



Notice of the 2026 Annual General Meeting of Shareholders

TEAM Consulting Engineering and Management

Public Company Limited

Wednesday, April 29, 2026, at 14:00 hrs.

Through an electronic meeting (e-AGM) only

Please scan the QR code below to access the meeting guidelines

Registration and Meeting Attendance Guidelines



March 30, 2026

Subject: Invitation to attend the 2026 Annual General Meeting of Shareholders

To: Shareholders of TEAM Consulting Engineering and Management Public Company Limited

Enclosure: 1. Copy of the 2025 Minutes of Annual General Meeting of Shareholders

2. The Company's Annual Report for 2025 ("Form 56-1 e-One Report") (on QR Code format)

3. Brief profiles of directors nominated for re-election for another term, and profiles of directors nominated for election to fill vacant positions

4. Articles of Association: Shareholders' Meetings

5. Information of independent directors nominated by the Company as proxies from shareholders and the definition of independent directors

6. Proxy Forms (Form A, Form B and Form C) for proxy granting (recommend using Form B)

7. Documents, evidence for registration to attend the meeting, and the method of proxy appointment

8. Identity Verification Process via IR PLUS AGM

9. IR PLUS AGM System User Manual

10. Notice of Personal Data Protection

11. Advance question submission form for each agenda item

The Board of Directors of TEAM Consulting Engineering and Management Public Company Limited (" the Company") has resolved to convene the 2026 Annual General Meeting of Shareholders on Wednesday, April 29, 2026 at 14:00 hrs. through an electronic meeting platform (e-AGM) only in accordance with Emergency Decree on Electronic Meeting.B.E.2563 and other related laws and regulations

In order to define the agenda for the 2026 Annual General Meeting of Shareholders, the Company disclosed an announcement on its website to invite the shareholders to propose meeting agenda items in advance during October 1, 2025, to December 31, 2025. At the end of the period, no agenda items were proposed; therefore, the Company announces the meeting agendas approved by the Board of Directors as follows:

Agenda No.1 Acknowledge the resignation of directors of the Company

Objective

To acknowledge the resignation of two directors

Facts and Rationale

General Wichien Sirisoonthorn and Mrs. Suvimol Chrityakierne, in their capacity as Independent Directors, have expressed their firm intention to promote and uphold the Company's corporate governance standards in strict adherence to the Corporate Governance Code for Listed Companies B. E. 2560 (2017) issued by the Securities and Exchange Commission (SEC). The aforementioned Code stipulates a guideline that an Independent Director should not serve for a cumulative period exceeding nine (9) consecutive years from the date of their initial appointment.

In view of this commitment, both directors have tendered their resignations from their positions as Directors of the Company and from all respective Sub-Committees, with the effective dates as follows:

1. General Wichien Sirisoonthorn: Effective from the day following the Company's Annual General Meeting of Shareholders for the year 2026 onward.
2. Mrs. Suvimol Chrityakierne: Effective from July 6, 2026, onwards.

Board's Opinion

The Board of Directors has duly considered the matter and deems it appropriate to propose to the shareholders' meeting to acknowledge the resignation of General Wichien Sirisoonthorn, effective from the day following the Company's Annual General Meeting of Shareholders for the year 2026 onward, and to acknowledge the resignation of Mrs. Suvimol Chrityakierne, effective from 6 July 2026

Voting Requirement

This agenda is for acknowledgment; therefore, there is no requirement for voting

Agenda No.2 Consider and certify the Minutes of the 2025 Annual General Meeting of Shareholders

Objective

To propose to the shareholders' meeting to approve the Minutes of the 2025 Annual General Meeting of Shareholders

Facts and Rationale

The 2025 Annual General Meeting of Shareholders was held on April 28, 2025. The meeting resolved to approve the matters as stipulated by the law. The Company has prepared the minutes of the said meeting within 14 days from the date of the meeting and submitted them to the Stock Exchange of Thailand and the Ministry of Commerce within the required

timeframe. The minutes of the meeting were also published on the Company's website and included with the invitation to this meeting, as shown in **Enclosure No.1**

Board's Opinion

The Board of Directors has considered the matter and is of the opinion that the minutes of the said meeting were recorded accurately and completely and deems it appropriate propose to the Annual General Meeting of Shareholders to consider and approve the minutes of the 2025 Annual General Meeting of Shareholders

Voting Requirement

The resolution for this agenda item requires a majority vote of the shareholders present and voting at the meeting

Agenda No.3 Acknowledge the Company's operating results for the fiscal year 2025, ended December 31, 2025

Objective

To propose that the shareholders' meeting acknowledge the Company's operating results for the fiscal year 2025

Facts and Rationale

Pursuant to Section 113 of the Public Limited Companies Act B.E. 2535 (1992) and Article 40 of the Company's Articles of Association, the Board of Directors is required to deliver the annual report to shareholders together with the notice of the Annual General Meeting. The Company has duly prepared its operating results report, containing complete and accurate information in compliance with the Public Limited Companies Act B.E. 2535 (1992) and the regulations of the Securities and Exchange Commission. Details are disclosed in the Company's 2025 Annual Report ("Form 56-1 One Report"), as set out in **Enclosure No.2** (in QR Code format)

Board's Opinion

The Board of Directors has considered the matter and is of the opinion that the report on the Company's operating results for the year ended 31 December 2025 is accurate and complete, and deems it appropriate to propose to the Annual General Meeting of Shareholders acknowledge the report on the Company's operating results for the fiscal year 2025.

