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The Minutes of the Annual General Meeting of Shareholders Year 2024 via Electronic Meeting

AIRA Factoring Public Company Limited

Wednesday 24 April 2024

At the conference room, 20th floor

Chamchuri Square Building, Phayathai Road, Pathumwan Subdistrict, Bangkok

The 2024 Annual General Meeting of Shareholders was held on April 24, 2024 via electronic media in accordance with the Emergency Decree on Meetings via Electronic Media B.E. 2020 and other related laws and regulations.

AIRA Factoring Public Company Limited (the "Company") has set the date for determining the names of shareholders who have the right to attend the 2024 Annual General Meeting of Shareholders (Record Date) on Wednesday 6 March 2024

The company has registered capital of 400,000,000 baht, consisting of 400,000,000 baht of common shares. 1,600,000,000 shares. The par value is 0.25 baht per share. The paid-up registered capital is 400,000,000 baht.

There are 10 company directors, all 10 of whom attended the meeting, representing 100 percent of the total number of directors, as follows:

Directors who attended the meeting in person :

1. Mr. Sorasit Soontornkes Chairman of the Board / Independent Director
2. Mrs. Yajai Pattanasukwasun Director / Independent Director
Chairman of Audit Committee
Member of the Nomination and Remuneration Committee
3. Mr. Poonsak Thiapaira Director / Independent Director
Chairman of the Nomination and Remuneration Committee
Member of Audit Committee
4. Mr. Akrawit Sooksai Director / Chief Executive Officer
Member of Executive Committee / Member of Credit Committee

Directors who attended the meeting via electronic meeting :

1. Mr. Kunakorn Makchaidee Director / Independent Director Independent Director
Member of Audit Committee
2. Mrs. Ladavan Tanatanit Director / Member of Executive Committee
3. Mr. Visit Wongruamlap Director / Member of Credit Committee
4. Mrs. Nalinee Ngamsetthamas Director / Member of Executive Committee
Member of the Nomination and Remuneration Committee
5. Admiral Navapol Damrongpong Director / Independent Director

-Translation -

6. Mrs. Pornpilai Burasai Director

Management who attended the meeting via electronic meeting :

1. Mr. Pongsakorn Sangvijit Managing Director
2. Mr. Pattawut Veerapradit Executive Vice President, Finance & Administration Division
3. Mr. Pipob Jirawongsakorn Executive Vice President, Operation Division
4. Mr. Sirisak Borisuitsawat Executive Vice President, Risk Management and Debt Recovery Division
5. Mr. Wandej Lertpricha Executive Vice President, Information Technology Division

List of auditors from EY Office Company Limited attending the meeting via electronic media :

1. Mrs. Poonnard Paocharoen

List of legal advisors from TPC Law Office attending the meeting in person :

1. Mr. Jom Chanthama

Before entering the meeting agenda:

Ms. Pornsiri Kusonphuchong, Company Secretary (MC) introduced the directors and related persons attending the meeting and asked attendees to listen to instructions on voting methods, Counting voting results Including asking questions or expressing opinions at meetings.

The main points can be summarized as follows.

1. Voting

Every shareholder has the right to vote equal to the number of shares, counting 1 share as 1 vote. Shareholders can vote on each agenda whether to agree, disagree, or abstain from voting either way only. The number of shares cannot be separated to vote separately. Voting for each agenda item will be conducted through the DAP system.

In the case that shareholders have a special interest in any matter, they will not be able to vote on that matter other than voting to elect directors.

In the case of a proxy, the proxy must vote in the same way. In the case of a proxy who is assigned using a proxy form B, the company will record the vote according to the proxy form in the system in advance.

When there is a proposal for the meeting to consider voting, the company will open the voting system for 1 minute. Shareholders can vote to disagree or abstain from voting in the box marked "disagree" or "abstain" and then press "confirm". In the event that the shareholder or proxy does not vote in the system, it will be considered that the shareholder or proxy voted "Agree". However, shareholders or proxies can edit their votes until the voting system is turned off for that agenda.

