1. Dr. Naris Chaiyasoot	Independent Director	<ul style="list-style-type: none"> <li>Chairman of the Audit Committee</li> <li>Chairman of the Nomination and Remuneration Committee</li> </ul>
2. Mr. Chanitr Charnchainarong	Independent Director	<ul style="list-style-type: none"> <li>Member of the Audit Committee</li> </ul>
3. Mr. Fahmai Damrongchaitham	Executive Director (Authorized Director)	<ul style="list-style-type: none"> <li>Member of the Group Executive Committee</li> <li>Member of the Risk Management Committee</li> </ul>

With respect to the Company's Good Corporate Governance Policy, the shareholders were given the opportunity to nominate the names of qualified persons for being considered to be elected as directors in advance for the 2025 Annual General Meeting of Shareholders via the Company's website [www.gmmgrammy.com](http://www.gmmgrammy.com), from September 4, 2024, to December 4, 2024. However, no shareholder nominated the qualified persons to the Company.

Nonetheless, the Company received a letter dated January 31, 2025, from Dr. Naris Chaiyasoot and Mr. Chanitr Charnchainarong, independent directors whose due to retire by rotation at this Meeting, stated their intention not to be considered for a renewal of directorship term. Due to the principles of good corporate governance policy It is determined that independent directors should hold

positions in listed companies for no more than 9 years. They have already held the position of independent director for 12 years and 9 years, in order, and therefore would like not to renew their term at the 2025 Annual General Meeting of Shareholders.

Hence, The Nomination and Remuneration Committee (the "NRC") and the Board of Directors (the "Board") at the Meeting No.1/2025 held on February 26, 2025, had deliberately more details on the qualifications of directors in detail, taking into account the individual directors' qualifications in various aspects based on the best interest of the Company under the policy, criteria and nomination process of the Company (Details appear in the Annual Registration Statement /the 2024 Annual Report (Form 56-1 One Report) under the heading "Corporate Governance> Recruitment and Appointment of the Directors" Page 129-130, Therefore, the resolution was passed to propose to the Annual General Meeting of Shareholders to consider and approve the reappointment of one director who has completed their term (Director No. (3)), namely Mr.Fahmai Damrongchaitham for another term. is fit to work for the Company as the director for another term because of his qualifications that meets the requirements of the Public Act, has qualifications suitable for the business of the company, his knowledge, abilities, experience, vision, and working performance including his devotion and support to the Company's business operation in the past years.

In addition, the NRC and the Board have recruited and selected qualified individuals from external sources who meet the appropriate qualifications and do not conflict with the qualifications of independent directors as stipulated by the Company, according to the Company's processes and procedures, to propose to the Annual General Meeting of Shareholders for consideration and approval, and to propose their appointment as independent directors to replace two directors whose terms have retired (i.e., directors numbered (1) and (2)). Specifically, it was proposed to appoint Mr. Vithit Leenutaphong as an independent director to replace Dr. Naris Chaiyasoot, and to appoint Mrs. Nidcha Jirametthanakij as an independent director to replace Mr. Chanitr Charnchainarong, whose terms have expired in 2025 and who do not wish to be re-appointed for another term.

Furthermore, Mr. Vithit Leenutaphong and Mrs. Nidcha Jirametthanakij are not shareholders, directors of the Company, or have been any business relationships with the Company and its subsidiaries that might impede their independent judgment. Additionally, they are not and have not been significant shareholders or controlling persons of those with such business relationships, and they have not been professional service providers who received fees from the Company or its subsidiaries within the past two years. Therefore, the qualifications of Mr. Vithit Leenutaphong and Mrs. Nidcha Jirametthanakij do not fall under the prohibitions as the qualification of the Company's independent director.

Therefore, the Board of Directors has considered and is of the opinion that the persons to be nominated as independent directors have the qualifications in accordance with the laws related to the regulations related to independent directors. Therefore, it has considered and proposed to the AGM to approve the appointment of Mr. Vithit Leenutaphong and Mrs. Nidcha Jirametthanakij as independent directors, because their qualifications are in line with the independent director definition of the Securities and Exchange Commission, and the Stock Exchange of Thailand and the Company, and both of them will be able to express their opinions independently, as independent directors, in accordance with the relevant details of the definition of independent directors of the Company are set out in Enclosure 3.4.