Voting Requirement

This agenda is for acknowledgment; therefore, there is no requirement for voting

Agenda No.4 Consider and approve the financial statements for the fiscal year 2025, ended December 31, 2025

Objective

To propose to the shareholders' meeting to consider and approve the Company's 2025 financial statements for the fiscal period ended December 31, 2025

Facts and Rationale

According to the Public Limited Companies Act B.E. 2535, Sections 109, 110, 112 and Article 38, 39 of the Company's Articles of Association, prescribe that the Company shall arrange for the preparation and maintaining of accounts as well as the auditing thereof accordance with the governing laws, and shall manipulate the balance sheet and statement of profit and loss at least once every twelve (12) months of the fiscal period of the Company, and propose the Annual General Meeting of Shareholders for approval. Moreover, the Board of Directors shall provide an auditor to examine and complete the balance sheet before presenting in the Shareholders' Meeting. The key financial data and operating results of the Company for the year ending December 31, 2025, are as follows:

Unit: million Baht

Items	Consolidated Financial Statements	Separate Financial Statements
Total Assets	3,625.50	2,766.81
Total Liabilities	2,186.96	1,571.96
Total Shareholders' Equity	1,438.54	1,194.85
Sale and Service Income	2,503.41	1,278.30
Net Profit	197.24	126.58
Basic Earnings Per Share (Baht/Share)	0.24	0.15
Cash flow from operating activities	35.10	(91.78)
Cash flows from investing activities	(8.40)	0.43
Cash flow from financing activities	55.24	133.03

Audit Committee's Opinion

The Audit Committee has considered and reviewed the Company's 2025 financial statements for the fiscal period ended on December 31, 2025, which were audited and certified by the auditor from EY Office Limited and deems it appropriate to propose that the Board of Directors

submit the Company's 2025 financial statements for the fiscal period ended on December 31, 2025, to the Annual General Meeting of Shareholders for consideration and approval

Board's Opinion

The Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the Company's 2025 financial statements for the fiscal period ended on December 31, 2025, which were audited and certified by the auditor of the Company and have been reviewed and endorsed by the Audit Committee.

Voting Requirement

The resolution for this agenda item requires a majority vote of the shareholders present and voting at the meeting

Agenda No.5 Consider and approve the allocation of net profits as legal reserves and the dividend payment for the year 2025.

Objective

To propose to the shareholders' meeting to consider and approve the allocation of net profits as legal reserves and the cash dividend payment for the year 2025

Facts and Rationale

According to the Public Limited Companies Act B.E. 2535, Section 115 and Article 44 of the Company's Articles of Association state that the dividend shall not be paid from other types of money other than profits. In the case where a company has incurred accumulated loss, no dividend may be paid. The dividend shall be distributed in accordance with the number of shares with each share receiving an equal amount. According to the Public Limited Companies Act B.E. 2535, Section 116 and Article 45 of the Company's Articles of Association states that the Company must appropriate not less than five (5) percent of its annual net profit as legal reserve, less accumulated loss brought forward (if any) until the legal reserve reaches an amount of not less than ten (10) percent of its registered capital

The Company has a policy to pay dividend to shareholders each year not less than 40 percent of net profit of the separate financial statements of the Company after the deduction of corporate income tax and all reserve funds as required by law. However, the said dividend payment may change depending on the business operation results, financial status, liquidity investment plan, and legal conditions including the management factors, necessity, and other suitable factors in the future. In addition, the dividend payment shall not significantly affect to the normal operation of the Company

- Allocation to the statutory reserve: The Company has considered and deems it appropriate to allocate the 2025 net profit to the statutory reserve in the amount of THB 6,500,000, resulting in a total statutory reserve of THB 44,300,000.
- Dividend Payment: The Company has considered and deemed it appropriate to pay dividends in cash from the net profit for the operating results of the year 2025, from January 1, 2025 to December 31, 2025, and from retained earnings, at the rate of Baht 0.16 per share, totaling not exceeding Baht 130,864,258.88.

