

SET 2025/004

April 28, 2025

Subject: Notification of the Resolutions of the 2025 Annual General Meeting of Shareholders (Revised)

To: President

The Stock Exchange of Thailand

TEAM Consulting Engineering and Management Public Company Limited (“the Company”) held the 2025 Annual General Meeting of Shareholders on April 28, 2025 at 10.00 hours via electronic meeting platform (e-AGM) in accordance with Emergency Decree on Electronic Meeting B.E. 2563 and other related laws and regulations. The shareholders have passed the resolutions as follows:

1. Certified the Minutes of the 2024 Annual General Meeting of Shareholders held on April 25, 2024 by a majority vote as follows:

Approved	336,184,121	Votes	or represented	100.00	Percent
Disapproved	1	Votes	or represented	0.00	Percent
Abstained	0	Votes	or represented	0.00	Percent

2. Acknowledged the report on the Company's operating results for ending December 31, 2024. (This agenda is for acknowledgement and no casting vote is required from shareholders.)

3. Approved the Company's 2024 financial statements for the fiscal period ended on December 31, 2024 by the unanimous votes as follows:

Approved	336,184,122	Votes	or represented	100.00	Percent
Disapproved	0	Votes	or represented	0.00	Percent
Abstained	0	Votes	or represented	0.00	Percent

4. Approved the allocation of net profits as legal reserves and dividend payment for the year 2024
 - (1) Approved the allocation of the annual net profit as a legal reserve for the year 2024 (separate financial statements) in the amount of Baht 5,800,000.
 - (2) Approved the dividend payment for the operating results of the year 2024 at the rate of 0.14 Baht per share, totaling an amount not exceeding 114,506,226.52 Baht (One hundred

fourteen million five hundred six thousand two hundred twenty-six Baht and fifty-two satang). The Record Date for determining shareholders entitled to receive the dividend is set on May 9, 2025, and the dividend payment at the rate of 0.14 Baht per share is scheduled for May 26, 2025.

The shareholders have passed the above resolution by the unanimous votes as follows:

Approved	336,184,122	Votes	or represented	100.00	Percent
Disapproved	0	Votes	or represented	0.00	Percent
Abstained	0	Votes	or represented	0.00	Percent

5. Approved the election of directors in replacement of those who are retiring as follows:

- (1) Approved the re-election of General Wichien Sirisoonthorn as the Company's Independent Director for an additional term [by a majority vote](#) as follows:

Approved	324,133,002	Votes	or represented	96.42	Percent
Disapproved	12,051,120	Votes	or represented	3.58	Percent
Abstained	0	Votes	or represented	0.00	Percent

- (2) Approved the re-election of Mrs. Suvimol Chrityakierne as Company's Independent Director for an additional term [by a majority vote](#) as follows:

Approved	324,133,002	Votes	or represented	96.42	Percent
Disapproved	12,051,120	Votes	or represented	3.58	Percent
Abstained	0	Votes	or represented	0.00	Percent

- (3) Approved the election of Assistant Professor Dr. Denpong Soodphakdee as an independent director, filling the vacancy resulting from Mr. Prasong Wangrattanapranee's retirement from the Board by the unanimous votes as follows:

Approved	336,184,122	Votes	or represented	100.00	Percent
Disapproved	0	Votes	or represented	0.00	Percent
Abstained	0	Votes	or represented	0.00	Percent

6. Approved the Remuneration of the Company's Director for the year 2025 as follows:

(1) The Remuneration of the Company' Directors for the year 2025

Approved the monthly remuneration of the directors, meeting allowances and rewards for the year 2025 in amount of not exceeding Baht 8,800,000 Baht (eight million eight hundred thousand Baht) according to the opinion of the Remuneration and Compensation Committee, which is an increase of Baht 1,800,000 or 25.71% from the remuneration for the year 2024 as per the following details:

Board of Directors	Remuneration (per person)
1. Remuneration of the Board of Directors	
1.1 <u>Directors' Monthly Remuneration</u> (same rate in 2024) <ul style="list-style-type: none"> Chairman of the Board Deputy Chairman Director 	37,500 Baht / Month 32,500 Baht / Month 25,000 Baht / Month
1.2 <u>Meeting allowance</u> (same rate in 2024) <ul style="list-style-type: none"> Chairman of the Board Deputy Chairman Director 	7,500 Baht / Time 6,500 Baht / Time 5,000 Baht / Time
1.3 <u>Rewards</u>	
2. Remuneration of the Audit Committee	
2.1 <u>Directors' Monthly Remuneration</u> (same rate in 2024) <ul style="list-style-type: none"> Chairman of the Audit Committee Director of the Audit Committee 	30,000 Baht / Month 20,000 Baht / Month
2.2 <u>Meeting allowance</u> (same rate in 2024) <ul style="list-style-type: none"> Chairman of the Audit Committee Director of the Audit Committee 	7,500 Baht / Time 5,000 Baht / Time
3. Remuneration of the Nomination and Compensation Committee	
3.1 <u>Directors' Monthly Remuneration</u>	- None -
3.2 <u>Meeting allowance</u> (same rate in 2024) <ul style="list-style-type: none"> Chairman of the Nomination and Compensation Committee Director of the Nomination and Compensation Committee 	7,500 Baht / Time 5,000 Baht / Time

Board of Directors	Remuneration (per person)
4. Remuneration of the Corporate Governance and Sustainability Committee 4.1 <u>Directors' Monthly Remuneration</u> 4.2 <u>Meeting allowance</u> (same rate in 2024) <ul style="list-style-type: none"> Chairman of the Corporate Governance and Sustainability Committee Director of the Corporate Governance and Sustainability Committee 	- None - 7,500 Baht / Time 5,000 Baht / Time
5. Remuneration of the Risk Management Committee 5.1 <u>Directors' Monthly Remuneration</u> 5.2 <u>Meeting allowance</u> <ul style="list-style-type: none"> Chairman of the Risk Management Committee Director of the Risk Management Committee 	- None - 7,500 Baht / Time 5,000 Baht / Time
6. Remuneration of the CEO Performance Review Committee 6.1 <u>Directors' Monthly Remuneration</u> 6.2 <u>Meeting allowance</u> <ul style="list-style-type: none"> Chairman of the CEO Performance Review Committee Director of the CEO Performance Review Committee 	- None - 7,500 Baht / Time 5,000 Baht / Time
7. Remuneration of the Innovation and Artificial Intelligence Committee 7.1 <u>Directors' Monthly Remuneration</u> 7.2 <u>Meeting allowance</u> <ul style="list-style-type: none"> Chairman of the Innovation and Artificial Intelligence Committee Director of the Innovation and Artificial Intelligence Committee 	- None - 7,500 Baht / Time 5,000 Baht / Time
8. Other Remuneration and other benefits	- None -

Note:

- The Company provides accommodation and transportation expenses for directors attending meetings at the Company's office and performing their duties. The reimbursement is made based on actual expenses incurred.

2. Directors who hold the position of the executive of the Company from the Chief Executive Officer level down will not receive both Director's monthly remuneration and meeting allowance.

(2) Annual rewards payment for the year 2024

Approved the payment of the annual rewards for the year 2024 of Baht 2,972,200 Baht (Two million nine hundred seventy-two thousand two hundred Baht).

The shareholders have passed the above resolution by the votes of not less than two-thirds (2/3) of the total votes of shareholders who attend the meeting as follows:

Approved	336,184,121	Votes	or represented	100.00	Percent
Disapproved	1	Votes	or represented	0.00	Percent
Abstained	0	Vote	or represented	0.00	Percent

7. Approved the appointment of the Company's Auditor and to fix the auditing fees for the year 2025 as follows:

- (1) Approved the appointment of auditors from EY Office Limited as the Company's auditors for the year 2025 as per the opinion of the Audit Committee, there are three certified public accountants designated to be responsible for signing off on the Company's financial statements, by allowing any one of them to conduct an audit and comment on the financial statements the Company as listed below:

Name of Auditor	C.P.A. License No.	Year(s) as the Auditor of the Company
1. Mrs. Chonlaros Suntiasvaraporn	4523	6 years (Appointed in 2019-2024)
2. Miss Sirirat Sricharoensup	5419	2 year (Appointed in 2023-2024)
3. Miss Watoo Kayankannavee	5423	2 year (Appointed in 2023-2024)

- (2) Approved the auditing fees for the year 2025 amounting to Baht 2,880,000.

