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Minutes of the 2025 Annual General Meeting of Shareholders

AIRA Factoring Public Company Limited

Date, Time and Venue of the Meeting

The 2025 Annual General Meeting of Shareholders of AIRA Factoring Public Company Limited was held on Monday, April 21, 2025, via electronic media (E-AGM) in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other relevant laws and regulations. The meeting was broadcast live from the Conference Room, 20th Floor, Chamchuri Square Building, Phayathai Road, Pathumwan Subdistrict, Pathumwan District, Bangkok.

List of Meeting Attendees

1. Company Directors Attending the Meeting

(All 10 directors were present, representing 100% of the total number of directors.)

• **Directors attending the meeting in person:**

1. Mr. Sorasit Soontornkes — Chairman of the Board / Independent Director
2. Mrs. Yajai Pattanasukwasun — Director / Independent Director / Chairman of the 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 the Audit Committee
4. Mr. Akrawit Sooksai — Director / Member of the Executive Committee / Member of the Credit Committee / Chief Executive Officer

• **Directors attending the meeting via electronic media:**

1. Mr. Kunakorn Makchaidee — Director / Independent Director / Member of the Audit Committee
2. Mrs. Ladavan Tanatanit — Director / Member of the Executive Committee
3. Mr. Visit Wongruamlap — Director / Member of the Credit Committee
4. Mrs. Naline Ngamsetthamas — Director / Member of the Executive Committee / Member of the Nomination and Remuneration Committee

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5. Admiral Navapol Damrongpong — Director / Independent Director

6. Mrs. Pornpilai Burasai — Director

2. Executives Attending the Meeting via Electronic Media:

1. Mr. Pongsakorn Sangvijit — Managing Director

2. Mr. Pattawut Veerapradit — Executive Vice President, Finance and Administration Division

3. Mr. Pipob Jirawongsakorn — Executive Vice President, Operations and Information Division

4. Mr. Sirisak Borisuitsawat — Executive Vice President, Risk Management and Debt Recovery Division

5. Mr. Sirivat Nuntagowit — Executive Vice President, Information Technology Division

3. Auditors and Vote-Counting Inspector:

1. Mrs. Poonnard Paocharoen — Auditor, EY Office Company Limited

2. Miss Chananchida Yingyong — Auditor, EY Office Company Limited

3. Mr. Jom Chanthama — Legal Advisor, TPC Law Office (Vote-Counting Inspector)

4. Public Observer:

1. Mr. Norathep Plainaow — Representative from the Thai Investors Association

Before Commencing the Meeting Agenda

Ms. Pornsiri Kusolputchong, Company Secretary, who was assigned to act as the moderator of this meeting, informed the meeting that the Company had conducted this Annual General Meeting of Shareholders via electronic media (E-AGM) in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other related laws and regulations. The meeting was conducted through the IR PLUS AGM system, which is certified for information security standards by the Ministry of Digital Economy and Society and verified by the Electronic Transactions Development Agency (ETDA) in accordance with ISO/IEC 27001 standards.

The Company informed the meeting that the IR PLUS AGM system was utilized to facilitate the meeting, supporting online registration and identity verification of participants, as well as electronic vote counting, in order to enhance accuracy, transparency, and auditability in the shareholders' meeting.

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Regarding personal data protection, the Company informed that the meeting may involve recording of images, audio, and personal data such as names and surnames of participants, for the purposes of preparing the meeting minutes and for compliance with legal requirements. The Company will securely store such data and use it solely for purposes related to the meeting. Shareholders who wish to exercise their rights under the Personal Data Protection Act B.E. 2562 may contact the Company via the communication channels listed on the Company's website.

In addition, the Company published the notice of the meeting along with supporting documents, including the meeting agenda, information of independent directors proposed as proxy holders, proxy forms, the Annual Report for the year 2024 (Form 56-1 One Report), and instructions for attending the meeting via the Company's website starting from March 17, 2025. The notice of the meeting was also sent by post on March 20, 2025.

To promote shareholders' rights and equality, the Company allowed shareholders to propose agenda items and nominate qualified candidates for directorship during the period from October 1 to December 31, 2024. However, no shareholders proposed any additional agenda items or nominated any candidates during the specified period.

