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GRAMMY 001/2026/AGM

May 8<sup>th</sup>, 2026

**Subject:** Minutes of the 2026 Annual General Meeting of Shareholders of GMM Grammy Public Company Limited

**To:** Shareholders  
GMM Grammy Public Company Limited

**Enclosure:** Copy of the Minutes of the 2026 Annual General Meeting of Shareholders of GMM Grammy Public Company Limited.

With reference to the 2026 Annual General Meeting of Shareholders held by GMM Grammy Public Company Limited (the "Company") held on April 28<sup>th</sup>, 2026, enclosed herewith are the Minutes of the meeting.

The shareholders are invited to consider and adopt the Minutes of the 2026 AGM, which was completely and accurately recorded in a written form. Any amendments to the Minutes should be received by the Company within May 22<sup>nd</sup>, 2026, through the Office of Corporate Secretary e-mail address: [cs@gmmgrammy.com](mailto:cs@gmmgrammy.com) or telephone no. 0 2669 9291 , 0 2669 9152. If no such input is received, it shall be deemed that all shareholders approve the Minutes as written. Please be advised that the Company will not propose the agenda item of "To consider and adopt the Minutes of the 2026 AGM" in the next meeting of shareholders.

Please be informed accordingly.

Respectfully yours,

GMM Grammy Public Company Limited

**GMM Grammy Public Company Limited**  
**Minutes of the 2026 Annual General Meeting of Shareholders**

On Tuesday, April 28 , 2026 at 2.01 p.m.

In the form of an electronic meeting , only (“e-Meeting” or “e-AGM”) via the Zoom system, which will be broadcast live from the Auditorium Room, 21st floor of GMM Grammy Place, located at No. 50, Sukhumvit 21 Road (Asoke), Khlong Toei Nuea, Wattana, Bangkok.

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Mr. Paiboon Damrongchaitham, Chairman of the Company, appointed Ms. Boosaba Daorueng, Vice Chairman of the Board of Directors to presided as the Chairman of the Meeting (the “Chairman”). The Chairman delegated the role to Mrs. Somsuda Ruampumsuk, the Company Secretary, to conduct the Meeting (the “Conductor”).

**Quorum Announcement**

The Conductor announced the statistic of the 2026 Annual General Meeting (the “Meeting”) of GMM Grammy Public Company Limited (the “Company” , “Grammy”) that there were There were 5 shareholders attending the Meeting in person via electronic media , representing 5,319,680 shares, and 30 shareholders attending by proxy via electronic media, representing 690,810,209 shares. In total, there were 35 shareholders attending the Meeting both in person and by proxy via electronic media, representing a total of 696,129,889 shares, or 84.899% of the Company’s total issued shares of 819,949,729 shares. The quorum was thereby constituted according to the Company’s Articles of Association.

**Meeting Commencement**

After explaining the quorum of the meeting and the safety procedures, the Conductor invited the Chairman to welcome all shareholders and declared the commencement of the 2026 Annual General Meeting of Shareholders of GMM Grammy Public Company Limited.

The Chairman stated that welcomed all shareholders and proxies to the 2026 Annual General Meeting of Shareholders and opened the meeting.

Therefore, to open the opportunity and for the convenience of all shareholders to be able to attend the annual general meeting of shareholders of the company. In this regard, the Board of Director’s Meeting No.1/2026 on February 27, 2026 has resolved to invite all shareholders to attend the 2026 Annual General Meeting of Shareholders (“the Meeting”) which will be convened on Tuesday, April 28, 2026, at 2.00 p.m., in the form of an electronic meeting , only (“e-Meeting” or “e-AGM”) via the Zoom system, via the Zoom system, which will be broadcast live from at the Auditorium Room, 21st floor of GMM Grammy Place, located at No. 50, Sukhumvit 21 Road (Asoke), Khlong Toei Nuea, Wattana, Bangkok, in compliance with the Emergency Decree on Electronic Meeting B.E. 2563 , according to the announcement of the Ministry of Digital Economy and Society on Security Standards of Electronic Conferences B.E. 2563 and other related laws and regulations.

In this e-AGM meeting via electronic media, which the Company assigned Inventech Systems (Thailand) Co.,Ltd, which is an independent agency that provides a the system service for organizing conferences via electronic media, expertise and certification from relevant agencies as follows:

- Certified conference control system (Zoom meeting) (Certification) and
- Inventech Connect is voting system that has passed self-assessment for compliance (Self-Assessment) from the Electronic Transactions Development Agency ("ETDA") by providing registration services and processing the vote counting system in the meeting. At the same time, the Company delivered the e-AGM Operation Manual to the shareholders and proxies attending the meeting at this time had been informed in advance.

Today, the Company broadcasted live to through the VDO Conference remote meeting system from the Auditorium room of the Company.

The Company concern the privacy of the information of the shareholders and the proxies and to comply with Thailand Personal Data Protection Act 2019, For the 2026 Annual General Meeting of Shareholders of GMM Grammy Public Company Limited, the Company has informed all attendees as detailed in the document attached to the invitation letter. The Company collects and uses general personal data for the purpose of preparing the minutes of the 2026 Annual General Meeting of Shareholders and as evidence of your attendance at the meeting, as well as for any other necessary related purposes that are for the legitimate benefit of the Company and other individuals, within a reasonable scope that you can expect. Additionally, the Company will take photographs and record the video during the AGM for the use of reporting and publicizing the AGM via electronic means and printing. You may appear in the picture or video recording of the AGM, but the details of your identity will not be identified, including the company has asked for consent to disclose the names-sumames of shareholders or proxies who have asked questions, directors, executives and auditors who attended the meeting and answered questions of shareholders in the minutes of the meeting.

Furthermore, the Company remains aware of the importance of and supports good corporate governance practices to enhance transparency and build confidence among shareholders, investors, and all stakeholders. Therefore, in organizing every Annual General Meeting of Shareholders, the Company considers the rights of shareholders and treats them equally. The Company has provided an opportunity for shareholders to propose the names of qualified individuals for nomination as directors of the Company, as well as to propose agenda in advance for the 2026 Annual General Meeting of Shareholders, via the Company's website at [www.gmmgrammy.com](http://www.gmmgrammy.com) , starting from from September 9, 2025 to December 9, 2025. However, there was neither proposals of director candidates nor agenda submitted to the Company

For the shareholders' convenience in accessing the information and considering the agenda and related documents, the Company had disclosed the entire set of documents related to the invitation to the 2026 Annual General Meeting of Shareholders, auditor's report & financial statements, and all related attachments both in Thai and in English on the Company's website, not less than 30 days prior to the Meeting, that was from March 27, 2026 onwards. For the 2025 Annual Registration Statement /the 2025 Annual Report (Form 56-1 One Report) in Thai and in English on the Company's website, the company disclosed the not less than 30 days prior to the Meeting, that was from March 27, 2026 onwards.

The Chairman then introduced the directors, members of the sub-committees, management of the Company and auditors, who attended the Meeting , at the Auditorium meeting room, 21<sup>st</sup> Floor, GMM Grammy Place Building and attended the Meeting via Electronic Media (Used Application Zoom meeting system) as follows:

Directors attending the Meeting at the Auditorium meeting room, 21<sup>st</sup> Floor and via electronic media (9 persons as of 100.% of all directors 9 persons) as follows:

Directors attending the Meeting at the Auditorium meeting room, 21<sup>st</sup> Floor (4 person as of 44.44% of all directors 9 persons) as follows:

- |                                  |                                                                                                                                                                                                                                                             |
|----------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Mr. Pailboon Damrongchaitham  | Chairman / Chairman of Advisory Board                                                                                                                                                                                                                       |
| 2. Mr. Vithit Leenutaphong       | Chairman of the Audit Committee/ Chairman of the Nomination and Remuneration Committee / Independent Director                                                                                                                                               |
| 3. Miss Suwimon Jhungjotikapisit | Director (Authorized Director) / Member of the Nomination and Remuneration Committee / Company Advisor                                                                                                                                                      |
| 4. Miss Boosaba Daorueng         | Vice Chairman / Chairman of the Risk Management Committee/ Chairman of the Corporate Governance, Business Ethics, and Sustainability Committee / Chairman of the Group Executive Committee / Director (Authorized Director) / Group Chief Executive Officer |