The shareholders have passed the above resolution [by a majority vote](#) as follows:

Approved	324,133,002	Votes	or represented	96.42	Percent
Disapproved	12,051,120	Votes	or represented	3.58	Percent
Abstained	0	Votes	or represented	0.00	Percent

8. Approved the cancellation of the allocation of 70,000,000 newly issued ordinary shares with a par value of 0.50 Baht per share, which were previously designated for a capital increase with a specific funding purpose through the issuance and offering of newly issued ordinary shares via Private Placement. the unanimous votes as follows:

Approved	336,184,122	Votes	or represented	100.00	Percent
Disapproved	0	Votes	or represented	0.00	Percent
Abstained	0	Votes	or represented	0.00	Percent

9. Approved the reduction of the Company's registered capital, specifically the portion reserved for the issuance and offering of newly issued ordinary shares with a specific funding purpose through Private Placement. The registered capital shall be reduced from 511,950,809 Baht to 476,950,809 Baht by eliminating 70,000,000 unsold ordinary shares, with a par value of 0.50 Baht per share, totaling 35,000,000 Baht. Additionally, to reflect this capital reduction, the Memorandum of Association, Clause 4, shall be amended accordingly by the unanimous votes as follows:

Approved	336,184,122	Votes	or represented	100.00	Percent
Disapproved	0	Votes	or represented	0.00	Percent
Abstained	0	Votes	or represented	0.00	Percent

10. Approved the increase in the Company's registered capital by up to 951,908 shares, with a par value of 0.50 Baht per share, totaling up to 475,954 Baht, to accommodate the adjustment of the exercise price and ratio of TEAMG-W1 warrants. Additionally, Clause 4 of the Company's Memorandum of Association shall be amended to reflect this capital increase by the unanimous votes as follows:

Approved	336,184,122	Votes	or represented	100.00	Percent
Disapproved	0	Votes	or represented	0.00	Percent
Abstained	0	Votes	or represented	0.00	Percent

11. Approved the allocation of the Company's newly issued ordinary shares to accommodate the adjustment of the exercise price and exercise ratio of TEAMG-W1 warrants by a majority vote as follows:

Approved	336,184,121	Votes	or represented	100.00	Percent
Disapproved	1	Votes	or represented	0.00	Percent
Abstained	0	Votes	or represented	0.00	Percent

12. Approved the addition of objectives and the amendment of Clause 3 of the Company's Memorandum of Association, increasing the number of objectives from 39 to 42 with the following details:

- 1) Three additional objectives with the following details:

- Clause 40: Conducting business related to the purchase, sale, installation, and maintenance of unmanned equipment.
- Clause 41: Conducting business related to the purchase, sale, installation, and maintenance of equipment and defense systems for cybersecurity threat monitoring and prevention.
- Clause 42: Conducting business related to the importation, procurement, distribution, and maintenance services of military equipment, including spare parts and related components, as well as providing consulting services and training on its usage. The Company shall act as an authorized distributor of products and services from both domestic and international manufacturers and shall participate in procurement and bidding processes with government agencies, subject to the applicable laws and regulations.

- 2) Amendment to the Memorandum of Association, Clause 3, regarding the Company's objectives, with details as follows:

Previous:

"Clause 3. The Company's objectives consist of 39 items."

Amended to:

"Clause 3. The Company's objectives consist of 42 items."

The shareholders have passed the above resolution by the unanimous votes as follows:

Approved	336,184,122	Votes	or represented	100.00	Percent
Disapproved	0	Votes	or represented	0.00	Percent
Abstained	0	Votes	or represented	0.00	Percent

Please be informed accordingly.

Yours sincerely,
Mr. Chawalit Chantararat
Chief Executive Officer (CEO)