The Company Secretary further informed the meeting that the minutes of the 2024 Annual General Meeting of Shareholders had been prepared and published on the Company's website within 14 days from the meeting date. Shareholders were given the opportunity to provide comments or propose amendments within one month from the date of publication. As no shareholders proposed any changes, the minutes were deemed to have been certified by the shareholders. Therefore, there is no agenda item for approval of the previous meeting minutes at this meeting.

Quorum

The Company Secretary reported to the meeting that there were 39 shareholders attending the 2025 Annual General Meeting of Shareholders, either in person or by proxy, through various channels, holding a total of 1,495,216,680 shares, representing 93.4510% of the Company's total sold shares of 1,600,000,000 shares.

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This meets the quorum requirements as prescribed in Article 32 of the Company's Articles of Association, which requires not less than 25 shareholders and proxies, or not less than half of the total number of shareholders, and the total number of shares held must not be less than one-third of the total number of sold shares. Therefore, a quorum was constituted in accordance with the Company's Articles of Association, and the meeting could proceed.

Details of shareholder attendance are as follows:

- Shareholders attending in person: 0 persons, holding 0 shares
- Shareholders attending by proxy: 37 persons, holding 1,495,214,639 shares
- Shareholders attending online: 1 person, holding 41 shares
- Proxies attending online: 1 person, holding 2,000 shares

Opening of the Meeting by the Chairman

Mr. Sorasit Soontornkes, Chairman of the Board of Directors, acted as the Chairman of the Meeting. He declared the opening of the 2025 Annual General Meeting of Shareholders of AIRA Factoring Public Company Limited at 10:00 a.m.

On behalf of the Board of Directors, he expressed his appreciation to all shareholders, proxy holders, institutional investors, and the representative from the Thai Investors Association for taking their valuable time to attend the meeting.

The Chairman then informed the meeting that the shareholders and proxies attending today's meeting constituted a quorum in accordance with the Company's Articles of Association. Therefore, he declared the meeting duly convened and assigned the Company Secretary to proceed with the meeting agenda.

Voting Method, Vote Counting, and Expression of Opinions at the Meeting

The Company Secretary informed the meeting that each shareholder shall have the right to vote in proportion to the number of shares held or granted by proxy, with one share equaling one vote. Voting on each agenda item could be conducted through the IR PLUS AGM system, with the options to express intent as "Approve," "Disapprove," or "Abstain."

In the case where a shareholder did not select any voting option in the system, the system would automatically consider the shareholder's vote as "Approve" for that agenda item.

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For vote counting:

- In the case where shareholders attended the meeting in person and voted through the IR PLUS AGM system, the Company would count the number of "Disapprove" and "Abstain" votes and deduct them from the total number of votes of shareholders who attended the meeting and were entitled to vote on that agenda. The remaining votes would be counted as "Approve."
- In the case of shareholders who submitted proxy forms in advance, the Company would count the votes as indicated in the proxy form. If no vote was marked for any agenda item, or if more than one option was selected for the same agenda, that particular vote would be considered a "void ballot" and would not be included in the vote counting for that agenda item.

Resolution of the Meeting

The resolutions of the meeting shall be passed by a majority vote of the shareholders attending the meeting and entitled to vote, except for Agenda Item 5: "To consider and approve the directors' remuneration," which requires an affirmative vote of not less than three-fourths (3/4) of the total number of votes of shareholders attending the meeting and entitled to vote.

In the event that a shareholder logs out of the system during the meeting, their voting rights for that agenda will be excluded from the vote counting base, in compliance with the security standards prescribed by the Ministry of Digital Economy and Society. However, shareholders may log back into the system and rejoin the meeting at any time until the meeting concludes.

The system will allow voting for each agenda item for approximately one minute or within the time specified by the Company. The voting results will be announced to the meeting immediately after the system has finished processing.

Questions and Comments

Shareholders may submit questions via the "Question" icon on the screen for each agenda item or use the video and audio system under the "Conference" menu by typing the question along with their full name and waiting for a response from the staff. The Company will arrange the questions in the order received and kindly requests that shareholders raise questions only on matters relevant to the agenda currently under consideration.

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The Company reserves the right to screen questions for appropriateness in relation to the agenda being considered. Any questions not answered during the meeting will be compiled, and responses will be included in the meeting minutes to be published on the Company's website.

Order of the Meeting

The meeting would proceed in accordance with the agenda as specified in the Notice of the Meeting. For each agenda item, the meeting would begin with an explanation of the details, followed by an opportunity for shareholders to ask questions or provide comments. Upon completion of the discussion, the meeting would be requested to pass a resolution for that agenda item.

