

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

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**Agenda 1 To acknowledge the Company's 2025 operational results and the 2025 Annual Report (Form 56-1 One Report).**

The report by the Board and management with respect to the Company's business performance for the year 2025 ended December 31, 2025, has been produced portraying the operational results of the Company during 2025. 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 2025 and as contained in the Annual Registration Statement /the 2025 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 consider and approve the financial statements for the year ended December 31, 2025.**

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 (which comprise the consolidated statement of financial position as at December 31, 2025, and the related consolidated statements of income, comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information, and have also audited the separate financial statements of the Company.) for the year as of December 31, 2025, 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 as of December 31, 2025, appear in the Annual Registration Statement /the 2025 Annual Report (Form 56-1 One Report) page. 224-317. and a printed summary of key financial information from the 2025 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 consider and approve the omission of the appropriation of the 2025 net profit as statutory reserve and the omission of dividend payment from the 2025 operational results.**

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."

The Company has a policy to pay dividends to shareholders at a rate of not less than 40% of the net profit after corporate income tax each year, based on the Separate Company's Financial Statements. According to Section 115 of the Public Limited Companies Act and Article 37 of the Company's Articles of Association, it is stipulated that: 'No dividend shall be paid out of any type of funds other than profits. In the event that the Company still has an accumulated loss, no dividend shall be paid. The Board of Directors may pay interim dividends to the shareholders from time to time if it is deemed that the Company has sufficient profits to do so, and such payment shall be reported to the next shareholders' meeting.'

In this regard, according to the resolution of the 2025 Annual General Meeting of Shareholders held on April 29, 2025, it was approved that the Company allocate net profit to the statutory reserve for the fiscal year 2024 (ended December 31, 2024) based on the Separate Financial Statements, in the total amount of Baht 54,920,386. As a result, the statutory reserve as of December 31, 2024, amounted to Baht 81,994,973, representing 10% of the registered capital. Therefore, the Company has fully satisfied the statutory reserve requirement as prescribed by law. Currently, the Company's registered capital stands at Baht 819,949,729."

From the 2025 operational results. The Company had a net loss of Baht 139.13 million and retained earnings of Baht 3,024.09 million in the separate financial statements ending on December 31, 2025, 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 appropriation of the 2025 net profit as statutory reserve and the omission of dividend payment from the 2025 operational results.

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

Details of dividend payment	The separate financial statements		
	2025	2024	2023
<b>The separate financial statements</b>			
Net Profits/(Loss):Million Baht	(139.1)	2,660.7	361.80
Retained Earnings/(Deficit):Million Baht	3,024.1	3,163.2	554.76
Earnings /(Loss) per Share:Baht	(0.17)	3.24	0.44
<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.

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**Agenda 4 To approve the appointment of directors in place of those who are due to retire by rotation for the year 2026.**

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 2026 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. Mr. Paiboon Damrongchaitham	Chairman of the Board (Non-Executive Director)	-
2. Miss Boosaba Daorueng	Vice Chairman of the Board (Executive Director) (Authorized Director)	<ul style="list-style-type: none"> <li>• Chairman of the Corporate Governance, Business Ethics and Sustainability Committee</li> <li>• Chairman of the Risk Management Committee</li> <li>• Chairman of the Group Executive Committee</li> </ul>
3. Mr. Phawit Chitrakorn <sup>1</sup>	Non-Executive Director (Authorized Director)	<ul style="list-style-type: none"> <li>• Member of the Corporate Governance, Business Ethics and Sustainability Committee</li> <li>• Member of the Group Executive Committee</li> <li>• Member of the Risk Management Committee</li> </ul>

*Note: <sup>1</sup> Mr. Phawit Chitrakorn vacated his position as one of the Company's top four executives, effective from January 1, 2026, onwards. This was in accordance with the resolution of the Board of Directors Meeting No. 7/2025, held on December 8, 2025, which approved the organizational restructuring and the notification of changes to the list of executives to the Office of the SEC and the SET. However, he continues to serve as the Chief Executive Officer of GMM Music Co., Ltd. (an executive of the Company's subsidiary).*

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 2026 Annual General Meeting of Shareholders via the Company's website [www.gmmgrammy.com](http://www.gmmgrammy.com), from September 9, 2025, to December 9, 2025. However, no shareholder nominated the qualified persons to the Company.