All dividends shall be subject to withholding tax at the rate prescribed by law. The Company will fix the Record Date on 8 May 2026 to determine the shareholders entitled to receive dividends, and the dividend payment date is scheduled for 29 May 2026. However, the entitlement to such dividends remains subject to approval by the 2026 Annual General Meeting of Shareholders. The comparative dividend payment information for the previous year is as follows:

Year	Details	Dividend Payment		Net Profit (Baht)*	Dividend Payout Ratio to Net Profit*
		Rate per Share	Baht		
2025	Annual Dividend* – Paid from the net profit – Paid from the retained earnings	0.16	130,864,259 120,082,105 10,782,154	120,082,105	108.98%
2024	Annual Dividend* – Paid from the net profit – Paid from the retained earnings	0.14	114,506,226 109,895,735 4,610,491	109,895,735	104.20%
2023	-	-	-	-	-
2022	Annual Dividend* – Paid as stock dividend at the ratio of 5 existing shares to 1 stock dividend share – Paid as cash dividend from net profit	0.11 0.10 0.01	75,555,556	85,883,488	87.97%

*The net profit based on the Company's separate financial statements after corporate income tax and all types of statutory reserves as required by law

Board's Opinion

The Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the appropriation of the legal reserve and the dividend payment for the year 2025 as follows:

1. Approved the appropriation of profits to the statutory reserve in the amount of Baht 6,500,000 (Six million five hundred thousand baht only) , representing 5% of the net profit for the year 2025
2. Approved the payment of the annual dividend for the year 2025 at the rate of Baht 0.16 per share (before withholding tax) , totaling not exceeding Baht 130,864,258.88 (One hundred thirty million eight hundred sixty-four thousand two hundred fifty-eight baht and eighty-eight satang) , in accordance with the Company's dividend policy and Articles of Association

Voting Requirement

The resolution for this agenda item requires a majority vote of the shareholders present and voting at the meeting

Agenda No.6 Consider and approve the election of directors in replacement of those who are retiring by rotation.

Objective

To propose to the shareholders' meeting to consider and approve the election of directors to replace those who are due to retire by rotation

Facts and Rationale

According to the Public Limited Companies Act B.E. 2535, Section 71 and the Company's Articles of Association, Article 17 state that one-third (1/3) of the Company's directors must retire by rotation at every Annual General Meeting of Shareholders. If the number of directors is not a multiple of three, the number of directors that is closest to one-third shall retire. The directors who retire from office in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the director who has been in the office for the longest period shall retire and such director who retires by rotation shall be eligible to be re-elected for another term

List of the directors who are retiring by rotation in 2026

No.	Name of Directors	Position
1	Mr. Rapee Phongbupakicha	Director
2	Mr. Chawalit Chantararat	Director
3	Air Chief Marshal Kongsak Chantarasopa	Independent Director

The Company has disclosed on the Company's website to invite the shareholders to propose names and personal information of persons who obtain the qualifications in accordance with relevant laws for selecting as the Company's directors from October 1, 2025 to December 31, 2025, but no shareholders proposed names of any person to be nominated as directors of the Company

Criteria and method of directors' nomination

The Nomination Committee, excluding the directors due to retire by rotation, has duly considered and screened the candidates and is of the opinion that Mr. Rapee Phongbupakicha, Mr. Chawalit Chantararat, and Air Chief Marshal Kongsak Chantarasopa possess the appropriate qualifications to serve as directors of the Company. They have the knowledge and experience beneficial to the Company's operations, meet qualifications in accordance with the relevant rules and regulations, and do not exhibit any prohibited characteristics of directors as prescribed in the Notification of the Securities and Exchange Commission No. KorJor. 3/2560 Re: Determination of Prohibited Characteristics of Directors and Executives. Throughout their tenure, all three directors have effectively performed their duties, devoted sufficient time, and provided valuable contributions to the Company's business. In addition, Air Chief Marshal Kongsak qualifies as an independent director in accordance with the requirements prescribed by the Capital Market Supervisory Board. In this regard, the Company has attached a brief profile, shareholding in the Company, holding directorships or executive positions in other businesses of directors as per **Enclosure No. 3**

Board's Opinion

The Board of Directors, excluding directors with vested interests, has duly and thoroughly considered the matter and is of the opinion that all three directors have been duly considered in accordance with the Company's process, possess qualifications in compliance with the relevant rules and regulations, and are suitable for the Company's business operations and Air Chief Marshal Kongsak, who has been nominated as an independent director, possesses qualifications in accordance with the laws relating to independent directors. Therefore, it is deemed appropriate to propose to the Annual General Meeting of Shareholders to consider the re-election of the three directors retiring by rotation, namely, Mr. Rapee Phongbupakicha,

Mr. Chawalit Chantararat, and Air Chief Marshal Kongsak Chantarasopa to serve as directors for another term, in accordance with the recommended of the Nomination and Compensation Committee

Voting Requirement

The resolution for this agenda item requires a majority vote of the shareholders present and voting at the meeting

Agenda No.7 Consider and approve the appointment of a new director in replacement of the director who resigned

Objective

To propose to the shareholders' meeting for consideration and approval of the election of a new director to replace the resigned director

Facts and Rationale

Following the resignation of General Wichien Sirisoonthorn, who stepped down from his positions as a Company Director and member of all sub-committees, effective from the day following the Company's 2026 Annual General Meeting of Shareholders; the Board of Directors, in adherence to good Corporate Governance principles, deems it appropriate to propose to the shareholders' meeting for approval the appointment of a replacement director to fill the resulting vacancy. In this regard, the Nomination and Compensation Committee has duly considered and carefully reviewed the matter and is of the opinion that General Thanya Kieatisarl, who possesses all the requisite qualifications of an Independent Director as prescribed by the Capital Market Supervisory Board and relevant laws, should be appointed as an Independent Director to replace the vacancy left by General Wichien Sirisoonthorn. The Company has enclosed the profiles of the nominees, including their shareholdings and directorships or executive positions in other entities, as detailed in **Attachment 3**