Assignment of Presenters for Each Agenda Item

The Company Secretary informed the meeting that the Chairman had assigned the relevant directors and executives to present information for each agenda item as follows:

- Agenda 1: Assigned to Mr. Akrawit Sooksai, Chief Executive Officer
- Agendas 2, 4, and 6: Assigned to Mrs. Yajai Pattanasukwasun, Chairman of the Audit Committee
- Agendas 3 and 5: Assigned to Mr. Poonsak Thiapaira, Chairman of the Nomination and Remuneration Committee

Agenda 1: To Acknowledge the Company's Operating Results for the Year 2024

To comply with the Public Limited Companies Act B.E. 2535 (1992) (including its amendments) and the Company's Articles of Association, which require the Board of Directors to report the operating results of the past year to the Annual General Meeting of Shareholders, the Company presented the operating results and significant events for the year 2024, as disclosed in the 2024 Annual Report (Form 56-1 One Report) under the section "Management Discussion and Analysis (MD&A)."

For this agenda item, the Chairman assigned Mr. Akrawit Sooksai, Chief Executive Officer, to present the Company's operating results to the meeting, with key points summarized as follows:

In 2024, the Company's factoring volume increased by 6.33% from the previous year, resulting in total revenue of Baht 255.21 million, representing a 5.82% growth from 2023. The main sources of income were interest income of Baht 175.85 million and service fee income of Baht 46.07 million. Income from other loan products also more than doubled, reflecting the Company's continuous business expansion.

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Despite the rise in financial costs driven by higher interest rates and administrative expenses accounting for 46.6% of total revenue, effective risk management, particularly the significant reduction in expected credit loss provisions, enabled the Company to achieve a net profit of Baht 16.74 million, an increase of 146.56% from the previous year.

Despite the ongoing economic volatility and high interest rates in the financial markets throughout 2024, the Company maintained satisfactory performance growth by implementing proactive strategies. The focus was on expanding credit services in both factoring and non-factoring segments, particularly Green Loans, which were designed to support entrepreneurs in financing environmentally friendly production process improvements. The target groups primarily included SMEs that continued to face barriers in accessing conventional funding sources, promoting long-term sustainable business growth.

The Company remains confident that the demand for working capital across business sectors will continue, especially in S-Curve industries such as elderly healthcare services, clean energy, renewable energy, and the food and beverage industry. Accordingly, the Company expanded collaboration with capable partners, focusing on developing financial platforms integrated with advanced digital systems and enhancing services through its Online Factoring and e-Factoring platforms. Furthermore, the Company invested in CRM system development to strengthen long-term customer relationships.

Additionally, the Company emphasized environmental initiatives by obtaining Carbon Footprint for Organization certification in the first quarter of 2025.

In terms of public education, the Company collaborated with the Thai Factors Association to organize public relations activities aimed at promoting understanding of the benefits of factoring among small entrepreneurs, community enterprises, and SMEs nationwide, facilitating more efficient access to funding.

Within its business group, the Company fostered collaboration with other AIRA Group companies, leveraging a customer and partner base exceeding one million entities. These partnerships cover a wide range of credit services, including retail finance, corporate finance, and both domestic and international financial advisory services, utilizing both local and international investor networks to sustainably enhance business value for clients.

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For the 2025 business plan, the Company set a target factoring volume of Baht 19,650 million, reflecting a 7.5% growth from the previous year. The Company's strategic plan focuses on expanding its customer base and new revenue sources, targeting high-growth industries such as eco-friendly businesses, electric vehicles, food and beverage, logistics, medical devices, and electronics.

At the same time, the Company aims to enhance marketing and service capabilities through digital marketing strategies, further development of Online Factoring and e-Factoring platforms, geographic expansion into new high-potential areas, creation of non-factoring financial products, development of a CRM system to retain its customer base, strengthening partnerships, and extending services into Supply Chain Financing. The objective is to position the Company as a trusted financial advisor to its clients.

All these strategies aim to enhance competitiveness while ensuring business sustainability and readiness for future economic and technological changes.

In terms of corporate governance, the Company continued to place strong emphasis on transparency and anti-corruption practices. In 2023, the Company successfully renewed its certification with the Thai Private Sector Collective Action Against Corruption (CAC) for the first time. In 2024, the Company updated its anti-corruption policies to align with current practices and ensured comprehensive internal communication among employees and executives to prepare for its second certification renewal in 2026. At the end of the report, the Chairman invited shareholders to raise questions or provide comments. However, no questions or comments were raised.