In accordance with the composition of directors of GRAMMY, namely;

- (1) Mr. Vithit Leenutaphong (proposed to appoint as a new independent director to replace Dr. Naris Chaiyasoot)
- (2) Mrs. Nidcha Jirametthanakij ((proposed to appoint as a new independent director to replace Mr. Chanitr Charnchainarong)
- (3) Mr. Fahmai Damrongchaitham (proposed to reappoint an executive director for another term)

Therefore, the Board of Directors (except those directors who have conflicts of interest in this agenda) considered and scrutinized the suitability of the person who was nominated for this time have passed the consideration process as specified by the Company and have qualifications in accordance with the relevant rules and regulations and are suitable for the Company’s business and the scope of roles and responsibilities of the 1 director whose term has expired and 2 persons proposed for consideration to be appointed as new directors to replace the directors who do not wish to renew their terms this time, taking into account the maximum benefits of the Company as the main principle. In accordance with the opinion of the NRC above and the Board of Directors therefore resolved to propose the Annual General Meeting of Shareholders to consider to endorse the appointment of the 3 afore mentioned candidates as the Company’s directors, individually as follows:

Agenda 5.1 To Consider and approve the appointment of Mr. Fahmai Damrongchaitham as an executive director for another term.

Agenda 5.2 To Consider and approve the appointment of Mr. Vithit Leenutaphong as a new independent director.

Agenda 5.3 To Consider and approve the appointment of Mrs. Nidcha Jirametthanakij as a new independent director.

Their profiles and other supporting information and the qualification of the Company’s independent directors who retired by rotation in Enclosure 3.1 - 3.4.

**Required Resolution:**

A resolution for electing directors can be passed according to the method and procedure as stated in Clause 13 of the Company’s Articles of Association (Enclosure 6) and a resolution under this agenda can be passed with a simple majority vote of the shareholders who attend the meeting and cast the vote.

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**Agenda 6 To approve the remunerations of the Board of Directors and subcommittees for the year 2025.**

Pursuant to Clause 26 of the Company’s Articles of Association that “The Company shall pay the following compensation to the directors: (1) Annual bonus for the position of the Company’s director. (2) Salary, bonus in the case that any director being employed by the Company. (3) Compensation under the business contract between the Company and a director or any compensation in order to acquire the Company’s normal commercial interest.”

For the 2025 Annual General Meeting of Shareholders, the NRC and the Board considered the Board's remuneration and the Sub-Committees' remuneration for the year 2025 according to the Company's the guidelines and procedures by considering various factors in support of their determination, including the scope of responsibilities, contributions, the work performance of the Company's directors, business expansion, a comparison with other companies in the same industry and similar nature of the business, as well as the report of the 2024 Survey on Directors' Remuneration of Listed Companies in the Stock Exchange of Thailand conducted by Thai Institution of Directors (IOD). It was apparent that the Company's Board of Directors' and Audit Committee's remuneration was not different from the overall market average rate. Therefore, the Board of Director was deemed appropriate to propose to approve to the Meeting as the followings:

**1) The Board of Directors and Audit Committee's Remuneration**

It was deemed appropriate to propose the Meeting to approve the Board of Directors and Audit Committee's remuneration for the year 2025 as follows:

**1.1) Monetary Remuneration**

It was deemed appropriate to approve the Board of Directors and Audit Committee's remuneration totaling at the amount of Baht 6,650,000 (Six million six hundred and fifty thousand baht), which is the same amount as the previous year, comprising of the monthly remuneration, the meeting allowance (being paid to a director who attends the meeting only) and annual bonus, as detailed below:

(Unit: Baht/year)

Committee	2025 (Proposed)	2024	2023
<b>The Board of Directors</b>	Total proposed remuneration not exceeding Baht 6,650,000	Total remuneration not exceeding Baht 6,650,000	Total remuneration not exceeding Baht 6,650,000
<b>Audit Committee</b>			

**1.2) Non-Monetary Remuneration / Other Benefits**

Directors and Officers Liability Insurance (D&O) in the amount of Baht 300 million, covering directors and executives of the Company and its subsidiaries.