-Translation -

In the event that a shareholder or proxy leaves the meeting before the system closes voting, your vote will not be counted as a quorum and will not be included in the vote count for that agenda. However, shareholders or proxies can return to the system and vote until the system closes voting.

If any agenda has the same number of votes, the meeting chairman will cast one more vote to be the deciding vote.

2. Vote counting

Any vote at a shareholder meeting must be approved by a majority vote of the shareholders who attend the meeting and have the right to vote, except

- Agenda 1: Acknowledge the Company's operating results for the year 2023. : This is an agenda for acknowledgment, so there will be no voting.
- Agenda 6 to consider and approve the determination of directors' remuneration for the year 2024 : This agenda must be approved by a vote of not less than two-thirds (2/3) of the total number of votes of shareholders attending the meeting.
- Agenda 8 Other matters : There will not be any voting on the agenda, but shareholders can ask questions or offer useful opinions to the Board of Directors and management for their acknowledgment and consideration.

Counting the votes for approval in each agenda: The company will deduct the votes for disagreement and abstention from the total number of votes of shareholders who attended the meeting and had the right to vote.

For shareholders who appoint directors of the company as proxies to attend the meeting and vote on their behalf. The Company has recorded the total votes according to the wishes of the said shareholders.

The company will announce the voting results to the meeting. After the system is closed for voting and processing of vote counting for each agenda is completed.

3. Asking questions or expressing opinions at meetings

Before voting on each agenda, the company will give shareholders or proxies an opportunity to ask questions or express opinions by pressing the "Send Questions" symbol in the DAP Meeting system.

The system will allow submission of questions from the beginning of each agenda. After reporting in each agenda, the system will be closed. Shareholders have approximately 3 minutes to submit questions on each agenda item.

In the case that a shareholder would like to ask a question by open mic, type the request and press the "Send question" button, the company will proceed with the open mic.

-Translation -

However, if any questions are not related to the agenda being presented, the company will request permission to answer questions during the question-answer period on other agenda items.

For questions that are not answered during the meeting, the company will consider answering them and will appear in the meeting minutes and will disclose the meeting minutes on the company website.

The 2024 Annual General Meeting of Shareholders is a meeting organized by meeting and voting via electronic media using the DAP Meeting system, with Digital Access Platform Company Limited (DAP) being the meeting system provider and System operator

In addition, the company has assigned TPC Law Office, Mr. Jom Chanthamma, a legal advisor, to take care of ensuring that this shareholder meeting is transparent, in accordance with the law and the company's regulations, as well as checking its accuracy. of Proxy, quorum counting and counting of votes for this meeting

After that, the MC informed the number of shareholders and proxies attending the meeting and the number of shareholders' votes. Details are as follows:

- Shareholders attending the meeting in person, 1 person, number of shares 200 shares, equivalent to 0.0000 percent.
- Meeting attendees by proxy, 30 persons, number of shares 1,495,860,139 shares, accounting for 93.4913 percent.

Shareholders who attended in person and gave proxies to attend the meeting totaled 31 persons, number of shares 1,495,860,339 shares, representing 93.4913 percent of the total number of shares sold in the company.

MC invites Mr. Sorasit Soontornkes, Chairman of the Board of Directors, to open the meeting.

The Chairman informed that there were shareholders and proxies attending the meeting, details as informed by the Company Secretary, considered to constitute a quorum according to the Company's regulations, and requested to open the 2024 Annual General Meeting of Shareholders.

The Chairman informed that there were shareholders and proxies attending the meeting, details as informed by the Company Secretary, considered to constitute a quorum according to the Company's regulations, and requested to open the 2024 Annual General Meeting of Shareholders.