Board's Opinion

The Board of Directors has carefully and thoroughly considered and reviewed the matter and is of the opinion that General Thanya have been duly considered in accordance with the Company's process, possess qualifications in compliance with the relevant rules and regulations, suitable for the Company's business operations, and possesses qualifications in accordance with the laws relating to the requirements of independent directors. and deems it appropriate to propose to the Annual General Meeting of Shareholders for consideration and approval of the appointment of General Thanya Kieatisarl as an Independent Director to replace the director who has resigned, with such appointment shall be effective from the day following the Company's 2026 Annual General Meeting of Shareholders onward

Voting Requirement

The resolution for this agenda item requires a majority vote of the shareholders present and voting at the meeting

Agenda No.8 Consider and approve the remunerations of the Company's directors for the year 2026

Objective

To propose that the Board of Directors consider and approve the determination of the directors' remuneration for the year 2026, and to further submit the matter to the 2026 Annual General Meeting of Shareholders for approval

Facts and Rationale

According to the Public Limited Companies Act B.E. 2535, section 90, states that a company shall not pay money or give any property to any director unless it is a payment of remuneration under the Articles of Association of the company. If it is not so stipulated in the Articles of Association of the company, the payment of remuneration shall be in accordance with the resolution of the shareholders meeting by a vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting. Article 22 of the Company's Articles of Association states that the directors are entitled to receive remuneration from the Company by way of rewards, meeting allowances, gratuities, bonuses or other benefits as approved with the votes of not less than two-thirds (2/3) of total votes of the shareholders attending the Meeting. The remuneration of directors may be fixed as a certain amount or set of specific criteria. The remuneration can be either determined from time to time or set to continue in effect until it is superseded by the shareholders meeting resolutions. In addition, the directors are entitled to receive allowances and other fringe benefits in accordance with the Company's regulations

Criteria and procedure for proposal of the Directors' Remuneration

Such remuneration was considered by the Nomination and Compensation Committee. The said Committee has carefully considered such matter by taking the duties and responsibilities of the Board of Directors, their duties and working for the Board of Directors, type of the remuneration, payment method of remuneration and the amount of remuneration for directors, type and sizes of business including markets and competitors. The said remuneration shall be in appropriate and adequate to motivate to retain the efficient directors and deem it appropriate to propose that the Board of Directors submit to the Annual General Meeting of Shareholders to consider as the following details

Remuneration of the Company' directors for the year 2026

The total remuneration for the Board of Directors for the year 2026, comprising monthly remuneration, meeting allowances, and bonuses, shall not exceed Baht 10,000,000 (Ten million Baht only) , as proposed by the Nomination and Remuneration Committee. This represents an increase of Baht 1,200,000, or 13.64%, compared to the directors' remuneration for the year 2025. Such determination has taken into consideration the historical remuneration rates, the Company' s operating performance, current economic conditions, evolving circumstances, increased responsibilities of the Board of Directors, and benchmarking against other listed companies within the same industry with comparable business size and profitability. The details are as follows:

The Annual Remuneration in 2026 for the Company's Directors

Board of Directors	Remuneration (per person)
1. Remuneration of the Board of Directors	
1.1 <u>Directors' Monthly Remuneration</u> (increase from the year 2025) <ul style="list-style-type: none">- Chairman of the Board- Deputy Chairman- Director	45,000 Baht / Month 35,000 Baht / Month 30,000 Baht / Month
1.2 <u>Meeting allowance</u> (increase from the year 2025) <ul style="list-style-type: none">- Chairman of the Board- Deputy Chairman- Director	20,000 Baht / Time 15,000 Baht / Time 10,000 Baht / Time
1.3 <u>Rewards</u>	
2. Remuneration of the Audit Committee	
2.1 <u>Directors' Monthly Remuneration</u> (increase from the year 2025) <ul style="list-style-type: none">- Chairman of the Audit Committee- Director of the Audit Committee	35,000 Baht / Month 25,000 Baht / Month
2.2 <u>Meeting allowance</u> (increase from the year 2025) <ul style="list-style-type: none">- Chairman of the Audit Committee- Director of the Audit Committee	15,000 Baht / Time 10,000 Baht / Time