Nonetheless, the Company received a letter dated February 18, 2026, from Mr. Phawit Chitrakorn, as a director who due to retire by rotation at this Meeting, stated their intention not to be considered for a renewal of directorship term, and therefore would like not to renew his term at the 2026 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, 2029 (Directors with a conflict of interest in this matter neither attended the meeting nor participated in the consideration of this agenda), 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 2025 Annual Report (Form 56-1 One Report) under the heading "Policy and Guideline Relating to the Board of Directors > 6. Nomination and Remuneration of Directors and Executives > Nomination and

Appointment of Company Directors " Page 121-126), Therefore, the resolution was passed to propose to the Annual General Meeting of Shareholders to consider and approve the reappointment of two directors who have completed their term, namely;

Director No. (1) Mr. Paiboon Damrongchaitham proposed to reappoint as a Chairman of the Board, categorized a Non-Executive Director.

Director No. (2) Miss Boosaba Daorueng proposed to reappoint as a Vice Chairman of the Board, categorized as an Executive Director and Authorized Director.

The Board of Directors considers it appropriate to propose the re-appointment of the director for another term. This is because the candidate possesses all the qualifications required by the Public Limited Companies Act and relevant regulatory authorities. The candidate is highly qualified, with extensive knowledge, competence, and valuable experience that aligns with the Company's business operations. Furthermore, the candidate possesses a broad vision and has demonstrated excellent performance as a director. Throughout the past tenure, the candidate has consistently provided significant contributions and support to the Board of Directors, which has been highly beneficial to the Company's success.

In addition, the Nomination and Remuneration Committee and the Board of Directors have recruited and selected qualified candidates who meets the Company's director qualifications and qualifications and complies with the Company's selection process. It is proposed that the Meeting consider and approve the appointment of an Executive Director to replace the director retiring by rotation (Director No. (3) Mr. Phawit Chitrakorn). Accordingly, it is proposed to appoint Mr. Kittisak Chuang-a-roon, an executive of the Company currently serving as the Chief Operating Officer (COO), as an Executive Director and Authorized Director (with authority to sign and bind the Company), replacing Mr. Phawit Chitrakorn, who is retiring by rotation in 2026 and has expressed his intention not to seek re-appointment for another term.

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

- (1) Mr. Paiboon Damrongchaitham (proposed to reappoint as a Chairman of the Board, categorized a Non-Executive Director for another term.)
- (2) Miss Boosaba Daorueng proposed to reappoint as a Vice Chairman of the Board, categorized as an Executive Director and Authorized Director for another term.)
- (3) Mr. Kittisak Chuang-a-roon (proposed to appoint as an Executive Director and Authorized Director to replace Mr. Phawit Chitrakorn )

Therefore, the Board of Directors (excluding directors with a conflict of interest in this agenda item) has carefully considered and scrutinized the suitability of the nominees to ensure they have passed the Company's established selection process and possess qualifications in accordance with relevant regulations. The candidates are deemed suitable for the Company's business operations and the roles and responsibilities of the two directors retiring by rotation, as well as the one candidate proposed as a new director to replace the director who does not wish to seek re-election, while considering the Company's best interests. In accordance with the recommendation of the Nomination and Remuneration Committee, the Board resolved to propose that the Annual General Meeting of Shareholders consider and approve the appointment of the three candidates as the Company's directors on an individual basis, as follows:

Agenda 4.1 To Consider and approve the appointment of Mr. Paiboon Damrongchaitham, as a Chairman of the Board, categorized a Non-Executive Director for another term.

Agenda 4.2 To Consider and approve the appointment of Miss Boosaba Daorueng as a Vice Chairman of the Board, categorized as an Executive Director and Authorized Director for another term.

Agenda 4.3 To Consider and approve the appointment of Mr. Kittisak Chuang-a-roon as a new Executive Director and Authorized Director .

The profiles and relevant information of the candidates nominated for appointments as directors on this Meeting are provided in Enclosure 3.1 - 3.3.

**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 5 To consider and approve the amendment to the authorized directors who can sign to bind the Company.**

Following the resolution in Agenda 4 , it is proposed that the Meeting consider and approve the appointment of Mr. Kittisak Chuang-a-roon, (Acting) Chief Operating Officer, as an Executive Director and Authorized Director, replacing Mr. Phawit Chittrakorn. Accordingly, the Board of Directors (excluding directors with a conflict of interest who neither attended the meeting nor participated in the consideration of this agenda) has resolved to propose that the Meeting consider and approve the amendment to the names and the authority of the directors authorized to sign and bind the Company, as follows:

**Current Authority Directors:**

"Miss Boosaba Daorueng or Miss Suwimon Jhungjotikapisit to jointly signs with **Mr. Phawit Chittrakorn** or Mr. Fahmai Damrongchaitham, totaling two directors, and the Company's seal is affixed "

**Proposed Amended Authority Directors:**

"Miss Boosaba Daorueng or Miss Suwimon Jhungjotikapisit jointly signs with **Mr. Kittisak Chuang-a-roon** or Mr. Fahmai Damrongchaitham, totaling two directors, and the Company's seal is affixed "

In addition, it is proposed that the meeting approve the authorization of any person designated by the Board of Directors to perform the registration of the amendment to the names and authority of the authorized directors with the Department of Business Development, Ministry of Commerce. Such person shall have the power to amend or add any statements, or take any necessary actions, in accordance with the Registrar's orders.