Before starting the meeting, the Chairman informed the meeting that The Company has sent a copy of the minutes of the 2023 Annual General Meeting of Shareholders, held on April 24, 2023, to shareholders for consideration since April 28, 2023, and no shareholders objected or requested amendments to the minutes. as mentioned within the specified period. Therefore, it is considered that the minutes of the 2023 Annual General Meeting of Shareholders have been certified by shareholders.

-Translation -

In addition, the company has published the minutes of the said meeting on the company's website. Therefore, there is no further agenda to consider approving the said meeting minutes.

In addition, as the company has given shareholders an opportunity to propose agenda items for the 2024 Annual General Shareholders' Meeting in advance from 1 October to 31 December 2023, the announcement will be made through the channels of the Stock Exchange of Thailand. ("The Stock Exchange") and the company's website. However, there were no shareholders proposing agendas for the 2024 Annual General Meeting of Shareholders during that period.

The Chairman therefore asked the meeting to consider the agenda as stated in the invitation to the 2024 Annual General Meeting of Shareholders as follows:

- Agenda 1 Acknowledgment of the Company's operating results for the year 2023
- Agenda 2 To consider and approve the balance sheet and profit and loss account and the auditor's report ended December 31, 2023
- Agenda 3 To consider and approve the allocation of net profit for the year 2023 as legal reserve
- Agenda 4 To consider and approve the omission of dividend payment for the year 2023
- Agenda 5 To consider and approve the election of directors to replace those who are due to retire by rotation
- Agenda 6 To consider and approve the directors' remuneration for the year 2024
- Agenda 7 To consider and approve the appointment of the auditor and auditing schedule for the year 2024
- Agenda 8 Other matters (if any)

The Chairman assigned Mr. Akrawit Sooksai, Chief Executive Officer, to present information and conduct the meeting in Agenda 1. For For Agenda 5 and Agenda 6, Mr. Poonsak Thiapairat, Chairman of the Nomination and Remuneration Committee, was assigned.

The Chairman assigned committee members to conduct the meeting and present information to the meeting on various agendas as follows:

- Agenda 1 assigned to Mr. Akrawit Sooksai, Chief Executive Officer
- Agenda 2 and Agenda 7 assigned to Mrs. Yajai Pattanasukwasun (Chairman of the Audit Committee)
- Agenda 5 and Agenda 6 assigned to Mr. Poonsak Thiapairat, Chairman of the Nomination and Remuneration Committee

The chairman then proceeded to the meeting according to the agenda as follows:

-Translation -

Agenda 1 Acknowledgment of the Company's operating results for the year 2023

In order to comply with the Public Company Limited Act B.E. 2535 (including any amendments) and the Company's Articles of Association, The Board of Directors must report the Company's operating results for the past year to shareholders at the Annual General Meeting of Shareholders every year.

The Company has summarized the past operating results and significant changes that occurred in the year 2023 as shown in Form 56-1 One report for the year 2023 (details as per Attachment No. 2). The shareholders can download the meeting documents from the Company's website under the topic of investor relations.

The Board of Directors deems it appropriate to let the shareholders' meeting acknowledge the operating results for the year 2023.

On this agenda, the chairman of the meeting assigned Mr. Akrawit Sooksai Chief Executive Officer to act.

Mr. Akrawit Sooksai, Chief Executive Officer is the person who reports a summary of the operating results to the shareholders' meeting as follows:

The factoring volume for 2023 is equal to 18,632 million baht, increased by 4% comparing with the previous year, as a result, the company's income increased by 241.17 million baht (an increase of 6% from the previous year). The main proportion of increased income came from interest and fee income.

The expense to income ratio for 2023 increased by 13%, resulting from 2 main factors:

- Over the past year, interest rates in the financial market have continually increased, causing the company's financial costs to increase.
- The provision for doubtful debts has increased, which is in line with the company's policy. The company considers setting aside provisions for expected credit losses (Expected credit losses: ECL) only for industries that are at risk, which only has a low proportion compared to other industries

However, the company may consider setting up additional reserves to be consistent with the economic situation that may affect customers and the company in the future, taking into account the financial strength that must be maintained appropriately together.