**2) The Board of Directors' Remuneration Criteria**

- **Monthly Remuneration pay to the Board of Directors.**

Committee	Position	Monthly Remuneration (baht / person / month)		
		2025 (Proposed)	2024	2023
<b>The Board of Directors</b>	Chairman of the Board	50,000	50,000	50,000
	Independent Director	20,000	20,000	20,000
	Non-Executive Director	20,000	20,000	20,000
	Executive Director *	- None -	- None -	- None -

Remarks: \* The Executive Director receives salary from being an employee of the Company.

- **Meeting Allowance** (Being paid to a director who attends the meeting only)

Committee	Position	Meeting Allowance (baht / person / time)		
		2025 (Proposed)	2024	2023
The Board of Directors	Chairman of the Board	20,000	20,000	20,000
	Independent Director	20,000	20,000	20,000
	Non-Executive Director	20,000	20,000	20,000
	Executive Director *	- None -	- None -	- None -

Remarks: \* The Executive Director receives salary from being an employee of the Company.

- **Annual Bonus**

The 2025 Annual Bonus will be paid from the rest of the remuneration of the Board of Directors and Audit Committee, after deducting the monthly remuneration and meeting allowances paid to the Company's directors and the Audit Committee. The Annual Bonus will be calculated in proportion to the number of attendance at the Board of Directors Meeting of each director. The Chairman of the Board will receive twice of his attendance. Independent Director, Executive Director and Non-Executive Director will receive one time of their attendance. The Chairman of the Nomination and Remuneration Committee is responsible for approving the appropriation of such Annual Bonus.

### 3) The Sub-Committees' Remuneration

It was deemed appropriate to propose the Meeting to approve the Sub-Committees' remuneration which was appointed by the Board as follows:

#### The Audit Committee

The Audit Committee's Remuneration Criteria as follows:

- **Monthly Remuneration pay to the Audit Committee.**

Committee	Position	Monthly Remuneration (baht / person / month)		
		2025 (Proposed)	2024	2023
The Audit Committee	Chairman of the Audit Committee	30,000	30,000	30,000
	Member of the Audit Committee	10,000	10,000	10,000

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- **Meeting Allowance** (Being paid to a member who attends the meeting only)

Committee	Position	Meeting Allowance (baht/person/time)		
		2025 (Proposed)	2024	2023
The Audit Committee	Chairman of the Audit Committee	20,000	20,000	20,000
	Member of the Audit Committee	20,000	20,000	20,000

- **Non-Monetary Remuneration / Other Benefits**

- None -

**Other Sub-Committees**

Other sub-committees, namely the Nomination and Remuneration Committee, the Risk Management Committee, the Corporate Governance, and Ethics Committee, and the Group Executive Committee received no remuneration.

**The Board of Directors and the Audit Committee's remuneration payment in 2024 (by individuals)**

In 2024, the Company compensated the Board of Directors and the Audit Committee in a total of Baht 6,650,000, which is equal to the amount approved by the 2024 Annual General Meeting of Shareholders. Details on remuneration for each director in 2024 are as follows:

Name	Title	Remuneration for the Board of Directors (BOD)			Remuneration for the Audit Committee (AC)		Non-monetary	Total Remuneration (BOD+AC) 2024 (Baht)
		Meeting Allowance 2024 (Baht)	Monthly Remuneration 2024 (Baht)	Director's annual gratuity 2024 (Baht)	Meeting Allowance 2024 (Baht)	Monthly Remuneration 2024 (Baht)		
1. Mr. Paiboon Damrongchaitam	Chairman	200,000	600,000	462,626	-	-	None	1,262,626
2. Dr. Naris Chaiyasoot	Chairman of the Audit Committee+ Independent Director	200,000	240,000	231,313	160,000	360,000	None	1,191,313
3. Mr. Chanitr Charnchainarong	Member of the Audit Committee+ Independent Director	200,000	240,000	231,313	160,000	120,000	None	951,313
4. Mr. Thana Thienachariya <sup>2</sup>	Member of the Audit Committee+ Independent Director	180,000	160,000	208,182	100,000	80,000	None	728,182