Directors attending the Meeting via electronic media (5 persons as of 55.56% of all directors 9 persons) as follows:

- |                                  |                                                                                                                                                                                                                                                |
|----------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 5. Mrs. Nidcha Jirametthanakij   | Independent Director/ Member of the Audit Committee                                                                                                                                                                                            |
| 6. Mr. Sunyaluck Chaikajornwat   | Independent Director/ Member of the Audit Committee/ Member of the Corporate Governance, Business Ethics, and Sustainability Committee / Member of the Nomination and Remuneration Committee                                                   |
| 7. Mr. Nattavudh Pungcharoenpong | Independent Director/ Member of the Corporate Governance, Business Ethics, and Sustainability Committee                                                                                                                                        |
| 8. Mr. Phawit Chitrakorn         | Director (Authorized Director)/ Member of the Risk Management Committee/ Member of the Corporate Governance, Business Ethics, and Sustainability Committee / Member of the Group Executive Committee/ Chief Executive Officer – GMM Music,Plc. |
| 9. Mr. Fahmai Damrongchaitham    | Director (Authorized Director) / Member of the Risk Management Committee / Member of the Group Executive Committee                                                                                                                             |

Management attending the Meeting at the Auditorium meeting room, 21<sup>st</sup> Floor (1 persons) as follows:

- |                            |                                                                                                                                |
|----------------------------|--------------------------------------------------------------------------------------------------------------------------------|
| 1. Mr. Churat Rungthawiwut | Chief Financial Officer of GMM Grammy Plc. / Member of the Risk Management Committee / Member of the Group Executive Committee |
|----------------------------|--------------------------------------------------------------------------------------------------------------------------------|

Auditors attending the Meeting at the Auditorium meeting room, 21st Floor (2 persons) as follows:

1. Mrs. Poonnard Paچارoen Auditor of EY Office Co., Ltd.
2. Miss Patcharee Tantipitakkul Assistant Auditor of EY Office Co., Ltd.

In the Meeting, Miss Patcharee Tantipitakkul as an "Inspector" being a witness of the vote counting process and to ensure that the meeting proceeded in accordance with the laws and the Company's Articles of Association.

In addition, the Chairman welcomed the Shareholder rights volunteer, Miss Supeeranut Kaveewat, who is a proxy from the Thai Investors Association attending this meeting.

Thereafter, the Chairman allowed the Conductor to proceed the meeting.

Prior to proceeding the meeting agenda, the Conductor invited shareholders and proxy holders to acknowledge the QR Code Downloading Procedures for supporting documents for the 2026 Annual General Meeting of Shareholders and the Annual Registration Statement / the 2025 Annual Report (Form 56-1 One Report) with details as according to the steps shown in the Invitation to the 2026 Annual General Meeting of Shareholders according to Enclosure 10. The Company has sent it to the shareholders.

After that, the Conductor inform that shareholders and proxy holders to acknowledge a summary of how to register to attend the meeting for attendees of the 2026 AGM via electronic media (e-AGM) used via mobile phones or computers, proceed via video as follows.

The steps for registering via the Inventech Connect system:

- When the meeting date, press on the link to "register for the meeting".
- Enter the email and password received via the email, or verify your identity via OTP.
- Enter the OTP received from your mobile phone.
- Press the "Register" button. Such registration is already considered a quorum.
- Press the "Join Attendance" button.
- Before watching live broadcast, screen will show notification access to devices used to view meetings.
- Press the "Acknowledge" button. Then press the headphones icon to watch the next meeting.
- In case the participant is unable to watch the live broadcast via the Inventech Connect system, please do the following. For attendance using mobile phone. First, select the menu tab in the upper left corner. The screen will show a "Help" menu. Then, select the "Open Zoom" on the bottom, to continue watching the live broadcast through the Zoom application.

The Conductor invited shareholders and proxy holders to acknowledge the voting and counting processes to be the resolution of the 2026 Annual General Meeting of Shareholders, with details as follows:

*1. According to Section 107(1) of the Public Company Act and Clause 31(1) of the Company's Articles of Association, in general case, the resolution shall be passed by the majority votes of the total number of votes of shareholders who attend the meeting and have the right to vote whereby one share shall have one vote, and in the case of equality of votes, the Chairman shall be entitled to a final casting vote.*

2. This meeting is an electronic media (e-AGM or e-meeting) will not have ballots printed for meeting attendees. Therefore, in voting in the e-Voting format, it can be done as follows.

**Steps for Online Meeting Voting, Cancellation, Viewing Results, Switching Accounts, and Logging Out:**

Attendees shall enter their email address and the password received via email, or verify their identity via OTP. → press the 'Register' button to verify identity before access. → press the 'Join Meeting' button. → The screen will then display the meeting agenda as designated by the Company.

1. **Select the voting agenda:** Locate and choose the agenda item you wish to vote on.
2. **Press the "Vote" button:** Once you've selected the agenda, press the button labeled "Vote".
3. **Select your vote:** The screen will display the options "Agree", "Disagree", or "Abstain". Choose your desired option. To cast your vote on each agenda item within the allotted time (1 minute).
4. **Cancel your vote (if desired):** If you wish to change your mind or not vote, press the "Cancel Vote" button.
5. **View the results (after voting closes):** Once the voting for that agenda item has concluded, you can press the "Vote Results" button to see the summary of the votes. The system will aggregate the votes by counting the total votes from those who voted via E-Voting, and those who voted in advance through proxy documents.
6. **Switch user accounts (for mobile phone users):**
  - Tap the menu icon (usually located in the top left corner).
  - Select "User Account".
  - Press the "Change Account" button to access another account. Your votes will not be removed from the meeting agenda.
7. **Log out:** If you wish to log out of the meeting system, press the "Register to leave the quorum" button. This action will immediately remove your votes from all remaining agenda items in the meeting.

Given that this meeting is being conducted via electronic media (e-meeting) and voting will be done electronically (e-Voting), where no ballots are printed. Therefore, in the agenda for the election of directors, the ballots as specified in the annual general meeting quality assessment form cannot be collected., to be in line with the quality assessment project of the annual general meeting of shareholders or AGM Checklist of the Thai Investors Association. The shareholders are requested to vote for each director. The Conductor will call the name of the person nominated for appointment as a director individually.

**Note: \*\*\* In the case where the agenda has already been closed. Attendees will not be able to vote or change their votes.**

3. Each shareholder is permitted to have only one proxy attending and voting at the meeting. Having multiple proxies holding shares and separately casting votes is not permitted.

4. In the case where the proxy holder represents the shareholder by proxy, it shall be deemed that the proxy holder has the number of votes equivalent to the total number of shares held by the shareholder who

granted the proxy. Therefore, in such a case, the number of votes given in the proxy for each agenda shall be counted as the votes for the resolution.

5. Votes casted by those holding Proxy Forms "A" and "B" cannot be split for each agenda article. Votes casted by those holding Proxy Form "C" can be split and are only granted to foreign shareholders who have appointed a custodian in Thailand to manage their shares.

6. To count the votes for each agenda, the "disagree" and "abstain" ballot is deducted from total shares of shareholders and proxy holders attending the meeting and pertain the right to vote. The result of each agenda would be announced in the meeting.

In case of no shareholder casting Disagree or Abstain (depending on each case), it is considered that the meeting unanimously resolved to approve any matter as proposed.

The vote counting process which would be conducted by computer system as follows:

- Step 1: Total shares of shareholders and proxy holders attending the meeting will be recorded as "Agree" votes.
- Step 2: The votes of "Disagree" and "Abstain" will be deducted according to the proxy authorization.
- Step 3: The votes of "Disagree" and "Abstain" will be deducted from voting through the e-Voting system.

The Conductor then summarized the result of each agenda for the Meeting to acknowledge.