**Required Resolution:**

This resolution under this agenda can be passed with a simple majority vote of the shareholders who attend the meeting and cast the vote.

**Agenda 6 To approve the remunerations of the Board of Directors and subcommittees for the year 2026.**

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 2026 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 2026 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	2026 (Proposed)	2025	2024
<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) with a coverage limits not exceeding Baht 300 million, providing coverage for the directors and executives of the Company and its subsidiaries.

Non-Monetary Remuneration / Other Benefits	2026 (Proposed)	2025
Directors and Officers Liability Insurance (D&O)	Coverage limits not exceeding Baht 300 million	Coverage limits not exceeding Baht 300 million

## 2) The Board of Directors' Remuneration Criteria

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

Committee	Position	Monthly Remuneration (baht / person / month)		
		2026 (Proposed)	2025	2024
The Board of Directors	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)		
		2026 (Proposed)	2025	2024
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 2026 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 attendances 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:

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**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)		
		2026 (Proposed)	2025	2024
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

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

Committee	Position	Meeting Allowance (baht/person/time)		
		2026 (Proposed)	2025	2024
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, Ethics and Sustainability Committee, and the Group Executive Committee received no remuneration.

**The Board of Directors and the Audit Committee's remuneration payment in 2025 (by individuals)**

In 2025, 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 2025 Annual General Meeting of Shareholders. Details on remuneration for each director in 2025 are as follows:

Name	Title	Remuneration for the Board of Directors (BOD)			Remuneration for the Audit Committee (AC)		Non-monetary	Total Remuneration (BOD+AC) 2025 (Baht)
		Meeting Allowance 2025	Monthly Remuneration 2025	Director's annual gratuity 2025	Meeting Allowance 2025	Monthly Remuneration 2025		
		(Baht)	(Baht)	(Baht)	(Baht)	(Baht)		
1. Mr. Paiboon Damrongchaitham	Chairman	140,000	600,000	615,722.08	-	-	-Provided-*	1,355,722.08

Name	Title	Remuneration for the Board of Directors (BOD)			Remuneration for the Audit Committee (AC)		Non-monetary	Total Remuneration (BOD+AC) 2025 (Baht)
		Meeting Allowance 2025	Monthly Remuneration 2025	Director's annual gratuity 2025	Meeting Allowance 2025	Monthly Remuneration 2025		
		(Baht)	(Baht)	(Baht)	(Baht)	(Baht)		
2. Mr. Vithit Leenutaphong <sup>1</sup>	Chairman of the Audit Committee+ Independent Director	120,000	160,000	263,880.89	80,000.00	240,000	-Provided-*	863,880.89
3. Mrs. Nidcha Jirametthanakij <sup>2</sup>	Member of the Audit Committee+ Independent Director	120,000	160,000	263,880.89	80,000	80,000	-Provided-*	703,880.89
4. Mr. Nattavudh Pungcharoenpong <sup>3</sup>	Independent Director	-	15,483.87	-	-	-	-Provided-*	15,483.87
5. Mr. Sunyaluck Chaikajornwat	Member of the Audit Committee+ Independent Director	140,000	240,000	307,861.04	140,000	120,000	-Provided-*	947,861.04
6. Miss Suwimon Jhungjotikapisit	Non-Executive Director	140,000	240,000	307,861.04	-	-	-Provided-*	687,861.04
7. Miss Boosaba Daorueng	Director / Executive Director	-	-	307,861.04	-	-	-Provided-*	307,861.04
8. Mr. Phawit Chitrakorn	Director / Executive Director	-	-	263,880.89	-	-	-Provided-*	263,880.89
9. Mr. Fahmai Damrongchaitam	Director / Executive Director	-	-	307,861.04	-	-	-Provided-*	307,861.04
Dr. Naris Chaiyasoot <sup>1</sup>	Chairman of the Audit Committee+ Independent Director	20,000	80,000	43,980.15	60,000	120,000	-Provided-*	323,980.15
Mr. Chanitr Charnchainarong <sup>2</sup>	Member of the Audit Committee+ Independent Director	20,000	80,000	43,980.15	60,000	40,000	-Provided-*	243,980.15
Mr. Thana Thienachariya <sup>3</sup>	Member of the Audit Committee+ Independent Director	60,000	223,870.97	131,940.45	100,000	111,935.4	-Provided-*	627,746.90
<b>Total Remuneration (Baht)</b>		<b>760,000.00</b>	<b>1,799,354.84</b>	<b>2,858,709.68</b>	<b>520,000.00</b>	<b>711,935.48</b>	<b>None</b>	<b>6,650,000</b>