Name	Title	Remuneration for the Board of Directors (BOD)			Remuneration for the Audit Committee (AC)		Non-monetary	Total Remuneration (BOD+AC) 2024 (Baht)
		Meeting Allowance 2024 (Baht)	Monthly Remuneration 2024 (Baht)	Director's annual gratuity 2024 (Baht)	Meeting Allowance 2024 (Baht)	Monthly Remuneration 2024 (Baht)		
5. Mr. Sunyaluck Chaikajornwat	Member of the Audit Committee+ Independent Director	200,000	240,000	231,313	160,000	120,000	None	951,313
6. Miss Suwimon Jhungjotikapisit	Non-Executive Director	200,000	240,000	231,313	-	-	None	671,313
7. Miss Boosaba Daorueng	Director / Executive Director	-	-	231,313	-	-	None	231,313
8. Mr. Phawit Chitrakorn	Director / Executive Director	-	-	231,313	-	-	None	231,313
9. Mr. Fahmai Damrongchaitham	Director / Executive Director	-	-	208,182	-	-	None	208,182
Mr. Suvit Mapaisansin <sup>1</sup>	Member of the Audit Committee+ Independent Director	20,000	80,000	23,131	60,000	40,000	None	223,131
<b>Total Remuneration (Baht)</b>		<b>1,200,000</b>	<b>1,800,000</b>	<b>2,290,000</b>	<b>640,000</b>	<b>720,000</b>	<b>None</b>	<b>6,650,000</b>

Note: Additional Information and Changes During the Year 2024\*\*

- <sup>1</sup> Mr. Suvit Mapaisansin completed his term as a Director and a member of the Audit Committee, in accordance with the resolution of the 2024 Annual General Meeting of Shareholders. His tenure ended following the Annual General Meeting of Shareholders, effective April 29, 2024. Mr. Suvit will receive monthly compensation for a period of four months (January - April 2024).
- <sup>2</sup> Mr. Thana Thienachariya was appointed as a Director and a member of the Audit Committee in accordance with the resolution of the 2024 Annual General Meeting of Shareholders, effective April 29, 2024. Mr. Thana will receive monthly compensation for a period of eight months (May - December 2024).

**Required Resolution:**

According to Section 90 of the Public Act, a resolution under this agenda can be passed with a vote of not less than two-thirds (2/3) of the total votes of the shareholders attending the meeting.

**Agenda 7 To approve the appointment of the auditors and the determination of the audit fee for the year 2025.**

Pursuant to the Public Act, shareholders are responsible for the appointment of the Company's auditors and its annual audit fee. Under the Notice of the Capital Market Board No. Tor Chor. 75/2561 (No.14) Re: Rules, conditions, and procedures for information disclosure relating to the financial condition and operating results of issuing companies on "Auditor Rotation" whose key points can be summarized as follows: "Listed companies must ensure the rotation of its auditor. In case the auditor has

reviewed and/or audited and commented on the financial statements of the Company for seven consecutive accounting periods, whether consecutive or not, the company will be able to appoint the above auditor at least after the end of the next five accounting periods.”

For the 2025 Annual General Meeting of Shareholders, after due consideration by the Board, with a consent from the Audit Committee, it was deemed appropriate to re-elect **EY Office Limited (“EY”)**, the Company’s auditor since 1995 (30 years) and is certified by the Office of Securities and Exchange Commission, as the auditor of the Company for the fiscal year ending December 31, 2025. That was because of their excellent working standard, independence and satisfied performance during the past years. The Meeting was proposed to appoint any one of the individuals below to be responsible for reviewing, audit, and provide an opinion on the financial statements of the Company:

**The Company’s Auditors:**

1. Mrs. Ponnard Paocharoen (certified in the Company’s financial statements in 2024 (1 year))	C.P.A. Registration No. 5238, or
2. Ms. Kosum Cha-em (never certify in the Company’s financial statements)	C.P.A. Registration No. 6011, or
3. Ms. Vilailak Laohasrisakul (never certify in the Company’s financial statements)	C.P.A. Registration No. 6140

In the event that the aforementioned auditors are unable to perform their duties, EY will replace the person with another auditor from its firm to conduct the audit works and give an opinion on the financial statements of the Company. The auditors who certify the financial statements have no relationship in any circumstances and have neither conflict of interest with the Company and its subsidiaries nor the management, major shareholders or any related persons of the aforementioned. Profiles and related information of the nominated auditors as the auditors of the Company for the year 2025 are delivered to the Company’s shareholders together with this invitation to the 2025 Annual General Meeting of Shareholders according to Enclosure 4.1-4.3.