Board of Directors	Remuneration (per person)
<p>3. Remuneration of the Nomination and Compensation Committee</p> <p>3.1 <u>Directors' Monthly Remuneration</u></p> <p>3.2 <u>Meeting allowance</u> (increase from the year 2025)</p> <ul style="list-style-type: none"> - Chairman of the Nomination and Compensation Committee - Director of the Nomination and Compensation Committee 	<p>- None -</p> <p>12,000 Baht / Time</p> <p>8,000 Baht / Time</p>
<p>4. Remuneration of the Corporate Governance and Sustainability Committee</p> <p>4.1 <u>Directors' Monthly Remuneration</u></p> <p>4.2 <u>Meeting allowance</u> (increase from the year 2025)</p> <ul style="list-style-type: none"> - Chairman of the Corporate Governance and Sustainability Committee - Director of the Corporate Governance and Sustainability Committee 	<p>- None -</p> <p>12,000 Baht / Time</p> <p>8,000 Baht / Time</p>
<p>5. Remuneration of the Risk Management Committee</p> <p>5.1 <u>Directors' Monthly Remuneration</u></p> <p>5.2 <u>Meeting allowance</u> (increase from the year 2025)</p> <ul style="list-style-type: none"> - Chairman of the Risk Management Committee - Director of the Risk Management Committee 	<p>- None -</p> <p>12,000 Baht / Time</p> <p>8,000 Baht / Time</p>
<p>6. Remuneration of the CEO Performance Review Committee</p> <p>6.1 <u>Directors' Monthly Remuneration</u></p> <p>6.2 <u>Meeting allowance</u> (increase from the year 2025)</p> <ul style="list-style-type: none"> - Chairman of the CEO Performance Review Committee - Director of the CEO Performance Review Committee 	<p>- None -</p> <p>12,000 Baht / Time</p> <p>8,000 Baht / Time</p>
<p>7. Remuneration of the Innovation and Artificial Intelligence Committee</p> <p>7.1 <u>Directors' Monthly Remuneration</u></p> <p>7.2 <u>Meeting allowance</u> (increase from the year 2025)</p> <ul style="list-style-type: none"> - Chairman of the Innovation and Artificial Intelligence Committee 	<p>- None -</p> <p>12,000 Baht / Time</p>

Board of Directors	Remuneration (per person)
– Director of the Innovation and Artificial Intelligence Committee	8,000 Baht / Time
8. Other Remuneration and other benefits	- None -

Note:

1. The Company shall reimburse directors for accommodation and transportation expenses incurred for attending meetings at the Company's office and for the performance of their duties as directors, based on actual expenses incurred.
2. Directors who hold the position of the executive of the Company from the level of Chief Executive Officer (CEO) downwards, shall not be entitled to receive both Director's monthly remuneration and meeting allowances.

Annual rewards payment for the year 2025

The Board of Directors' Meeting No. 1/2026, held on 24 February 2026, resolved to propose to the Shareholders' meeting the approval of a bonus payment in the amount of Baht 3,170,000 (Three million one hundred seventy thousand Baht only). Such bonus is to be paid from the 2025 directors' remuneration budget previously approved by the 2025 Annual General Meeting of Shareholders on 28 April 2025. The allocation of the said bonus shall be at the discretion of the Board of Directors. (The bonus for the year 2024 was paid in the amount of Baht 2,972,200 (two million nine hundred seventy-two thousand two hundred Baht)).

Board's Opinion

The Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders for consideration and approval the directors' remuneration for the year 2026 in an aggregate amount not exceeding Baht 10,000,000 (Ten million Baht only), and the annual bonus for the year 2025 in the amount of Baht 3,170,000 (Three million one hundred seventy thousand Baht only), as reviewed by the Nomination and Compensation Committee. In addition, approval is sought in principle to continue paying directors' remuneration at the existing rates pending the Annual General Meeting of Shareholders

Voting Requirement

The resolution of this agenda requires the votes of not less than two-thirds (2/3) of the total votes of shareholders who attend the meeting

Agenda No.9 Consider and approve the appointment of the Company's Auditor and to fix the auditing fees for the year 2026, ending December 31, 2026

Objective

To propose to the shareholders' meeting to consider the appointment of the Company's Auditor and to fix the auditing fees for the year 2026 ended December 31, 2026

Facts and Rationale

According to the Public Limited Companies Act B.E. 2535, Section 120 and the Company's Articles of Association, Article 36 state that the Annual General Meeting of Shareholders shall appoint an auditor and fix the auditing fees of the auditor. In addition, the criteria for the change of the auditors every 7 fiscal years in accordance with the related Notification of the Capital Market Supervisory Board prescribes that a company is not permitted to appoint the same auditor who has been the auditor of the Company for the previous consecutive for 7 years

The Audit Committee has considered the work experiences of the Auditors of EY Office Limited that can perform duties appropriately and has no conflict of interest with the Company, subsidiaries, the executives and major shareholders or any related persons of those persons. Therefore, EY Office Limited can audit and express its opinions on the Company's financial statements independently and can conduct the audits on the Company's schedule and can audit rapidly and efficiently due to its well understanding pertinent to the Company's business. Therefore, the Audit Committee proposed that the Board of Directors submit to the shareholders to consider and appoint the auditors from EY Office Limited as the Company's auditors for the year 2026 ended December 31, 2026 by allowing any one of them to conduct an audit and comment on the financial statements of the Company and proposed to fix the auditing fees for the year 2026 ended December 31, 2026 in the amount of 2,880,000 Baht (Two million eight hundred eighty thousand Baht only) which is the appropriate rate. The details are as follows:

Name of Auditor	C.P.A. License No.	Year(s) as the Auditor of the Company
1. Miss Watoo Kayankannavee ^{1/}	5423	3 years (Appointed in 2023 - 2025)
2. Miss Sirirat Sricharoensup	5419	3 years (Appointed in 2023 - 2025)
3. Mrs. Chonlaros Suntiasvaraporn	4523	7 years (Appointed in 2019 - 2025)

Note: The auditor who signs to certify the Company's financial statements and has performed their duties for a period of 3 years is the auditor listed in No. 1 (appointed from 2023 to 2025). Including this current appointment, the total period of service will be 4 years, which is in compliance with the relevant regulations.