Note: Additional Information and Changes During the Year 2025

- <sup>11</sup> Mr. Vithit Leenutaphong was appointed as an Independent Director and Chairman of the Audit Committee, replacing Dr. Naris Chaikasoot, who completed his term. This appointment was in accordance with the resolution of the 2025 AGM held on April 29, 2025.
- <sup>12</sup> Mrs. Nidcha Jirametthanakij was appointed as an Independent Director and a member of the Audit Committee, replacing Mr. Chanitr Charnchainarong, who completed his term. This appointment was in accordance with the resolution of the 2025 AGM held on April 29, 2025.
- <sup>13</sup> Mr. Nattavudh Pungcharoenpong was appointed as an Independent Director, replacing Mr. Thana Thienachariya, who resigned from his position as a Director and member of all Sub-Committees due to other pressing engagements that prevented him from performing his duties. This appointment was effective from December 7, 2025, in accordance with the resolution of the Board of Directors Meeting No. 7/2025, held on December 8, 2025.

Non-monetary Remuneration for 2025: -Provided-\*

\* Non-monetary remuneration and other benefits provided in 2025 include Directors and Officers Liability Insurance (D&O Insurance) with a coverage limit of THB 300 million. This policy provides coverage for the Directors and Executive Officers of the Company and its subsidiaries.

**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.

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**Agenda 7 To approve the appointment of the auditors and the determination of the audit fee for the year 2026.**

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” who 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 2026 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 (31 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, 2026. 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. Poonnard Paچارoen (certified in the Company’s financial statements in 2024-2025 (2 years))	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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If 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 and its subsidiaries in their place. 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 2026 are delivered to the Company's shareholders together with this invitation to the 2026 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. Poonnard Paucharoen (certified in the Company's financial statements in 2024-2025 (2 years))	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 this regard, the Company has several subsidiaries, some of which utilize the same auditor as the Company, while others utilize different auditors. The Board of Directors will ensure that the financial statements of all subsidiaries are prepared and finalized within the statutory timeframes.

**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 2026 of GMM Grammy Plc. At the amount not exceeding Baht 2,340,000, which is a decrease of Baht 150,000 or approximately 6% lower than from the previous year 2025, Additionally, the non-audit services fee is proposed at Baht 50,000, which is a decrease of Baht 640,000 or approximately 93% lower than the fees paid in the previous year 2025. (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 2025, the Company's non-audit services fee amounted to Baht 690,000.

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

(Unit: Baht)

Company	2026 Audit fee and Non-audit services fee (Proposed)	Change	Change %	2025 Audit fee and Non-audit services fee
GMM Grammy Plc.	2,340,000	(150,000)	(6%)	2,490,000
Non-audit service fee	50,000	(640,000)	(93%)	690,000

**Non-audit Services fee in 2025:**

- **Extension of Tax Advisory Services:** The Non-assurance services (NAS) agreement, originally ending on March 14, 2025, was extended for one year to expire on March 14, 2026. This extension was due to 20 remaining service hours and incurred **no additional costs**.
- **Accounting Advisory Services:** Provided for **Project - Tencent / Warner** with a fee of Baht 500,000.
- **Accounting Training Programs:** Provided with a fee of Baht 160,000.
- **Inventory Destruction Observation:** Attendance to observe the destruction of inventory at a subsidiary (**Z Trading**) with a fee of Baht 30,000.

**Non-audit Services fee in 2026:**

- **Inventory Destruction Observation:** Attendance to observe the destruction of inventory at a subsidiary (**GMM Music**) with a fee of Baht 50,000.

However, the proposed audit fee for the year 2026 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))

For other subsidiaries that do not utilize the same auditor as the Company, the Board of Directors will ensure that their financial statements are prepared and finalized within the statutory timeframes.

**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 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 2026 Annual General Meeting of Shareholders via the Company's website at [www.gmmgrammy.com](http://www.gmmgrammy.com) from September 9, 2025 to December 5, 2025. However, there was no shareholder proposing any agenda to the Company. The Board, therefore, deemed it appropriate to set the agenda for the 2026 Annual General Meeting of Shareholders as appears in this Invitation Letter.

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