From the proportion of such increased expenses, the company has a net profit for 2023 equal to 6.82 million baht.

-Translation -

Business plan in 2024

The business goal for 2023 is to have revenue grow by 12%. The company will continue to expand the customer base from the government digital wallet project, use digital to analyze more customers' financial needs, and develop the system. Management (E factoring) to connect the systems of business partners and alliances, do digital marketing to expand the customer base to SMEs, do Supply-Chain Financing to increase the ability to provide financial services, which makes customers and The company saves on operating expenses and uses an online factoring system to send documents and approve documents for purchasing. In addition, the company has also coordinated with other factoring entrepreneurs through the Thai Factoring Business Entrepreneurs Association to meet with government and private agencies to develop and strengthen businesses in the EEC and other areas so that their businesses company grows

The Company continually places importance on combating corruption. In the past, the company has joined the Thai private sector as a united front in fighting corruption and fraud. In 2023, the company has completed the process of renewing its certification from CAC on September 30, 2023. The company believes that it will strengthen the company to have sustainable operations in the long term, so it has adopted policies and guidelines regarding anti-corruption and corruption as part of the policy and guidelines formulation. Company practices

The meeting was then given an opportunity to ask questions and offer opinions. It appears that there were no attendees to ask questions or make comments.

This agenda is for acknowledgment therefore no vote. It is deemed to acknowledge the Company's performance report in the year 2023 as proposed.

Meeting's resolution: The meeting acknowledged the Company's operating results for the year 2023.

Agenda 2 To consider and approve the balance sheet and profit and loss account and the auditor's report ended December 31, 2023

On this agenda, the chairman of the meeting assigned Mrs. Yajai Pattanasukwasun (Chairman of the Audit Committee) to act.

The Chairman of the Audit Committee reported that in order to comply with the Public Limited Companies Act B.E. 2535 (including any amendments) and the Company's Articles of Association, the board of directors must prepare the financial statements at the end of the accounting year and present them to the shareholders' meeting for approval. The board must arrange for an auditor to complete the audit of the financial statements before presenting them to the shareholders' meeting.

-Translation -

The Board of Directors Meeting No. 1/2024 has considered and resolved to approve the balance sheet and profit and loss account for the year 2023, which have been audited by the auditor and considered by the Audit Committee, and then proposed to the shareholders. Approve.

The summary of important matters of the financial statements are as follows:

(Unit: Baht)

Items	Year 2023	Year 2022	Changes	
			increase (decrease)	percentage
Total assets	2,504,460,407	2,384,298,248	120,162,159	5%
Total liabilities	1,972,018,123	1,858,674,459	113,343,664	6%
Equity	532,442,284	525,623,789	6,818,495	1%
Total income	241,148,892	226,489,380	14,659,512	6%
Profit for the year	6,818,495	45,260,716	(38,442,221)	(85%)
Comprehensive income	6,818,495	46,068,330	(39,249,835)	(85%)
Earnings per share (Baht/Share)	0.0043	0.0283	(0.0240)	(85%)

In this regard, shareholders can see more details in the report 56-1 One Report under the topic of financial statements that the Company has sent to the shareholders together with the invitation to this general meeting of shareholders or can be downloaded from the company's website.

The Audit Committee and the Board of Directors have considered and considered that it is correct and complete according to generally accepted accounting principles and agreed that it should be submitted to the shareholders' meeting for approval of the balance sheet and profit and loss account. and the auditor's report ending on December 31, 2023, which has been audited by a certified public accountant.

The meeting was then given an opportunity to ask questions and offer opinions. It appears that there were no attendees to ask questions or make comments.

In this agenda, a resolution must be passed by a majority vote of the shareholders who attend the meeting and have the right to vote.