7. To ensure the efficiency of the meeting and maximize benefits for all attendees, at the end of each agenda, the Conductor will provide an opportunity for attendees to ask questions. If shareholders or proxies wish to express opinions or raise inquiries, due to this being an e-AGM by **Mobile phone or Computer** have 2 way: 1) by typing a message in the "Type Message" box, or 2) by asking questions via audio and video by clicking the "Ask via Audio and Video" button. The procedures are as follows:

- Select which agenda.
- Press the "Questions" button

**1. Ask a question by typing.**

Type the question and press the "Send Question" button, when the question is sent. The system will display questions sent in the meeting.

**2. Ask the question via video conference.**

Press the "Inquiry via Video and Audio" button → The system will display instructions on how to prepare for the inquiry → To reserve your queue, click the "OK" button → Once the reservation is confirmed, a "Queue Reserved Successfully" notification will appear → Staff will then organize the inquiry queues → When the staff gives the signal to proceed with your question → A popup notification will appear; Press "Join as Panelist" button → A prompt will appear on your browser requesting permission for the application to access your camera and microphone → Press "Allow" button → Turn on your camera → Press "Allow" button again (if prompted) to proceed with your video and audio inquiry.

*In the event that a shareholder is unable to speak through the microphone (within 1 minute), please type your question in the "Type Message" box instead, so that the Conductor can read your question to the meeting on your behalf.*

*For each question asked, whether by typing a message or through audio and video, please state your full name and indicate whether you are attending in person or as a proxy before beginning your question. This is to ensure the accurate and complete recording of the meeting minutes.*

*The Company reserves the right to mute the audio and video of shareholders who ask questions or express opinions that are impolite, defamatory, violate any laws, infringe upon the rights of others, disrupt the meeting, or cause distress to other attendees.*

*The Company gives meeting attendees the opportunity to submit questions on each agenda. In the event that there are no attendees inquire within 1 minute. The Company will proceed with the meeting. If shareholders have further questions, they can type them in, and the staff will read your questions later.*

*In the event that more shareholders wish to ask questions via audio and video in the system, to maintain the meeting's timeframe, shareholders are kindly requested to ask your questions via text message. This will allow the staff to answer the questions, address them at the end of the meeting, or post the answers on the company's website.*

*The Company will summarize all questions and answers sent in advance and those asked in the meeting room by including them as an attachment to the 2026 AGM, which will be published through the information dissemination system of the Stock Exchange of Thailand. and the Company's website within 14 days from the completion of the meeting.*

Then the conductor proposed agenda as follows:

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

The Conductor invited the Chairman to announce to the meeting.

The Chairman reported to the meeting as follows:

- The year 2025 was a period of significant challenges for businesses worldwide. We faced continuous economic volatility, driven by geopolitical tensions and trade protectionism, which affected global production and logistics. At the same time, the rapid leap in AI technology and the climate crisis acted as catalysts, forcing every organization to adapt quickly.
- In Thailand, although the economic recovery remained fragile due to high household debt and limited purchasing power, these circumstances served as a vital test. They pushed us to manage risks more prudently while laying down new strategic foundations for long-term sustainable growth.
- Over the past year, following our full restructuring into a holding company, we have driven our business with both caution and speed to keep pace with changing consumer behaviors. Our core focus remains

the creation of high-quality content that resonates with our audience’s tastes, alongside expanding our reach across all platforms to engage our target groups most effectively.

In 2025, the Company experienced the following significant events related to its core businesses:

- **March 2025: Global Success of "The Red Envelope"**

GDH's film *The Red Envelope* earned over THB 150 million worldwide in box office sales. This remake of the Taiwanese movie *Marry My Dead Body* was a hit with audiences, largely thanks to popular lead actors Billkin and PP.

- **June 2025: "Mad Unicorn" Netflix Series Performance**

The GDH-produced series *Mad Unicorn* was a major success on Netflix. It reached #1 in Thailand and spent two weeks as the 4<sup>th</sup> most-watched non-English series globally. It also made the Top 10 list in 13 different countries.

- **November 2025: Share Sale to YG Entertainment**

GRAMMY sold 1,660,000 shares of GMM Music to YG Entertainment for a total of 1,452,500 USD (representing 0.2075% of all GMM Music shares). We believe this partnership will help grow GMM Grammy's music business and elevate the Thai music industry to the next level.

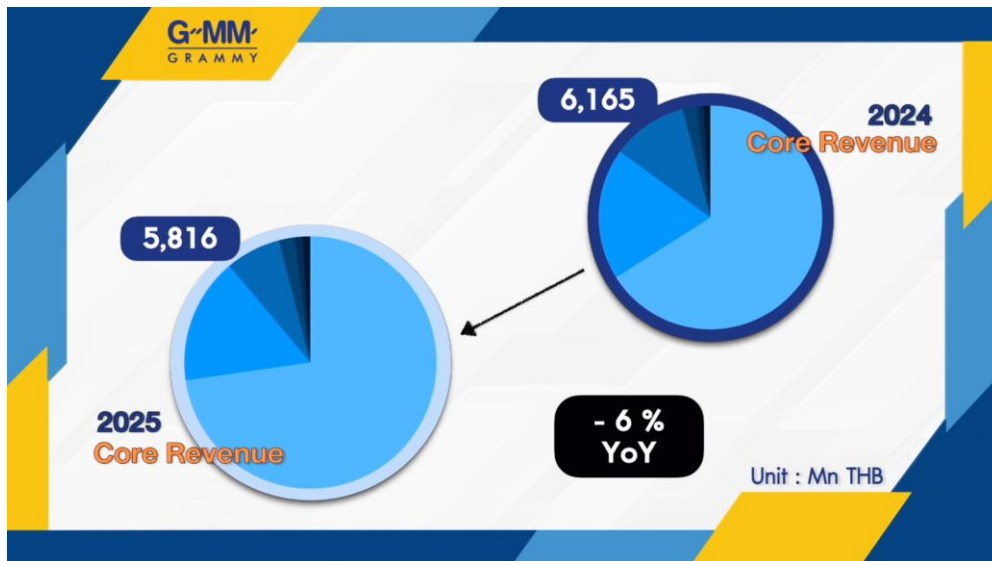
The Company business structure



Currently, the Company’s core operations are divided into 5 core business groups:

- (1.) Music Business: Operated by GMM Music Public Company Limited.
- (2.) Home Shopping: Operated by GMM O Shopping Co., Ltd.
- (3.) Film Business: Operated by GDH 559 Co., Ltd.
- (4.) Satellite Set-Top Box Distribution: Operated by Z Trading Co., Ltd.

(5.) Media Business: Operated by The One Enterprise Public Company Limited (ONEE). The Company holds the digital TV license for the GMM25 channel and has appointed ONEE, our joint venture, as the marketing agent to handle content production, client acquisition, and advertising sales.



Due to the key events of the past year and the performance of each business unit, the Company's total core revenue reached THB 5,816 million. This represents a decrease of approximately 6% compared to 2024.



■ Revenue Structure by Business Group:

- Music Business: THB 4,202 million, accounting for 72% of Core Revenue
- Home Shopping Business: THB 901 million, accounting for 16% of Core Revenue
- Movie Business: THB 420 million, accounting for 7% of Core Revenue
- Satellite Set-top Box Distribution Business: THB 119 million, accounting for 2% of Core Revenue
- Media Business: THB 74 million, accounting for 1% of Core Revenue
- Other Revenue: THB 101 million, accounting for 2% of Core Revenue

The Company continues to prioritize good governance and business ethics. For the 15<sup>th</sup> consecutive year, we received the highest “Excellent” rating for Corporate Governance from the Thai Institute of Directors (IOD).

Additionally, the Thai Investors Association awarded our 2025 Annual General Meeting a perfect score of 100 points, ranking it as “Excellent and Exemplary.” These achievements result from the dedication and hard work of our entire team to ensure sustainable growth. On behalf of the Board of Directors of GMM Grammy Public Company Limited, I would like to thank everyone for their support. Please be assured that we will continue to operate responsibly for the benefit of all stakeholders.