The auditing fees for the year 2026 is as follows:

1. The fee for the quarterly financial statement review is Baht 340,000 per quarter (Three hundred forty thousand Baht only), totaling Baht 1,020,000 (One million twenty thousand Baht only)
2. The annual audit fee is Baht 1,860,000 (One million eight hundred sixty thousand Baht only)
3. Other Fee -None-

The total fee for the quarterly financial statement reviews and the annual audit for 2026 is Baht 2,880,000 (Two million eight hundred eighty thousand Baht only). The aforementioned auditor has no relationship with or interest in the Company, its subsidiaries, management, major shareholders, or their related persons, and is therefore independent in auditing and expressing an opinion on the Company's financial statements.

In this regard, EY Office Limited serves as the auditor for a total of 7 subsidiaries of the Company

The comparison table of auditing fees for the year 2025 and the year 2026

Year 2026 (Proposed year)	Year 2025	Increase / (Decrease)
2,880,000	2,880,000	-

Note: There are no others fee to be paid to the auditors

Board's Opinion

The Board of Directors deems it appropriate to propose the Annual General Meeting of Shareholders for year 2026 to consider and approve the appointment of Ms. Chonlaros Suntasvaraporn, a certified public accountant, License No.4523 or Miss Sirirat Sricharoensup, a certified public accountant, License No.5419 or Miss Watoo Kayankannavee, a certified public accountant, License No. 5423 from EY Office Limited, as auditors of the Company for the year 2026 with the auditing fees of 2,880,000 Baht (Two million eight hundred eighty thousand Baht)

Voting Requirement

The resolution of this agenda requires the majority votes of shareholders who attend the meeting and cast their votes.

Agenda No.10 Other matters (if any)

The Company will conduct the meeting in accordance with the Company's Articles of Association as per **Enclosure No.4** Furthermore, to preserve the rights and benefits of shareholders in case the shareholders are unable to attend the Meeting and announces grant a proxy to another person(s) or the Company's independent director according to the details of the independent directors and definitions of independent directors as per **Enclosure No.5** as a proxy grantor and voting on behalf of you in the meeting, please grant a proxy in advance within April 28, 2026 by filling in the information, sign and affix Baht 20 stamp duty to a proxy form by choosing one of the proxy forms i.e. Proxy Form A (General Form), or Proxy Form B (Specific Details Form), or Proxy Form C (for Foreign Shareholder Appointing Custodian in Thailand) as per **Enclosure No.6** or submit the Proxy Request form for the 2026 Annual General Meeting of Shareholders, which is available on the Company's website at www.teamgroup.co.th under Investor Relations > Shareholder Information > Shareholders' Meeting, to Email: cs@team.co.th by April 16, 2026, or record the votes as specified in the proxy form via an e-Proxy Voting system of the Thailand Securities Depository (TSD) through the Investor Portal (IVP) at <https://ivp.tsd.co.th> before 17.00 hours one day prior to the meeting date

Please study the details of documents, evidence for registration to attend the meeting, and the method of proxy appointment as per **Enclosure No.7**. Shareholders or proxies wishing to attend the meeting are requested to complete identity verification in accordance with the prescribed procedures and review the IR PLUS AGM user manual as set out in **Enclosure No. 8**, and to log in to the IR PLUS AGM system on 29 April 2026, with the e-AGM platform available for log-in from 12.00 hrs. onwards; the Company further requests that shareholders study the electronic shareholders' meeting user manual via the IR PLUS AGM system as set out in **Enclosure No. 9** and the Personal Data Protection Notice as set out in **Enclosure No. 10**

To ensure the maximum benefit from the meeting and to protect shareholders' rights, shareholders who have any questions regarding the proposed agenda items may submit their questions in advance using the Advance Question Form as set out in **Enclosure No. 11**

Shareholders who wish to request further information or clarification regarding the meeting agenda may contact the Company Secretary via email at cs@team.co.th or by telephone at 0-2509-9000 ext. 1707, or the Investor Relations Department via email at ir@team.co.th or by telephone at 0-2509-9000 ext. 3311–3312 ext. 101 Shareholders may also review the details of the 2026 Annual General Meeting of Shareholders on the Company's website at www.teamgroup.co.th

You are cordially invited to attend the 2026 Annual General Meeting of Shareholders in the form of meeting through electronic media (e-AGM) on the date, time and method mentioned above

The Company truly appreciates your understanding and looks forward to your kind cooperation

Yours faithfully,

By the Resolutions of the Board of Directors

(Mr. Rapee Phongbupakicha)