Meeting's resolution: The meeting considered voted unanimously approve annual financial statements Ending on December 31, 2023 as proposed by the Board of Directors with the following votes

-Translation -

	<u>No. of Votes</u>	<u>Percentage</u>
Approved	1,495,860,339	100.00
Disapproved	0	0.00
Abstained	0	0.00
Voided Ballot	0	0.00

Agenda 3: To consider and approve the allocation of net profit for the year 2023 as legal reserve

The Chairman reported that in order to comply with the Public Limited Companies Act B.E. 2535 (including those amended) and the Company's Articles of Association requiring a portion of the annual net profit to be allocated as a reserve of not less than 5% of the annual net profit less the accumulated loss brought forward (if any) until this reserve is not less than 10% of the registered capital, which must be presented to the general meeting of shareholders for approval.

Due to the Company's operating results for the fiscal year 2023 ending on December 31, 2023, the Company had a net profit of 6.82 million baht. The company allocated net profits as legal reserves in a total amount of 0.4 million baht.

Therefore, the Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders for the year 2024 to consider and approve the allocation of net profits as legal reserves.

The meeting was then given an opportunity to ask questions and offer opinions. It appears that there were no attendees to ask questions or make comments.

Therefore, it was proposed to the meeting to approve the allocation of profits as legal reserves as proposed by the Board.

In this agenda, a resolution must be passed by a majority vote of the shareholders who attend the meeting and have the right to vote.

Meeting's resolution: The meeting considered and unanimously passed a resolution approving the allocation of profits as legal reserves amounting to 0.4 million baht as proposed by the Board of Directors with the following votes.

-Translation -

	<u>No. of Votes</u>	<u>Percentage</u>
Approved	1,495,860,339	100.00
Disapproved	0	0.00
Abstained	0	0.00
Voided Ballot	0	0.00

Agenda 4 To approve the omission of dividend payment for the year 2023

The Chairman reported that in order to comply with the Public Limited Companies Act B.E. 2535 (including those amended) and the Company's Articles of Association, The Board of Directors considers the appropriateness of paying or omission from paying dividends from the operating results by having to present it to the general meeting of shareholders for approval.

The Company has a policy to pay dividends at the rate of not less than 50 percent of net profit after deducting various reserves. The dividend payment depends on cash flow, investment plans, as well as other necessities and appropriateness in the future of the Company. The dividend payment amount must not exceed retained earnings and has no significant impact on the normal operations of the Company.

Due to the Company's operating results for the fiscal year 2023 ending on December 31, 2023, the Company has a net profit of 6.82 million baht. Therefore, it is considered appropriate to approve the omission of dividend payment for the year 2023 in order to maintain working capital for use in the business.

The meeting was then given an opportunity to ask questions and offer opinions. It appears that there were no attendees to ask questions or make comments.

In this agenda, a resolution must be passed by a majority vote of the shareholders who attend the meeting and have the right to vote.

Resolution of the meeting: The meeting considered and resolved with unanimous vote approve the omission of dividend payment of the year 2023 as proposed by the Board with the following votes

	<u>No. of Votes</u>	<u>Percentage</u>
Approved	1,495,860,339	100.00
Disapproved	0	0.00
Abstained	0	0.00
Voided Ballot	0	0.00

-Translation -

Agenda 5 To consider and approve the election of directors to replace those who are due to retire by rotation

Since the chairman of the meeting was a director whose term of office had expired, Mr. Poonsak Thiapaira, Chairman of the Nomination and Remuneration Committee, was assigned to conduct the meeting instead.

Mr. Poonsak Thiapaira, Chairman of the Nomination and Remuneration Committee, informed directors with interests to temporarily leave the meeting room to allow shareholders the opportunity to conveniently ask for information.

The Chairman of the Nomination and Remuneration Committee reported that in order to comply with the Public Limited Companies Act B.E. 2535 (including amendments) and the Company's regulations, which stipulates that at every annual general meeting of shareholders, directors One-third (1/3) of the total number of directors will retire from their positions. Directors who retire by rotation may be re-elected to hold office for another term.