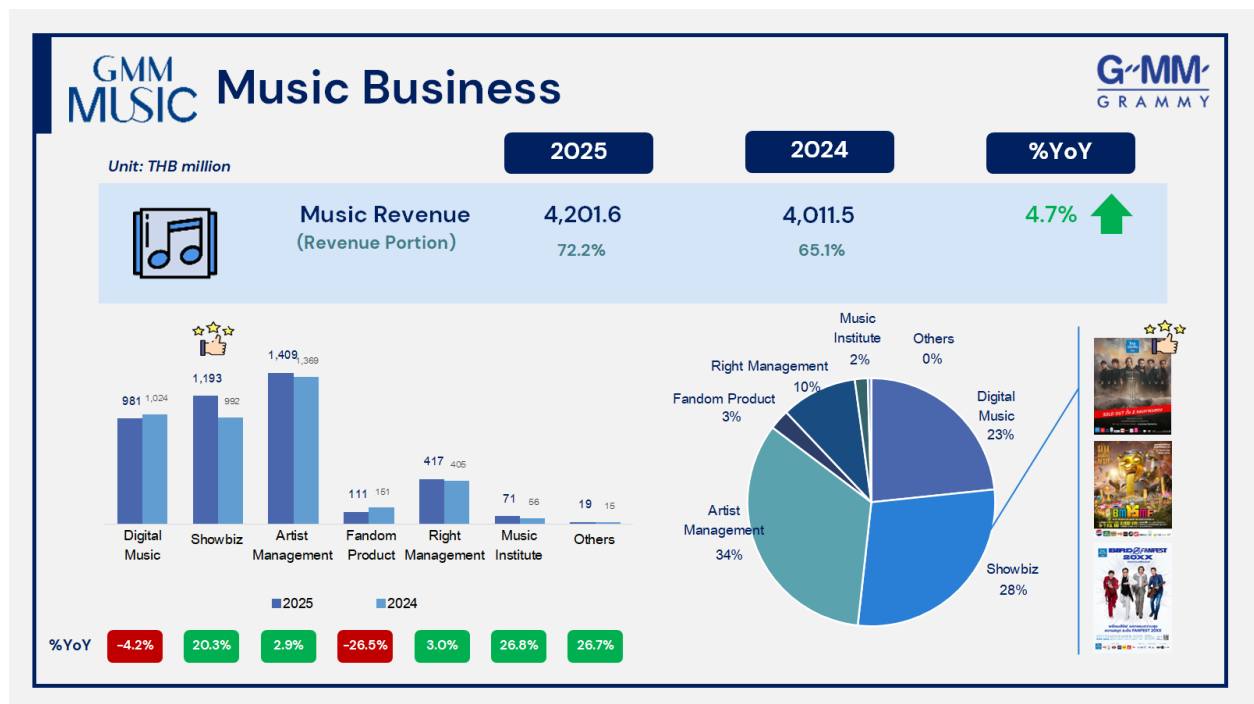
The Company follows good corporate governance principles to ensure clear policies and responsibilities regarding anti-corruption. Our framework includes assessing corruption risks, establishing oversight controls to prevent misconduct, and monitoring compliance with these guidelines. These anti-corruption practices are communicated to all executives and employees through internal channels and the Company’s website to ensure strict adherence. Although the Company has not yet officially joined the "Thai Private Sector Collective Action Against Corruption" (CAC), we are fully committed to fighting bribery and corruption. We have established clear internal guidelines to ensure our business operates transparently and develops toward long-term sustainability.

In 2025, there were no reports or complaints regarding any form of corruption or misconduct involving the Company and/or its subsidiaries.

Subsequently, the Chairman invited Mr. Churat Rungthawiwut, Chief Financial Officer (“Mr. Churat”), to report the operating results and the management discussion and analysis (MD&A) for the year 2025.

Mr. Churat reported on the operating results and the management discussion and analysis (MD&A) for the year 2025.

For the year 2025, the Company reported total revenue of THB 5,816 million, with 72% came from Music Business which is operated by GMM Music.



- Music Business: Operated by GMM Music Public Company Limited (“GMM Music”).** In 2025, this business generated THB 4,201.6 million in revenue, a 4.7% increase from 2024. The revenue breakdown for each music business unit is as follows:
  - Digital Music Business generated THB 981 million, accounting for 23% of the music business revenue. This is a decrease of approximately 4% from 2024, due to a decline in operator services (SMS, ringtones) and streaming services. However, revenue from YouTube grew by 12% compared to 2024.
  - Showbiz Business earned THB 1,193 million, accounting for 28% of the music business revenue. This is a significant increase of approximately 20% (or THB 201 million) compared to 2024. This strong growth was driven by a higher number of concerts in 2025, including highly successful events such as the *Cocktail Ever Live* concert, the *Big Mountain Music Festival*, and the *Bird FANFEST 20XX* concert.
  - Artist Management Business generated THB 1,409 million, accounting for 34% of the music business revenue. This represents an increase of approximately 3% compared to 2024.
  - Merchandise Business generated THB 111 million, accounting for 3% of the music business revenue. This is a decrease of approximately 26.5% compared to 2024.
  - Rights Management Business generated THB 417 million, accounting for 10% of the music business revenue. This represents an increase of approximately 3% compared to 2024.
  - Music Academy Business generated THB 71 million, accounting for 2% of the music business revenue. This represents an increase of approximately 27% compared to 2024.
  - Other Music Business generated THB 19 million, accounting for 0.5% of the music business revenue.

As shown, the music business group continued to grow well this year, increasing by more than THB 190 million compared to 2024. This growth was driven primarily by the Showbiz Business, where the Company increased the number of concerts and music festivals to cover all regions of Thailand, consistently receiving a strong response from audiences.



- **Home Shopping Business:** Operated by GMM O-Shopping, this business focuses on TV Home Shopping through the GMM O-Shopping channel across Digital TV, Satellite TV, and online platforms. In 2025, O-Shopping generated THB 901 million in revenue, a decrease of approximately 23% from 2024. This was due to the closure of unprofitable sales channels, including all Satellite TV channels and some Digital TV channels. However, in June, the business adapted by expanding into popular Digital TV channels like Thairath TV and adding a wider variety of new products, such as fresh food. The best-selling product categories last year were health supplements, food, beauty and cosmetics, undergarments, and kitchenware.

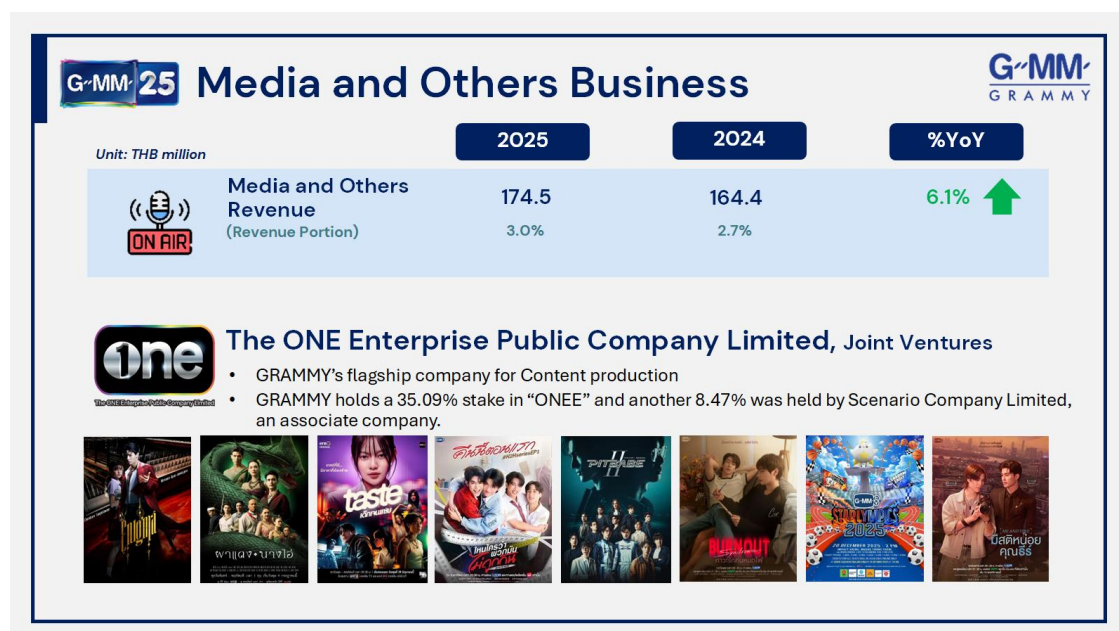


- **Movie Business (Operated by GDH 559)**, this segment earned THB 420 million in 2025, a decrease of approximately 40% from 2024. This decline occurred because 2024 saw the release of "Lahn Mah" (How to Make Millions Before Grandma Dies) and "The Paradise of Thorns," which were massive hits both locally and internationally, earning over THB 490 million combined at the Thai box office. In 2025, GDH released three new films: *Flat Girl*, *The Red Envelope*, and *Diva...La Vie*. Additionally, the business earned revenue from domestic distribution by selling the licenses of both new and catalog films to platforms like Netflix and TrueID.