Chairman of the Board of Directors



- Translation -

**TEAM Consulting Engineering and Management Public Company Limited
Minutes of the 2025 Annual General Meeting of Shareholders**

Date, Time and Venue

The Meeting was held on Monday April 28, 2025 at 10.00 hrs. via Electronic Method (e-AGM)

Directors present at the Meeting

(9 directors from the total of 9 directors or representing 100.00 percent including Chairman of all sub-committees)

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| 1. | Mr. Rapee Phongbupakicha | Chairman of the Board of Directors/
Chairman of the Innovation and Artificial
Intelligence Committee |
| 2. | Mr. Amnat Prommasutra | Deputy Chairman of the Board of Directors/
Chairman of the Executive Committee |
| 3. | General Wichien Sirisoonthorn | Independent Director / Deputy Chairman of
the Board of Directors / Member of the
Audit Committee / Chairman of the
Nomination and Compensation Committee /
Chairman of the Corporate Governance and
Sustainability Committee |
| 4. | Mrs. Suvimol Chrityakierne | Independent Director / Chairman of the
Audit Committee |
| 5. | Assoc. Prof. Dr. Chamlong Prabkeao | Independent Director / Chairman of the Risk
Management Committee / Member of the
Corporate Governance and Sustainability
Committee |
| 6. | Air Chief Marshal Kongsak Chantarasopa | Independent Director / Member of the Audit
Committee / Chairman of the CEO
Performance Review Committee / Member
of the Nomination and Compensation
Committee / Member of the Risk
Management Committee / Member of the
Corporate Governance and Sustainability
Committee |
| 7. | Assoc. Prof. Dr. Kittichai Triratanasirichai | Independent Director / Member of the CEO
Performance Review Committee / Member |

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| | of the Innovation and Artificial Intelligence Committee |
| 8. Mr. Prasong Wangrattanapranee | Director, Member of the Nomination and Compensation Committee / Member of the CEO Performance Review Committee |
| 9. Mr. Chawalit Chantararat | Director / Deputy Chairman of the Executive Committee / Member of the Risk Management Committee / Member of the Corporate Governance and Sustainability Committee / Chief Executive Officer |

Executives attending the Meeting

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| 1. Mr. Pawak Vongpichate | Member of the Executive Committee / Deputy Chief Executive Officer |
| 2. Ms. Pornphan Amornrojworawut | Deputy Chief Executive Officer |
| 3. Mr. Sita Tansiri | Member of the Executive Committee / Chief Strategy Officer / Head of Investor Relations |
| 4. Ms. Nathaya Limsoontrakul | Member of the Executive Committee / Chief Financial Officer |
| 5. Ms. Kedsara Luengruengtip | Member of the Executive Committee / Chief Administrative Officer |
| 6. Mr. Worapong Preecha | Managing Director, TEAM Construction Management Co., Ltd |

Auditors attending the Meeting

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| 1. Ms. Wato Kayankannavee | Certified Public Accountant (Thailand) No. 5423, EY Office Limited |
| 2. Mr. Krit Sangsittisawad | Auditor Representative, EY Office Limited |

Corporate Legal present at the Meeting

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| 1. Ms. Nathamon Chanthawongsa | Director, Corporate Legal Office, responsible for supervising the Meeting in compliance with the laws and regulations of the Company |
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Commencement of the Meeting 10.00 hrs.

Ms. Pommara Patthanabhumthanint, Company Secretary, acting as the Secretary of the Meeting, welcomed shareholders and proxies attending the Meeting (“Attendees”) to the 2025 Annual General Meeting of Shareholders of TEAM Consulting Engineering and Management Public Company Limited (“The Company”) through electronic platform (e-AGM) which was held on April 28, 2025 at 10.00 hrs.



The Company Secretary then informed the Meeting that there were 7 shareholders attending the Meeting in person and 84 by proxy, totaling 91 shareholders, representing a total of 336,184,122 shares or 41.1033 percent of the total issued shares of the Company amounting to 817,901,618 shares, constituting a quorum in accordance with the Company's Articles of Association, and the Meeting was duly convened.

The Company Secretary added that the Company still gave shareholders the right to register to attend the Meeting after the commencement of the Meeting, with the right to vote on the agenda items not yet resolved, and then invited the Chairman of the Meeting to open the Meeting.

Mr. Rapee Phongbupakicha, Chairman of the Meeting ("Chairman"), opened the meeting and welcomed the shareholders and proxies in attendance, and then assigned the Company Secretary to introduce directors and executives attending the meeting and notify the Meeting of the meeting regulations, voting practices, criteria for counting votes, and methods of making inquiries or expressing opinions.

The Company Secretary explained that this meeting was held in the form of a meeting via electronic media in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020). This Meeting was conducted using an e-Meeting system operated by Conovance Company Limited ("CONOVANCE"), a provider of e-AGM conferencing system in accordance with the Notification of Ministry of Digital Economy and Society and certified by the Electronic Transactions Development Agency (ETDA). The shareholders who had submitted the meeting attendance request form in advance would receive username and password along with a manual and a link to log on to the system. They could participate throughout the Meeting and be informed of the voting results of each agenda which would be presented on the screen. In addition, the Company recorded the Meeting in the video media to comply with the law relevant to electronic meetings.