In 2024, there are 3 directors who will retire by rotation, consisting of:

List of Director Names	Position
1. Mr. Sorasit Soontornkes	Chairman of the Board of Directors / Independent Director
2. Mrs. Ladavan Tanatanit	Director / Member of Executive Committee / Authorized director
3. Mr. Visit Vongruamlarp	Director / Member of Credit Committee

According to the company provided the opportunity for shareholders to propose a list of suitable persons to be selected as the Company's directors for the Board of Directors to consider in advance from October 1, 2023 to December 31, 2023. It appears that no shareholder nominated a person become a director

Board of Directors excluding interested directors have considered screening carefully with caution has approved the recommendation of the Nomination and Remuneration Committee which has been carefully considered according to the process set by the Company, taking into account the suitability and benefits that the Company will receive and the composition of the Board of Directors according to the Board Skill Matrix.

The Board of Directors is of the opinion that all 3 directors who are due to retire by rotation are fully qualified in accordance with relevant laws, without any prohibited characteristics under the Public Limited Company Act B.E. 2535 and the relevant notifications of the Capital Market Supervisory Board.

All 3 directors are knowledgeable, capable, and experienced in businesses related to the Company's operations, which are suitable for the Company's business operations and helpful in determining the Company's direction, strategies and operational plans as well as the results of the performance of duties of directors while holding office with responsibility, they have always performed their duties with caution and honesty.

-Translation -

There is 1 director who is an independent director and holds the position of Chairman of the Board of Directors.

The Board of Directors has considered that he is able to give opinions and perform his duties as an independent director and Chairman of the Board of Directors very well, in line with his role and responsibilities as Chairman of the Board of Directors. The said director has all the qualifications to be an independent director in accordance with the Company's independent director qualifications and the Capital Market Supervisory Board's requirements.

The Board of Directors' meeting agreed that it should be presented to the 2024 Annual General Meeting of Shareholders for consideration of election as a director for another term.

The Chairman gave the meeting an opportunity to ask questions and make comments. It appears that there were no attendees to ask questions or make comments.

Therefore; proposed the meeting to consider re-electing the aforementioned director to be the Company's director for another term.

Voting in this agenda will be considered for approval on an individual basis and must be approved by a majority vote of the total number of votes of the shareholders who attend the meeting and cast their votes.

Meeting's resolution : The meeting considered and resolved to approve the re-election of all 3 directors who retired by rotation to be directors of the Company for another term as proposed by the Board of Directors with the following votes:

1. Mr. Sorasit Soontornkes	Chairman of the Board of Directors / Independent Director															
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Voided Ballot	0	0.00														

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3 Mr. Visit Vongruamlarp

Director / Member of Credit Committee

	<u>No. of Votes</u>	<u>Percentage</u>
Approved	1,495,860,339	100.00
Disapproved	0	0.00
Abstained	0	0.00
Voided Ballot	0	0.00

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

The chairman of the meeting assigned Mr. Poonsak Thiapaira (Chairman of the Nomination and Remuneration Committee) to act in this agenda.

Chairman of the Nomination and Remuneration Committee reported that in order to comply with the Public Limited Companies Act B.E. 2535 (including any amendments) and the Company's Articles of Association stipulated that the Company's directors have the right to receive directors' remuneration according to the shareholders' meeting to consider and vote

The remuneration of the Company's directors is only monetary remuneration consisting of meeting allowances and gratuities without any other benefits.

The Board of Directors has proposed to review the remuneration of the Company's directors as the Nomination and Remuneration Committee has considered and proposed which is in accordance with the criteria for determining good directors' remuneration by taking into account the appropriateness in accordance with the Company's performance, the duties responsibilities and performance of each director. It also compares reference data from industry groups of the same size and income level, taking into account other factors such as business outlook inflation and remuneration for directors that reflects the value of knowledge and competence of directors that are sufficient and motivates to retain quality directors with the Company.