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- **Satellite TV Set-Top Box Distribution Business** (Operated by Z Trading), this business manages satellite TV networks and distributes various set-top boxes, including satellite, digital terrestrial, and internet TV boxes, as well as "Music Box" players. In 2025, the segment earned THB 119 million in revenue, a decrease of approximately 7% from 2024. This decline was primarily due to the overall market downturn in the satellite TV industry.



- **Media and Other Businesses:** In 2025, this segment generated a total revenue of THB 175 million, an increase of approximately 6% from 2024. This growth was mainly driven by higher revenue from licensing sales and platform services. Regarding the Joint Venture group, the Company holds a 35.09% stake in The One Enterprise Public Company Limited (ONEE), with an additional 8.47% held through Scenario Co., Ltd. The Company received THB 150.4 million in dividends from ONEE's performance. Further details can be found on the table provided.

Joint Ventures 		Unit: THB million		
The One Enterprise PLC.	2025	2024	2023	
Net Profit (THB)	450.5	421.0	505.1	
Earning per share	0.19	0.18	0.21	
GRAMMY holds ONEE share	835.5	835.5	567.4	
%Shareholding (Direct)	35.1%	35.1%	25.1%	
<b>1 Payment Date</b>	<b>5/9/2568</b>	<b>20/9/2567</b>	<b>15/9/2566</b>	
Dividend (THB/share)	0.05	0.08	0.05	
Dividend (THB)	41.8	66.8	29.9	
<b>2 Payment Date</b>	<b>20/5/2569</b>	<b>26/5/2568</b>	<b>24/5/2567</b>	
Dividend (THB/share)	0.13	0.09	0.13	
Dividend (THB)	108.6	75.2	77.7	
<b>Total Dividend</b>	<b>150.4</b>	<b>142.0</b>	<b>107.5</b>	

The Conductor asked the Meeting whether the shareholder or proxies had any questions or comments. There was no question or comment.

During the conduct of this agenda, there were 1 additional shareholder attending in person 19,800 shares, Thus, there were a total of 36 shareholders attended the Meeting and the total number of shares present in the Meeting was 696,149,689 shares.

Whereas this agenda is proposed for acknowledgment, there was no vote. The conductor summarized that the meeting acknowledged the Company's 2025 operational results and the 2025 Annual Report (Form 56-1 One Report) as proposed above.

#### Agenda 2 To consider and approve the financial statements for the year ended December 31, 2025

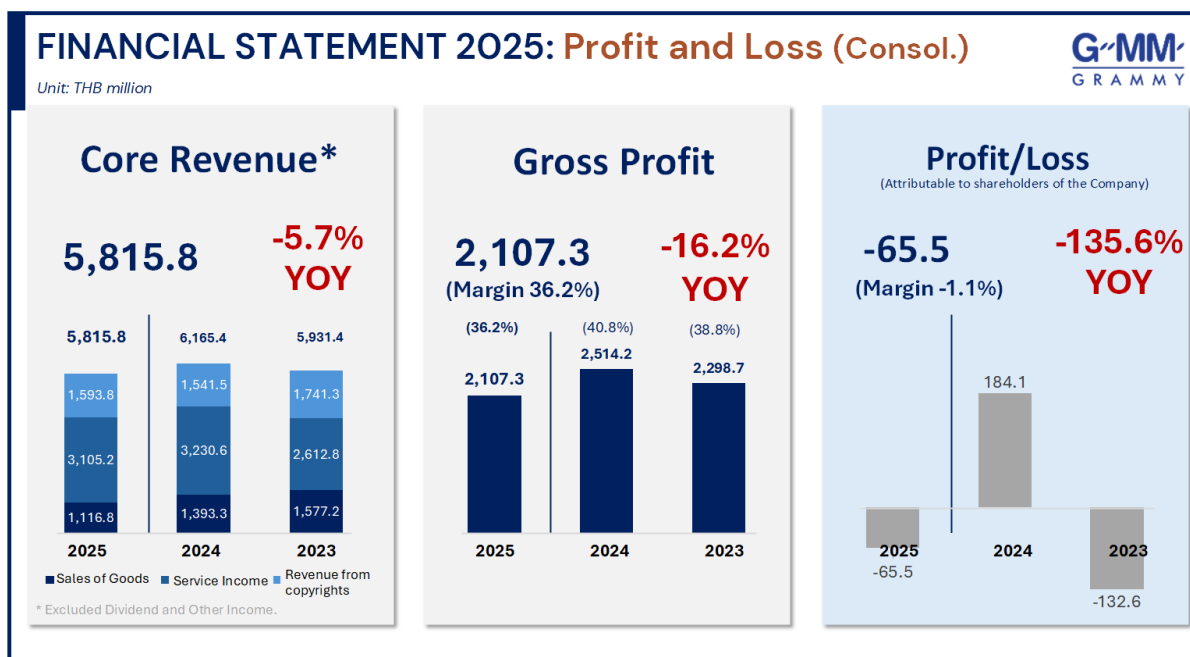
The Conductor invited Mr. Vithit Leenutaphong ("Mr. Vithit"), as a Chairman of the Audit Committee, to inform the details of this agenda to the Meeting.

Mr. Vithit said that 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 fiscal year ended December 31, 2025, which will be presented to the shareholders, was reviewed by the Audit Committee. The Audit Committee expressed their opinion that the auditor's report, financial statement and note to the financial statement contained accurate information, in accordance with facts and was made in accordance with general accepted accounting standards. The financial statement was reviewed and certified by the Company's auditor – Mrs. Ponnard Paچارoen from EY Office Co., Ltd. She expressed his opinion that the financial statement of the Company showed accurate information in accordance with appropriate content stipulated for the financial report standard. Details from the Financial Statement as of

December 31, 2025, appears 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 was also attached to the Invitation AGM Letter (Enclosure 2)

Thereafter, Mr. Vithit assigned Mr. Churat Rungthawiwut (“Mr. Churat”) to summarize the information of the financial statement to the Meeting which was concluded as follows:

The Financial Statements for the fiscal year ending December 31, 2025.



To comply with relevant laws and regulations, the Company has prepared the financial statements for the fiscal year ending 31 December 2025. These statements have been audited by a certified public accountant, reviewed by the Audit Committee, and approved by the Board of Directors. The key financial figures are summarized as follows:

- Consolidated Financial Performance: In 2025, total core revenue was THB 5,815.8 million, a decrease of THB 349.6 million (5.7%) from 2024. This was mainly due to the closure of unprofitable sales channels in the Home Shopping business and lower Film revenue compared to the massive success of How to Make Millions Before Grandma Dies in 2024. However, the Music business continued to grow, earning THB 4,201.6 million, an increase of over THB 190 million (4.7%) compared to the previous year.
- Gross Profit: The group’s total gross profit was THB 2,107.3 million, a decrease of THB 406.9 million from the THB 2,514.2 million recorded in 2024. This decline was a direct result of the decrease in total revenue.
- Net Profit/Loss: The Company reported a Net Loss (attributable to shareholders) of THB 65.5 million, down from a profit of THB 184.1 million in 2024. This loss was due to special items, including a THB 40.8 million reduction in the value of financial assets and a THB 53.6 million impairment of investments. Excluding these special items, the Company would have recorded an operating profit of approximately THB 87.5 million.