In addition, EY’s auditor who is the auditor of the subsidiary under the same auditing firm are as follows:

**The Company’s subsidiaries’ Auditors:**

1. Mrs. Ponnard Paocharoen (certified in the Company’s financial statements in 2024 (1 year))	C.P.A. Registration No. 5238, or
2. Ms. Kosum Cha-em (never certify in the Company’s financial statements)	C.P.A. Registration No. 6011, or

3.Ms.Vilailak Laohasrisakul (never certify in the Company's financial statements)	C.P.A. Registration No. 6140
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In this regard, the company has subsidiaries, both using the same auditor as the Company and using other auditors. The Board of Directors will supervise that the financial statements can be prepared in a timely manner according to the law.

**The Audit Fee**

The Board with the consent from the Audit Committee considered and deemed it appropriate to propose to the Meeting to approve audit fees for the year 2025 of GMM Grammy Plc. At the amount of Baht 2,490,000 and no other service fees (Non-audit services fee) , which is Baht 210,000 more than the previous year, representing approximately 9.2%, (This amount excludes additional audit fees which may incur from future business restructuring the merger or expansion / change of the company's business in the future or the effect of special audit (Change policy / accounting standards)) The Audit Committee and the Board opined that the amount was appropriate and competitive to those of other audit firms proposed to the Company.

In the previous year 2024, the Company will receive tax advisory services in the amount of Baht 200,000.

The audit fee of the Company could be summarized as follows:

(Unit: Baht)

Company	2025 Audit fee and Non-audit services fee (Proposed)	Change	Change %	2024 Audit fee and Non-audit services fee
GMM Grammy Plc.	2,490,000	210,000	9.2%	2,280,000
Non-audit service fee	ไม่มี	(200,000)	(100%)	200,000

- In 2024, the Company utilized other services from EY totaling Baht 4,386,065, divided into consulting services related to the sale of GMM Music shares to strategic investors for Baht 4,076,000, and accounting and tax advisory services totaling Baht 310,065.
- In 2025, the Company extended the service period for tax advisory services for Non-assurance services (NAS) from the original contract end date of March 14, 2025, by another year, to end on March 14, 2026, due to remaining service hours of 20 hours. This contract extension did not incur any additional costs.
- The 2025 audit fees proposed above do not include potential increases in audit fees for the Company due to mergers and acquisitions or the expansion/change of the Group's business in the future, or impacts from special audits (changes in accounting policies/standards).
- For other subsidiaries that do not use the same auditor as the Company, the Board of Directors will ensure that financial statements can be prepared within the stipulated time frame.

**Required Resolution:**

According to the Company's Articles of Association, a resolution under this agenda can be passed with a simple majority vote of the shareholders who attend the meeting and cast the vote.

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**Agenda 8    Other matters (If any)**

The Board deemed it appropriate to include this agenda to be in accordance with Section 105 of the Public Act stating that shareholders holding not less than one-third of the total number of shares sold, may request the meeting to consider any matter other than those specified in the meeting notice, and also for shareholders to ask any questions or provide any opinions (if any) and/or so that the Board shall answer or give an explanation to shareholders. Also, in case there were shareholders sent their inquiries or comments in advance.

However, according to the Principles of Corporate Governance of Listed Company issued by Thai Institute of Directors (IOD) and AGM Checklist of Thai Investors Association, it is not recommended to add any other agendas that are not specified in the invitation letter to the Meeting for approval or vote casting.

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**Additional Facts on the Meeting Agenda**

In order to comply with the Company's Good Corporate Governance Policy, the Company has invited all shareholders to propose agenda for the 2025 Annual General Meeting of Shareholders via the Company's website at [www.gmmgrammy.com](http://www.gmmgrammy.com) from September 4, 2024 to December 4, 2024. However, there was no shareholder propose any agenda to the Company. The Board, therefore, deemed it appropriate to set the agendas for the 2025 Annual General Meeting of Shareholders as appears in this Invitation Letter.