Voting Resolution:

As this agenda item was for acknowledgment only, no voting was required. The meeting acknowledged the Company's operating results for the year 2024 as presented.

Resolution of the Meeting:

The meeting acknowledged the Company's operating results for the year 2024 as proposed.

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Agenda 2: To Consider and Approve the Financial Statements for the Year Ended December 31, 2024

The Chairman of the Board assigned Mrs. Yajai Pattanasukwasun, Chairman of the Audit Committee, to act as the Chairperson of the meeting for this agenda item.

Mrs. Yajai Pattanasukwasun informed the meeting that in accordance with Section 112 of the Public Limited Companies Act B.E. 2535 (1992) (including its amendments) and Article 40 of the Company's Articles of Association, the Company is required to prepare the balance sheet and profit and loss statement as of the end of the fiscal year and submit them for approval at the Annual General Meeting of Shareholders. These financial statements must be audited and certified by a certified public accountant before submission.

The Company completed the preparation of its financial statements for the fiscal year ended December 31, 2024, which were audited by EY Office Company Limited, the Company's auditor, and thoroughly reviewed by the Audit Committee.

Subsequently, at the Board of Directors' Meeting No. 1/2025, the Board resolved to approve the financial statements for the year 2024, which had already been audited and reviewed. The Board then proposed that the shareholders consider and approve the same.

As of December 31, 2024, the Company's total assets amounted to Baht 2,406.00 million, representing a decrease of Baht 98.46 million or 3.9% from the previous year. This was mainly due to a decrease in current assets, which stood at Baht 2,204.37 million, down 7.8%, primarily from a reduction in factoring receivables to Baht 1,824.88 million, accounting for 75.8% of total assets.

Meanwhile, non-current assets increased to Baht 201.63 million, a rise of Baht 88.21 million, representing 8.4% of total assets. This reflects long-term investments and more efficient asset management.

Total liabilities amounted to Baht 1,888.81 million, or 78.5% of total assets, a decrease of Baht 83.20 million or 4.2% compared to the previous year, mainly due to the repayment of loans from financial institutions.

The Company maintained a strong overall financial position, with an appropriate capital structure and the ability to preserve liquidity and operational capability effectively.

After thorough review, both the Audit Committee and the Board of Directors opined that the financial statements were accurate and complete in accordance with generally accepted accounting principles

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and, therefore, proposed that the shareholders consider and approve the financial statements for the year 2024.

The Chairperson then provided an opportunity for shareholders to ask questions or express opinions. No questions or comments were raised. The meeting was therefore requested to consider and resolve on the agenda.

Voting Resolution:

This agenda item required a majority vote of the shareholders who attended the meeting and were entitled to vote.

Resolution of the Meeting:

After due consideration, the meeting unanimously resolved to approve the balance sheet and profit and loss statement for the year ended December 31, 2024, as proposed by the Board of Directors, with the following votes:

Vote Result	Number of Votes	Percentage (%)
Approved	1,495,216,639	100.00
Disapproved	0	0.00
Abstained	41	0.00
Void Ballots	0	0.00

Agenda 3: To Consider the Allocation of Net Profit as Legal Reserve and the Omission of Dividend Payment for the 2024 Operating Results Due to the Interim Dividend Payment

The Chairman of the Board assigned Mr. Poonsak Thiapaira, Chairman of the Nomination and Remuneration Committee, to act as the Chairperson of the meeting for this agenda item.

Mr. Poonsak Thiapaira informed the meeting that in accordance with Section 116 of the Public Limited Companies Act B.E. 2535 (1992) and Article 43 of the Company's Articles of Association, the Company

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is required to allocate not less than 5% of its annual net profit, after deducting any accumulated losses (if any), as a legal reserve until such reserve reaches not less than 10% of the registered capital.

In 2024, the Company recorded a net profit of Baht 16,741,752.00. The Board of Directors therefore deemed it appropriate to allocate Baht 838,000 as a legal reserve in compliance with the Company's Articles of Association.

Regarding dividend payment, according to the Company's Articles of Association and its dividend policy, the Company shall pay dividends at a rate of not less than 50% of its net profit after legal reserve allocation, unless there is a significant reason that may affect the Company's operations.