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### Consolidated Income Statement for the year ending 31 December 2025



	2025		2024 (Restated)		Increase (Decrease)	
	THB mn	%	THB mn	%	THB mn	%
Total Core Revenue	5,815.8	100.0%	6,165.4	100.0%	-349.6	-5.7%
Operating Profit (Loss)	102.4	1.8%	391.5	6.3%	-289.1	-73.8%
<b>Profit (Loss) for the year – Before adjusting special items</b>	<b>87.5</b>	<b>1.5%</b>	<b>275.2</b>	<b>4.5%</b>	<b>-187.7</b>	<b>-68.2%</b>
<u>Adjusting special items</u>						
Loss on fair value in other current financial assets	-40.8	-0.7%	-14.4	-0.2%	-26.4	-188.4%
Loss on impairment of investments in subsidiaries	-58.6	-0.9%	0.0	0.0%	-58.6	-100.0%
<b>Profit (Loss) for the year</b>	<b>-6.9</b>	<b>-0.1%</b>	<b>260.8</b>	<b>4.2%</b>	<b>-267.7</b>	<b>-102.6%</b>
Profit (loss) attributable to shareholders of the Company	-65.5	-1.1%	184.1	3.0%	-249.6	-135.6%
Earnings per share	-0.08		0.22			

Summary of the key points of the consolidated income statement for the year ended on December 31, 2025 compared with the year ended December 31, 2024 are as follows:

- Total Core Revenue was THB 5,815.8 million and Operating Profit was THB 102.4, a decrease of THB 289.1 million or 74% from 2024, following the reduction in Total Core Revenue and Gross Profit.
- The Company recorded a profit before special items of THB 87.5 million. Special items included a THB 40.8 million loss from the fair value measurement of other financial assets and a THB 53.6 million impairment loss on investments in subsidiaries and associates. These factors resulted in a total net loss for the year of THB 6.9 million, leading to a net loss attributable to shareholders of THB 65.5 million.

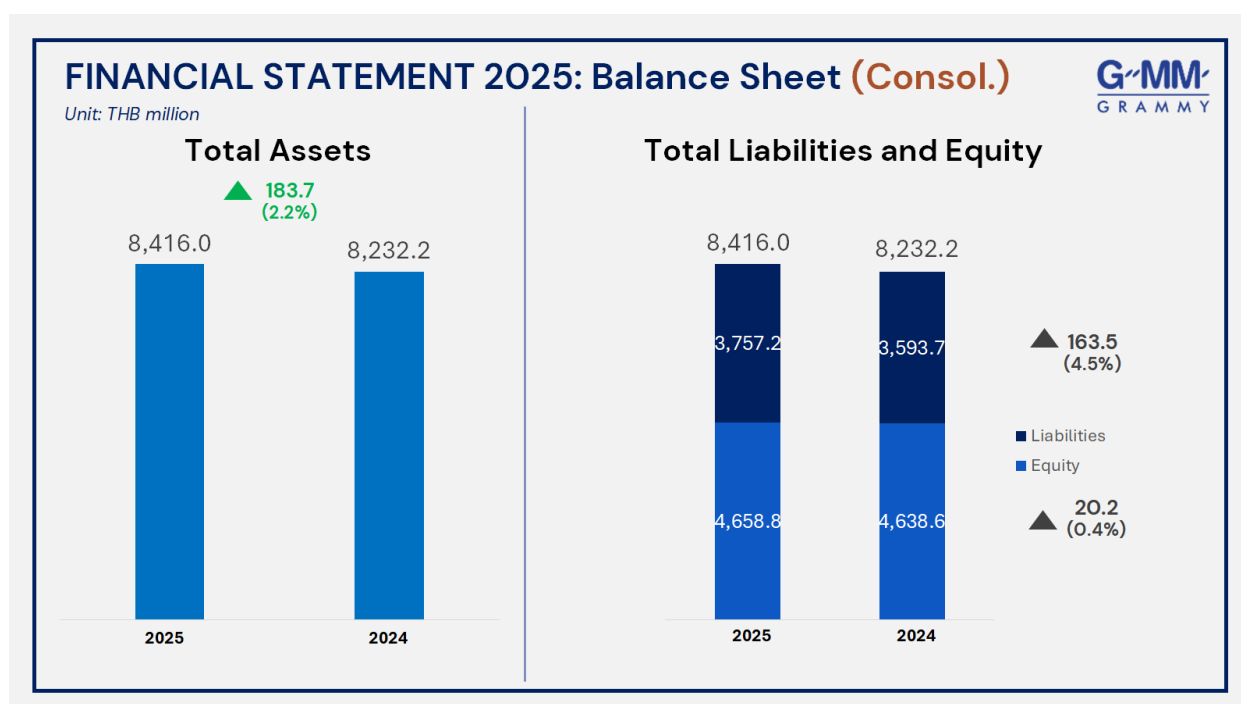
### Separated Income Statement for the year ending 31 December 2025



	2025		2024 (Restated)		Increase (Decrease)	
	THB mn	%	THB mn	%	THB mn	%
Total Core Revenue	205.6	100.0%	210.6	100.0%	-5.0	-2.4%
Operating Profit (Loss)	-128.0	-62.3%	2,686.4	1,275.6%	-2,814.4	-104.8%
<b>Profit (Loss) for the year – Before adjusting special items</b>	<b>-152.2</b>	<b>-74.0%</b>	<b>-218.4</b>	<b>-103.7%</b>	<b>66.2</b>	<b>30.3%</b>
Total adjusted special items – net	13.1	6.4%	2,879.0	1,367.4%	-2,866.0	-99.5%
Profit from sales of investments	45.3	22.0%	2,815.4	1,337.2%	-2,770.1	-98.4%
Reversal of recognition of liabilities from loan guarantee contracts	39.0	19.0%	78.1	37.1%	-39.1	-50.0%
Loss on fair value in other current financial assets	-40.8	-19.8%	-14.4	-6.8%	-26.4	-183.3%
Loss on impairment of investments in subsidiaries	-30.4	-14.8%	0.0	0.0%	-30.4	-100.0%
<b>Profit (Loss) for the year from continuing operations</b>	<b>-139.1</b>	<b>-67.7%</b>	<b>2,660.7</b>	<b>1,263.7%</b>	<b>-2,799.8</b>	<b>-105.2%</b>
Profit (Loss) for the year from discontinued operations	-	-	-	-	-	-
<b>Profit (Loss) for the year</b>	<b>-139.1</b>	<b>-67.7%</b>	<b>2,660.7</b>	<b>1,263.7%</b>	<b>-2,799.8</b>	<b>-105.2%</b>

Summary of the key points of the separate income statement for the year ending on December 31, 2025 compared with the year ending on December 31, 2024 are as follows:

The Company reported total core revenue of THB 205.6 million, a decrease of THB 5.0 million from 2024. The loss before special items was THB 152.2 million, which reflects an operational improvement of THB 66.2 million or 30.3% compared to the previous year. For 2025, the Company recorded net special items totaling THB 13.1 million, consisting of a THB 45.3 million gain from the sale of investments and a THB 39.0 million reversal of liabilities from loan guarantees, offset by a THB 40.8 million loss from the fair value measurement of other financial assets and a THB 30.4 million impairment loss on investments in subsidiaries and associates. Consequently, the total net loss for the year was THB 139.1 million. This loss appears significantly higher than the 2024 figure by THB 2,799.8 million because the 2024 results included a large one-time gain of THB 2,815.4 million from the sale of investments.



The summary of Statement of Financial Position (Balance Sheets) for the year ended December 31, 2025 compared with the year ended December 31, 2024, are detailed as follows:

Total Assets as of 31 December 2025 amounted to THB 8,416.0 million, an increase of 2.2% from the end of 2024. This growth was mainly due to changes in right-of-use asset lease agreements and intangible assets from music and music video productions.

Total Liabilities as of 31 December 2025 were THB 3,757.2 million, up 4.5% from the end of 2024. Key items included changes in lease agreement liabilities and adjustments to both short-term and long-term loans from financial institutions. Consequently, the Interest-Bearing Debt to Equity ratio (IBD/E) increased from 0.22 times in 2024 to 0.36 times. This ratio remains low, reflecting the Group's stable financial position.

Total Shareholders' Equity as of 31 December 2025 was THB 4,658.8 million, a slight increase of 0.4% from the end of 2024 due to retained earnings. This is divided into THB 303.9 million for non-controlling interests of subsidiaries and THB 4,354.9 million for the Company's shareholders.