Details of meeting allowances for directors proposed to the Annual General Meeting of Shareholders for approval are as follows:

-Translation -

1. Meeting allowance : remaining the same as last year.

Details of the proposed meeting allowance are as follows:

The Board of Directors

- Chairman of the Board of Directors	27,000	The remuneration of Executive Director
- Member of the Board of Directors	17,000	shall be reduced by half.

The Audit Committee

- Chairman of the Audit Committee	25,000	-
- Member of the Audit Committee	17,000	

Nomination and Remuneration Committee

- Chairman of the Nomination and Remuneration Committee	20,000	The remuneration of Executive Director shall be reduced by half.
- Member of the Nomination and Remuneration Committee	17,000	

The Executive Committee

- Chairman of the Executive Committee	15,000	Executive Director shall be not received remuneration.
- Member of the Executive Committee	10,000	

The Credit Committee

- Chairman of the Credit Committee	15,000	Executive Director shall be not received remuneration.
- Member of the Credit Committee	10,000	

Note: There are no other benefits.

2. Director's bonus : omission because the 2023 operating results do not meet the target. The committee therefore waives the right not to receive directors' remuneration.

The Chairman gave the meeting an opportunity to ask questions and make comments. It appears that there were no attendees to ask questions or make comments.

Therefore, it was proposed to the meeting to approve the remuneration of directors and sub-committees for the year 2024 and to pay the directors' bonuses as proposed by the board of directors. Therefore proposed that the meeting vote.

In this agenda, a resolution must be passed by a vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting.

-Translation -

Meeting's resolution : The meeting considered and the resolution was passed by more than two-thirds of the total votes of the shareholders attending the meeting. Approve the remuneration of directors and sub-committees for the year 2024 and pay the directors' bonuses as proposed by the board of directors. with the following votes.

	<u>No. of Votes</u>	<u>Percentage</u>
Approved	1,495,860,339	100.00
Disapproved	0	0.00
Abstained	0	0.00
Voided Ballot	0	0.00

Agenda 7 To consider and approve the appointment of the auditor and determine the audit fee for the year 2024

The chairman of the meeting assigned Mrs. Yajai Pattanasukwasun (Chairman of Audit Committee) to act in this agenda.

The Chairman of the Audit Committee reported that in order to comply with the Public Limited Companies Act B.E. 2535 (including those amended) and the Company's Articles of Association which requires that the general meeting of shareholders consider appointing the auditor and fixing the audit fee of the company every year. In appointing the auditor, the same auditor may be appointed for no more than 7 consecutive fiscal years.

The Company's Board of Directors approves the Audit Committee's proposal to nominate EY Office Company Limited as the Company's auditor, which is the year 2024 (this is the 4th year in which the Company has selected EY Office Company Limited as the auditor).

The list of auditors for 2024 is as follows:

- Mrs. Poonart Phaocharoen, CPA No. 5238 and / or
- Ms. Sumana Phanpongsanon Certified Public Accountant No. 5872 and / or
- Ms. Orawan Techawatanasirikul Certified Public Accountant No. 4807 and / or
- Miss Kerdsiri Kanchana Prakanit Certified Public Accountant No. 6014

In the event that the said certified public accountant is unable to perform his duties, EY Office Company Limited may hire another certified public accountant to act as the company's auditor for the year 2024 instead.

-Translation -

The Audit Committee has considered

- 1 . Qualifications: It was found that the said auditor is able to perform his duties independently, having no relationship or interest with the company / executives / major shareholders. or those related to such persons in any way
- 2 . Knowledge, ability, experience. It was found that the auditor has knowledge and knowledge in auditing according to international standards, has experience and expertise in auditing factoring businesses. Performance throughout the past 3 years since 2021, the said auditor Has performed his job well, has satisfactory results.

Therefore, it is considered appropriate to nominate the said certified public accountant of EY Office Company Limited to be the company's auditor for the year 2024.