On September 13, 2024, the Board of Directors resolved to approve the payment of an interim dividend from the net profit of the first half of the year and retained earnings at the rate of Baht 0.02 per share. The record date for shareholders entitled to receive the dividend was September 30, 2024, and the dividend was paid on October 11, 2024.

The Company has consistently paid dividends over the past five years. Although no final dividend will be paid for the year 2024, the interim dividend paid was considered appropriate based on the net profit for the year.

Taking into account sound financial management practices and the aim of strengthening the Company's financial position, the Board of Directors proposed that the shareholders approve the omission of the annual dividend payment for the 2024 operating results.

The Chairperson then provided an opportunity for shareholders to ask questions or express opinions. No questions or comments were raised. The meeting was therefore requested to consider and resolve on the matter as proposed by the Board.

Voting Resolution:

This agenda item required a majority vote of the shareholders who attended the meeting and were entitled to vote.

Resolution of the Meeting:

After due consideration, the meeting unanimously resolved to approve the allocation of Baht 838,000 as legal reserve and the omission of the annual dividend payment for the 2024 operating results, as proposed by the Board of Directors, with the following votes:

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Vote Result	Number of Votes	Percentage (%)
Approved	1,495,216,639	100.00
Disapproved	0	0.00
Abstained	41	0.00
Void Ballots	0	0.00

Agenda 4: To Consider and Approve the Appointment of Directors to Replace Those Who Are Retiring by Rotation

The Chairman of the Board assigned Mrs. Yajai Pattanasukwasun, Chairman of the Audit Committee, to act as the Chairperson of the meeting for this agenda item.

Mrs. Yajai Pattanasukwasun, Chairman of the Audit Committee, informed the meeting that pursuant to Section 71 of the Public Limited Companies Act B.E. 2535 (1992) and Article 18 of the Company's Articles of Association, one-third of the total number of directors must retire by rotation each year. Retiring directors may be re-elected to serve another term.

At the 2025 Annual General Meeting of Shareholders, four directors were due to retire by rotation as follows:

1. Mr. Poonsak Thiapaira — Independent Director / Chairman of the Nomination and Remuneration Committee / Member of the Audit Committee
2. Mrs. Nalinee Ngamsetthamas — Director / Authorized Director / Member of the Executive Committee / Member of the Nomination and Remuneration Committee
3. Mrs. Pornpilai Burasai — Director / Authorized Director
4. Mr. Akrawit Sooksai — Director / Member of the Executive Committee / Member of the Credit Committee / Chief Executive Officer

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The Company had opened a nomination window for shareholders to propose qualified candidates for election as directors from October 1 to December 31, 2024. However, no proposals were received from shareholders during that period.

The Board of Directors (excluding directors with conflicts of interest), in coordination with the Nomination and Remuneration Committee, reviewed the matter in accordance with the Company's defined process. The assessment was based on qualifications, knowledge, competence, experience, suitability, and the composition of the Board of Directors in alignment with the Board Skill Matrix. The background of each candidate was also verified through the professional director registry maintained by the Thai Institute of Directors (IOD).

The Board was of the opinion that all four directors due to retire were fully qualified in accordance with applicable laws and notifications of the Capital Market Supervisory Board. They had demonstrated knowledge, capabilities, and experience that were beneficial to the Company and had performed their duties responsibly, prudently, and with integrity.

In the case of the independent director whose tenure exceeded nine consecutive years, the Board had reviewed and was of the view that the director remained capable of exercising independent judgment and still possessed the qualifications and expertise beneficial to the Company, in line with the criteria of the Company and regulatory bodies.

The Board of Directors, at its Meeting No. 1/2025, resolved to propose that the Annual General Meeting of Shareholders approve the reappointment of the aforementioned four directors for another term.

Prior to voting, all directors with vested interests were requested to temporarily leave the meeting to allow shareholders the opportunity to ask questions or express opinions freely and independently. No questions or comments were raised.

The Chairperson then proposed that the 2025 Annual General Meeting of Shareholders consider and approve the reappointment of the four directors retiring by rotation.

Voting Resolution:

This agenda item required an individual vote for each nominated director. The resolution must be passed by a majority vote of shareholders attending the meeting and entitled to vote.