The Board of Directors has considered and recommended that the Annual General Meeting of Shareholders approve the financial statements for the fiscal year ending 31 December 2025, as presented above.

The Conductor asked the Meeting whether the shareholder or proxies had any questions or comments. There was no question or comment. Thereafter, the Conductor requested the Meeting to cast their votes on this agenda.

The Meeting considered the matter and casted the votes. The Meeting approved the financial statements for the year ended December 31, 2025 by majority votes of the shareholders attending the Meeting and casted their votes. The voting results were as below: (Closing vote at 3.04 p.m.)

Eligible Voter	Number of Vote (shares)	Percentage
Agreed	696,149,689	100.0000
Disagreed	0	0.0000
Voided Ballot	0	0.0000
Total	696,149,689	100.0000
Abstained	0	-

**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.

The Conductor invited Mr. Churat to present the details to the Meeting. Mr. Churat declared that according to Section 116 of the Public Limited Companies Act B.E. 2535 and additional amendments ("Public Act") and the Company's Articles of Association ("AoA") Clause 38, "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.

In consideration of the 2025 operating results and the Company's cash flow, and to ensure sufficient working capital for its operations, 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 to the shareholders. Nonetheless, the Company remains committed to generating sustainable returns for its shareholders in the long term and intends to resume dividend payments once the operating performance returns to normalcy.

The Conductor asked the Meeting whether the shareholder or proxies had any questions or comments. There was no question or comment. Thereafter, the Conductor requested the Meeting to cast their votes on this agenda.

The Meeting considered the matter and casted the votes. The Meeting resolved to approve the omission of the appropriation of the 2025 net profit as statutory reserve and approved the omission of dividend payments from the 2025 operational results. This is to ensure that the Company maintains sufficient working capital for its business operations, by majority votes of the shareholders attending the Meeting and casted their votes, the voting results are as below: (Closing vote at 3.13 p.m.)

Eligible Voter	Number of Vote (shares)	Percentage
Agreed	696,149,689	100.0000
Disagreed	0	0.0000
Voided Ballot	0	0.0000
Total	696,149,689	100.0000
Abstained	0	-

**Agenda 4 To consider and approve the appointment of directors in replacement of those who must retire by rotation for the year 2026.**

The Conductor invited Mr. Vithit Leenutaphong, as the Chairman of the Nomination and Remuneration Committee to announce the details of this agenda to the Meeting.

Mr. Vithit declared to the meeting that pursuant to the Public Act and Clause 14 of the AoA, one-third of all directors shall be retired by rotation in each year. In this year 2026, there were 3 directors who are due for retirement by rotation (from 9 directors), as shown in below table.

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 Chittrakorn <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 Chittrakorn 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, there was no shareholder nominating the qualified person to the Company.

In order for the meeting to vote comfortably, therefore inviting the 3 retired directors, namely (1) Mr. Paiboon Damrongchaitham, (2) Miss Boosaba Daorueng and (3) Mr. Phawit Chittrakorn have to temporarily leave from the Auditorium Room, 21<sup>st</sup> Floor and this electronic media conference room temporarily. After the vote closes, the Conductor will invite 3 directors to return into the Auditorium Room, 21<sup>st</sup> Floor and the electronic media conference room as usual once the voting on this agenda has been completed. Dr.Naris would also like to request the Conductor to present the information to the meeting.

The Conductor informed the shareholders that the Company had 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 Board of Director's Meeting (the "BoD"), by the proposal of the Nomination and Remuneration Committee (the "NRC") at the Meeting No.1/2026 held on February 27, 2026, (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 re-appoint as a Chairman of the Board, categorized a Non-Executive Director.

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

It is deemed appropriate to re-appoint both directors to the Board for another term. This is due to their full qualifications as prescribed by the Public Limited Companies Act and the regulations of governing authorities. Both candidates possess the appropriate qualifications for the Company's business operations, are persons of high caliber, knowledge, and expertise, and have extensive experience that is beneficial to the Company's business conduct. Furthermore, they possess a broad vision and have demonstrated excellent performance in their capacity as directors. Their contributions and support to the Board of Directors have significantly benefited the Company throughout their previous terms of office.

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

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 T 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 (to replace Mr. Phawit Chitrakorn).

Their profiles and other supporting information and the qualification of the Company's independent directors who retired by rotation in Enclosure 3.1 - 3.3.

Following that, the Conductor informed the meeting that, according to the Company's Articles of Association, Clause 13, individuals receiving the highest number of votes in descending order shall be elected as directors of the Company up to the number of directors to be elected at this time, which is three individuals. In the event that individuals elected in the subsequent order receive the same number of votes exceeding the number of directors to be appointed or elected at this time, the Chairman of the Meeting shall have the casting vote. However, in this meeting, the number of directors proposed for election is exactly equal to the number of directors to be elected at this time. After all three individuals have been voted on, the Conductor will announce the vote count for all three individuals.

The Conductor explained to the meeting that in order to comply with the company's good corporate governance policy. This vote Shareholders will be allowed to vote on the appointment of individual directors. However, because today's meeting is the meeting via electronic media, and e-Voting is required, which does not provide ballots for shareholders, resulting in the Company unable to comply with the requirements of "Quality Assessment Project of the Annual General Meeting of Shareholders of Listed Companies" assessed by the Thai Investors Association. In regard to collecting ballots from all shareholders and proxies who attend the meeting and vote "Agree" on this agenda item.

The Conductor asked the Meeting whether the shareholder or proxies had any questions or comments. There was no question or comment. Thereafter, the Conductor requested the Meeting to cast their votes on this agenda.

The Meeting considered the matter and casted the votes. The Meeting approved the appointment of the 3 afore-mentioned candidates as the Company's directors, according to each person as follows:

1) To approved the appointment of Mr. Paiboon Damrongchaitham, as a Chairman of the Board, categorized a Non-Executive Director for another term.

2) To approved the appointment of Miss Boosaba Daorueng as a Vice Chairman of the Board, categorized as an Executive Director and Authorized Director for another term.

3) To approved the appointment of Mr. Kittisak Chuang-a-roon as a new Executive Director and Authorized Director .

By majority votes of the shareholders attending the Meeting and casted their votes, the voting results are as below: (Closing vote at 3.29 p.m.)

**1) Mr. Paiboon Damrongchaitham to be re-appointed as a Chairman of the Board, categorized a Non-Executive Director for another term.**

Eligible Voter	Number of Vote (shares)	Percentage
Agreed	696,149,689	100.0000
Disagreed	0	0.0000
Voided Ballot	0	0.0000
Total	696,149,689	100.0000
Abstained	0	-

**2. Miss Boosaba Daorueng to be re-appointed as a Vice Chairman of the Board, categorized as an Executive Director and Authorized Director for another term.**

Eligible Voter	Number of Vote (shares)	Percentage
Agreed	696,149,689	100.0000
Disagreed	0	0.0000
Voided Ballot	0	0.0000
Total	696,149,689	100.0000
Abstained	0	-

**3. Mr. Kittisak Chuang-a-roon to be appointed as a new new Executive Director and Authorized Director (to replace Mr. Phawit Chittrakorn).**

Eligible Voter	Number of Vote (shares)	Percentage
Agreed	696,149,689	100.0000
Disagreed	0	0.0000
Voided Ballot	0	0.0000
Total	696,149,689	100.0000
Abstained	0	-

After the vote closed, the Conductor invited 3 directors to return into the Auditorium Room, 21st Floor and the electronic media conference room.

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

The Conductor informed the Meeting of the information for consideration and approval the amendment to the authorized directors who can sign to bind the Company, as follows:

Following the resolution in Agenda 4 , the Meeting approved the appointment of Mr. Kittisak Chuang-a-roon, (Acting) Chief Operating Officer, as an Executive Director and Authorized Director, replacing Mr. Phawit Chitrakorn. 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 Chitrakorn** 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.

The Conductor asked the Meeting whether the shareholder or proxies had any questions or comments. There was no question or comment. Thereafter, the Conductor requested the Meeting to cast their votes on this agenda.