For the auditor's remuneration for 2024, the Audit Committee has considered and agreed that it should be set not to exceed 1,320,000 baht (one million three hundred and twenty thousand baht only), which is an increase from last year of 9.09% or an amount equal to. 110,000 baht (one hundred and ten thousand baht) which corresponds to an increase in the volume of more complex transactions, increased product diversity and technology-enabled business operations.

The proposed audit fee It is the cost of auditing services (Audit Service) of the company only. (The company has no subsidiaries) and does not include miscellaneous expenses (Out of Pocket Expense).

The Board of Directors agreed with the Audit Committee's proposal. Therefore, it is considered appropriate to nominate the said certified public accountant of EY Office Company Limited to be the company's auditor for the year 2024 and set the auditor's remuneration for the year 2024 not to exceed 1,320,000 baht.

The Chairman gave the meeting an opportunity to ask questions and make comments. It appears that there were no attendees to ask questions or make comments.

Therefore, proposed to the meeting to vote to approve the appointment of the auditor and determine the auditor's remuneration for the year 2024 as proposed by the Board.

It was a resolution with a majority vote of the shareholders who attended the meeting and had the right to vote.

Meeting's resolution : The meeting considered and resolved with unanimous votes. Approved the appointment of an auditor from EY Office Limited and fixed the audit fee for the year 2024 in the amount not exceeding 1,320,000 baht as proposed by the Board of Directors. with the following votes:

-Translation -

	<u>No. of Votes</u>	<u>Percentage</u>
Approved	1,495,860,339	100.00
Disapproved	0	0.00
Abstained	0	0.00
Voided Ballot	0	0.00

Agenda 8 Other matters (if any)

-None-

The MC informed the shareholders that the Company had conducted the meeting in accordance with the agenda as specified in the notice of the meeting. After that, shareholders were given an opportunity to ask more information or express their opinions via the DAP e-Shareholder Meeting question system.

There was a suggestion from Mr. Channarong Phromsakha Na Sakon Nakhon, who was a proxy from the Thai Investors Association, suggesting that the company organize the Annual General Meeting of Shareholders in a Hybrid format in order to meet, communicate and ask questions between shareholders, executives and directors of the company conveniently which corresponds to Circular letter of the Securities and Exchange Commission (SEC) No. SEC Nor. (W) 2/2024 Re: Requesting cooperation regarding holding a general meeting of shareholders dated 10 January 2024

The Board of Directors is aware of this and will take it into consideration further.

Before closing the meeting, the chairman has informed the shareholders that the minutes of the 2024 Annual General Meeting of Shareholders will be disclosed via the Company's website within 14 days from the date of the meeting.

If the shareholders wish to express their opinions or make additional amendments Able to contact the Company Secretary Department within 1 month after the meeting minutes are published. The Company records the meeting in the form of video media which will be published on the Company's website.

Then the chairman thanked the shareholders for taking the time to attend the meeting and said the closing of the 2024 Annual General Meeting of Shareholders



AIRA Factoring Public Company Limited
บริษัท ไอรา แฟคตอริ่ง จำกัด (มหาชน)
เลขที่ใบรับ 0107547000141

188, Spring Tower Building, Floor 12A, Unit 6-10, Phayathai Road, Thung Phayathai Subdistrict,
Ratchathewi District, Bangkok Postal Code 10400 Tel. 0-2657-6222 Fax: 0-2657-6244, 0-2657-6245
188 อาคารสปริง ทาวเวอร์ ชั้น 12A ยูนิตที่ 6-10 ถนนพญาไท แขวงทุ่งพญาไท เขตราชเทวี กรุงเทพฯ 10400
๒657-6245

-Translation -

The Meeting closed at 11.06 hrs.

(Mr. Akrawit Sooksai)

Director / Chief Executive Officer

(Ms. Pornsiri Kusolputchong)

Minutes Recorder