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Resolution of the Meeting:

The meeting resolved to re-elect the following four directors who were due to retire by rotation to serve for another term, as proposed, with the following individual voting results:

1. Mr. Poonsak Thiapaira

*Independent Director / Chairman of the Nomination and Remuneration Committee /
Member of the Audit Committee*

Vote Result	Number of Votes	Percentage (%)
Approved	1,495,214,639	99.9999
Disapproved	2,000	0.0001
Abstained	41	0.00
Void Ballots	0	0.00

2. Mrs. Naline Ngamsetthamas

*Director / Authorized Director / Member of the Executive Committee / Member of the
Nomination and Remuneration Committee*

Vote Result	Number of Votes	Percentage (%)
Approved	1,495,216,639	100.00
Disapproved	0	0.0000
Abstained	41	0.00
Void Ballots	0	0.00

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3. Mrs. Pornpilai Burasai

Director / Authorized Director

Vote Result	Number of Votes	Percentage (%)
Approved	1,495,216,639	100.00
Disapproved	0	0.0000
Abstained	41	0.00
Void Ballots	0	0.00

4. Mr. Akrawit Sooksai

Director / Member of the Executive Committee / Member of the Credit Committee / Chief Executive Officer

Vote Result	Number of Votes	Percentage (%)
Approved	1,495,216,639	100.00
Disapproved	0	0.00
Abstained	41	0.00
Void Ballots	0	0.00

Agenda 5: To Consider and Approve the Directors' Remuneration

The Chairman of the Board assigned Mr. Poonsak Thiapaira, Chairman of the Nomination and Remuneration Committee, to act as the Chairperson of the meeting for this agenda item.

Mr. Poonsak Thiapaira informed the meeting that in accordance with Section 90 of the Public Limited Companies Act B.E. 2535 (1992) and Article 23 of the Company's Articles of Association, the directors' remuneration must be approved by the shareholders' meeting.

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The Board of Directors deemed it appropriate to propose that the shareholders approve the directors' remuneration as recommended by the Nomination and Remuneration Committee, which consists of the following:

1. Monetary Remuneration

1.1 Meeting Allowance

It was proposed that the meeting approve the meeting allowance at the same rate as the previous year, as follows:

The Board of Directors	(Baht / meeting)	
- Chairman of the Board of Directors	27,000	The remuneration of Executive
- Member of the Board of Directors	17,000	Director shall be reduced by half.
The Audit Committee		
- Chairman of the Audit Committee	25,000	-
- Member of the Audit Committee	17,000	-
Nomination, Remuneration and Corporate Governance Committee for Sustainability		
- Chairman of the Nomination, Remuneration and Corporate Governance Committee for Sustainability	20,000	The remuneration of Executive Director shall be reduced by half.
- Member of the Nomination, Remuneration and Corporate Governance Committee for Sustainability	17,000	
The Executive Committee		
- Chairman of the Executive Committee	15,000	Executive Director shall be not
- Member of the Executive Committee	10,000	received remuneration.
The Credit Committee		
- Chairman of the Credit Committee	15,000	Executive Director shall be not
- Member of the Credit Committee	10,000	received remuneration.

1.2 Directors' Gratuity

It was proposed that the meeting approve the payment of directors' gratuity in a total amount not exceeding Baht 418,500, equivalent to 2.5% of the net profit for the year. The gratuity shall be allocated to directors holding office as of December 31, 2024, based on the following criteria:

- The Chairman of the Board shall receive 1.5 times the gratuity amount compared to other directors.
- All remaining directors shall receive an equal amount.

2. Other Benefits

None.

The determination of the remuneration rates was made prudently, based on a comparison with companies in similar industries and of similar size. Factors taken into consideration included the directors' duties and responsibilities, the Company's performance, economic trends, inflation rate, business environment changes, as well as the Company's ability to attract and retain qualified directors who can contribute strategically to the Company's direction.

The Chairperson then invited the shareholders to ask questions or provide comments. As no questions or comments were raised, the meeting was requested to vote on this agenda item.

Voting Resolution:

This agenda item required approval by not less than two-thirds of the total number of votes of the shareholders attending the meeting and entitled to vote.

Resolution of the Meeting:

The meeting resolved to approve the directors' remuneration for the year 2025 as proposed, with the following votes:

Vote Result	Number of Votes	Percentage (%)
Approved	1,495,216,639	100.00
Disapproved	0	0.00
Abstained	41	0.00
Void Ballots	0	0.00

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Agenda 6: To Consider and Approve the Appointment of the Company's Auditor and the Audit Fee for the Year 2025

The Chairman of the Board assigned Mrs. Yajai Pattanasukwasun, Chairman of the Audit Committee, to act as the Chairperson of the meeting for this agenda item.