The Meeting considered the matter, cast the votes. The Meeting resolved to approve the amendment to the authorized directors who can sign to bind the Company as follows: "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 ", by majority votes of the shareholders attending the Meeting and casted their votes, the voting results are as below: (Closing vote at 3.34 p.m.)

Eligible Voter	Number of Vote (shares)	Percentage
Agreed	696,149,689	100.0000
Disagreed	0	0.0000
Voided Ballot	0	0.0000
Total	696,149,689	100.0000
Abstained	0	-

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

The Conductor informed the Meeting that for this agenda item, Mr. Vithit Leenutaphong, the Chairman of the Nomination and Remuneration Committee, had assigned the Conductor to present the details to the Meeting for the consideration and approval of the remuneration for the Board of Directors and Sub-committees for the year 2026, which can be summarized as follows:

For the 2026 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, work performance of the Company's directors, business expansion, a comparison with other companies in the same industry and similar nature of 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, it is deemed appropriate to propose to the Annual General Meeting of Shareholders, to approve the remunerations of the Board of Directors and Audit Committees for the year 2026 totaling at the total amount of THB 6,650,000, equal to the remuneration of the previous year, using the same rule for the allocation of remuneration as the previous year. No remuneration shall be paid to other sub-committees. Summarized 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 total amount of THB 6,650,000, 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: THB/year)

Committee	2026 (Proposed)	2025	2024
The Board of Directors	Total proposed remuneration not exceeding	Total remuneration not exceeding	Total remuneration not exceeding
Audit Committee	THB 6,650,000	THB 6,650,000	THB 6,650,000

## 1.2) Non-Monetary Remuneration / Other Benefits

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

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

- Monthly Remuneration pay to the Board of Directors.

Committee	Position	Monthly Remuneration (THB / 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 (THB / 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 were appointed by the Board as follows:

#### The Audit Committee

The Audit Committee's Remuneration Criteria as follows;

- Monthly Remuneration pay to the Audit Committee.

Committee	Position	Monthly Remuneration (THB/ 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 (THB/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, Business Ethics and Sustainability Committee, and the Group Executive Committee, do not receive any 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 THB 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 Remunera tion 2025		
		(Baht)	(Baht)	(Baht)	(Baht)	(Baht)		
2. Mr. Vithit Leenutaphong <sup>11</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>12</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>13</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 Damrongchaitham	Director / Executive Director	-	-	307,861.04	-	-	-Provided- *	307,861.04

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 Remunera tion 2025		
		(Baht)	(Baht)	(Baht)	(Baht)	(Baht)		
Dr. Naris Chaiyasoot <sup>11</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>12</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>13</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 Chaiyasoot, 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.

The Conductor asked the Meeting whether the shareholder or proxies had any questions or comments. There was no question or comment. Thereafter, the Conductor requested the Meeting to cast their votes on this agenda.

The Meeting considered the matter and casted the votes. The Meeting resolved to approve the remunerations of the Board of Directors and Audit Committees for the year 2026 totaling at the amount of THB 6,650,000, which is the same amounts as the previous year, using the same rule for the allocation of remuneration as the previous year. No remuneration shall be paid to other sub-committee as per the details proposed above by not less than two-third of the total votes casted by shareholders attending the Meeting. The voting results are as below: (Closing vote at 3.43 p.m.)

Eligible Voter	Number of Vote (shares)	Percentage
Agreed	696,149,689	100.0000
Disagreed	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	696,149,689	100.0000

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

The Conductor invited Mr. Churat to present the details of this agenda to the Meeting.

Mr. Churat informed the Meeting that pursuant to the Public Act, shareholders are responsible for the appointment of the Company's auditors and its annual audit fee. Under the Notice of the Capital Market Board No. Tor Chor. 75/2561 (No.14) Re: Rules, conditions and procedures for information disclosure relating to the financial condition and operating results of issuing companies on "Auditor Rotation" whose key points can be summarized as follows: "Listed companies must ensure the rotation of its auditor. In case 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 being 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 good working standard, independence and satisfied performance during the past years. The Meeting was proposed to appoint any one of the individuals below be responsible to review, audit and provide an opinion on the financial statements of the Company:

*-intentionally left blank-*

**The Company's Auditors:**

1. Mrs. Poonnard Paocharoen (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 the event that the aforementioned auditors were unable to perform their duties, EY would replace the person with another auditor from its firm to conduct the audit work and give an opinion on the financial statements of the Company. The auditors who certified the financial statements had no relationship in any circumstances and have neither conflict of interest with the Company and its affiliates nor the management and 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, the Auditors of EY who are the auditors of the Company's subsidiaries under the same auditing firm are as follows:

**The Company's subsidiaries' Auditors:**

1. Mrs. Poonnard Paocharoen (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 subsidiaries, both using the same auditor as the Company and using other auditors. The Board of Directors will supervise that the financial statements can be prepared in a timely manner according to the law.

**The Audit Fees:**

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 of THB 2,340,000 which is a decrease of THB 150,000 or approximately 6% lower than from the previous year 2025, Additionally, the non-audit services fee is proposed at THB 50,000, which is a decrease of THB 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.

The Conductor asked the Meeting whether the shareholder or proxies had any questions or comments. There was no question or comment. Thereafter, the Conductor requested the Meeting to cast their votes on this agenda.

The Meeting considered the matter and casted the votes. The Meeting resolved to approve the appointment of the auditors and the determination of the audit fee for the year 2026 as proposed above, by majority votes of the shareholders attending the Meeting and casted their votes, the voting results are as below: (Closing vote at 3.51 p.m.)

Eligible Voter	Number of Vote (shares)	Percentage
Agreed	696,149,579	99.99998
Disagreed	110	0.00002
Voided Ballot	0	0.00000
Total	696,149,689	100.00000
Abstained	0	-

**Agenda 8 To consider other matters. (if any)**

The Conductor asked the shareholders and proxies whether there were any other matters for consideration, to be in accordance with Section 105 of the Public Act, No other matter was raised to the Meeting.

The Conductor gave an opportunity and asked the Meeting whether the shareholder or proxies had any questions or comments. The questions and comments mentioned in this agenda are recorded and attached with the minutes.

Thereafter, the Conductor invited the Chairman to declare the adjournment.

The Chairman expressed her appreciation to all shareholders for attending the Meeting and declared the Meeting adjourned.

The Meeting adjourned at: 3.58 p.m.

Signature.....*Miss Boosaba Daorueng*.....The Chairman of the Meeting  
(Miss Boosaba Daorueng)

Signature.....*Mrs. Somsuda Ruampumsuk*.....Minutes Recorder  
(Mrs. Somsuda Ruampumsuk)

Questions and Answers

The 2026 Annual General Meeting of Shareholders, on April 28<sup>th</sup>, 2026.

GMM Grammy Public Company Limited

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Agenda 8 To consider other matters. (if any)

1. Miss Supeeranut Kaveewat, proxy from Thai Investors Association, inquired as follows:

- Following the submission of the GMM Music filing to the SEC, I would like to know the clear timeline for the listing on the SET. Additionally, how does the Company plan to allocate the cash flow raised from this capital increase between expanding the music business and other businesses within the group to create long-term value for GRAMMY shareholders?

Mr. Churat Rungthawiwut, informed as follows:

- Thank you for your question. The GMM Music Filing was withdrawn, and the IPO plan was postponed in March 2025. This decision was approved by the Board of Directors of both GMM Music and GMM Grammy. The Company determined that the timing for an IPO was not ideal due to the ongoing volatility in the Thai capital market, driven by overall domestic and global economic conditions, which were not conducive to fundraising.
- Regarding the IPO timeline, it remains a part of the Company's long-term business plan, with the specific timing dependent on the prevailing global economic conditions and the state of the Thai capital market..

2. Mr. Vichit Laohasathiarakul, a shareholder attending in person, inquired as follows:

- Will there be any impact on the obligations or commitments held with Tencent?

Mr. Churat Rungthawiwut, informed as follows:

- Despite the delay of the GMM Music IPO, the Company has no outstanding obligations or commitments to Tencent. Currently, the Group continues its business operations and collaboration with Tencent as usual.

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