Mrs. Yajai Pattanasukwasun informed the meeting that in accordance with the Public Limited Companies Act B.E. 2535 (1992) (including its amendments) and the Company's Articles of Association, the Annual General Meeting of Shareholders must appoint the Company's auditor and determine the audit fee annually. Under the relevant rules, an auditor may be reappointed for a term not exceeding seven consecutive fiscal years.

The Audit Committee had carefully considered the qualifications of the proposed auditors, taking into account their knowledge, expertise, professional standards, experience in factoring businesses, independence, and performance. It was therefore proposed to appoint the following certified public accountants from EY Office Company Limited as the Company's auditors for the year 2025:

1. Mrs. Poonnard Paocharoen, CPA License No. 5238; and/or
2. Miss Sumana Phanphongsanon, CPA License No. 5872; and/or
3. Miss Orawan Techawatthanasirikul, CPA License No. 4807; and/or
4. Miss Koetsiri Kanjanaprakasit, CPA License No. 6014

The proposed auditors have served as the Company's auditors since 2021, making 2025 their fifth consecutive year, which is within the permitted term.

In the event that none of the proposed auditors is able to perform the duty, EY Office Company Limited shall assign another qualified auditor from the same firm to perform the audit instead.

The Audit Committee confirmed that the proposed auditors have no relationship or conflict of interest with the Company, its executives, or major shareholders, and are therefore capable of performing their duties independently and with transparency.

The Board of Directors concurred with the recommendation of the Audit Committee and proposed that the shareholders approve the appointment of the above auditors from EY Office Company Limited as the Company's auditors for the fiscal year 2025.

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It was also proposed that the meeting approve the auditor's remuneration for the year 2025 in an amount not exceeding Baht 1,413,000 (one million four hundred thirteen thousand Baht), which represents a 7.0% increase from the previous year. The increase reflects the rising volume and complexity of transactions and the enhanced use of technology in the Company's operations.

The proposed fee covers the audit services for the Company only, as there are no subsidiaries, and excludes any out-of-pocket expenses.

The Chairperson then invited the shareholders to ask questions or provide comments. As no questions or comments were raised, the meeting was requested to vote on the proposal.

Voting Resolution:

This agenda item required a majority vote of the shareholders who attended the meeting and were entitled to vote.

Resolution of the Meeting:

The meeting resolved to approve the appointment of the Company's auditor and the audit fee for the year 2025 as proposed, with the following votes:

Vote Result	Number of Votes	Percentage (%)
Approved	1,495,216,639	100.00
Disapproved	41	0.00
Abstained	0	0.00
Void Ballots	0	0.00

Agenda 7: Other Matters (if any)

No additional matters were proposed by the shareholders at this meeting.

The Company Secretary informed the meeting that all agenda items outlined in the Notice of the Meeting had been duly considered. In accordance with good corporate governance principles, the Company provided an opportunity for shareholders to submit questions, comments, or suggestions via the IR PLUS AGM system, which supports both text-based input and audio/video functions.

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The Company recorded the entire meeting in video format to support the preparation of the meeting minutes and to ensure transparency in disclosing information to shareholders and stakeholders. The video and the minutes of the meeting will be published on the Company's website (www.airafactoring.co.th).

Before closing the meeting, the Chairman informed the meeting that the minutes of the 2025 Annual General Meeting of Shareholders would be disclosed on the Company's website within 14 days from the meeting date. Should shareholders have any suggestions or wish to request amendments to the meeting minutes, they may notify the Company Secretary within one month from the date of publication.

The Chairman then expressed his appreciation to all shareholders, members of the Board of Directors, management, and proxy holders for attending the meeting, and declared the 2025 Annual General Meeting of Shareholders adjourned.

The meeting was adjourned at 11:20 a.m.



Certified correct information



(Mr. Akrawit Sooksai)

Director



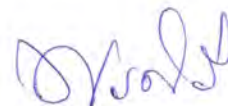
(Mr. Sorasit Soontornkes)

Chairman



(Mrs. Pornpilai Burasai)

Director



(Ms. Pornsiri Kusolputchong)

Minutes Recorder