The Company Secretary further informed the Meeting that the Company has given importance to the arrangement of the Shareholders Meeting, taking into account the shareholders' equitable rights. Therefore, the Company provided an opportunity for shareholders to nominate candidates for election as the Company's directors and propose an agenda for inclusion in the agenda of Shareholders Meeting. The Company published all relevant documents on its website from October 1, 2024 to December 31, 2024. After the deadline, it was found that none of the shareholders nominated candidates for election as directors or proposed any additional agenda item. As a result, the names of directors to be appointed and the meeting agenda for today's Shareholders Meeting came from the resolution of the Board of Directors Meeting. Furthermore, the Company provided an opportunity for shareholders to submit questions related to the meeting agenda in advance as per the details and channels given in the Invitation to the Meeting.

The Company Secretary then introduced the Directors, Executives, Auditors, and the Company's Corporate Legal who attended the Meeting.

The Company Secretary further added that the Company was honored by the presence of Ms. Chanathip Wittayakul, a proxy from the Thai Investors Association, as a protection volunteer who attended the Meeting to assess the quality of the Company's 2025 Annual General Meeting of Shareholders.



The Company Secretary then explained the essence of voting criteria and procedure in order to comply with related laws and the Articles of Association of the Company, as well as voting process, vote counting criteria, and procedure for asking questions in each agenda as follows:

1. The voting shall have 3 alternatives which are "Approve," "Disapprove" or "Abstain."
2. In case shareholders wish to vote "Disapprove" or "Abstain," they shall select the check mark button in front of the chosen option, and then cast their votes and click "Send" button as displayed on the screen during the voting period of each agenda.
3. Proxies shall vote as specified by the shareholder in the proxy form only. If a proxy grantor has not specified or has not clearly specified his/her voting instruction or the Meeting passes resolutions on any agendas other than those stated in the proxy, the proxy shall have the right to cast the vote on behalf of shareholders.
4. One share is equivalent to one vote and cannot be divided into partial votes. The majority of Shares vote is the resolution of the Meeting.
5. For Agenda No. 6 "To consider the remuneration of the Company's Directors," not less than two-thirds (2/3) of the total votes of the shareholders present at the Meeting shall be required for a resolution of the Meeting.
6. For Agendas No. 8-10 and 12, Consider and approve the cancellation of the allocation of the Company's newly issued ordinary shares under a specific, the reduction of the Company's registered capital, the increase of the Company's registered capital, and the Addition of Objectives and the Amendment of Clause 3 of the Company's Memorandum of Association, these agenda items require a vote of not less than three-fourths (3/4) of the total votes of shareholders present at the Meeting and having the right to vote.
7. In the vote counting for each agenda item, the Company shall deduct the "Disapprove" and "Abstain" votes from the total number of shares of the shareholders and proxies attending the Meeting and having the right to vote.
8. In case of the shareholders who have appointed a proxy and specified their voting intention, the Company shall adopt their votes of "Approve," "Disapprove" or "Abstain" for counting the votes in each agenda item as per the instruction of such shareholders.
9. The Company will open voting for a period of 1 minute.
10. Vote counting by CONOVANCE e-AGM system.

The voting procedure is summarized as follows:

1. When shareholders wish to vote, click on the voting menu by 1) Press the "Vote" button on the screen, 2) select a vote by clicking one of the buttons: "Approve", "Disapprove" or "Abstain," both for their own vote and by proxy (if any), and 3) click "Send" button, 4) Once the voting is completed, the meeting status bar will display that your vote has been recorded.
2. If a shareholder enters the system and does not click any button on the voting menu during the voting period, the system will automatically count the votes as "Approve."

The vote counting criteria are summarized as follows:

1. Under Article 35 of the Company's Articles of Association, for a general case, a simple majority vote of the shareholders attending the Meeting and casting their votes shall be required for passing a resolution. In case of equality of vote, the Chairman of the Meeting shall give a casting vote.
2. In the vote counting for each agenda item, only the "Disapprove" and/or "Abstain" votes of the shareholders in the Meeting will be counted and then deducted from the total number of votes of shareholders and proxies present at the Meeting with the right to vote, while the rest will be deemed as "Approve" votes. Nevertheless, the votes by the proxy appointed by a shareholder who has already voted in the proxy form will be counted before the Meeting.
3. The declaration of voting results will show "Approve," "Disapprove," and "Abstain" votes. For each agenda item, the latest number of attendees will be adopted; therefore, the number of attendees on each agenda item may change and vary.

The Company Secretary further clarified that before voting on each agenda, the Company will provide an opportunity for attendees to ask questions on issues related to that agenda as appropriate. For questions or opinions irrelevant to the agenda being considered, please make such an inquiry or give such an opinion in the agenda item for other businesses at the end of the Meeting. Shareholders wishing to ask questions or express opinions can use the e-Question function by following these steps: 1) Click the "Chat" button on the menu at the bottom of the screen. A "Chat Window" will appear, 2) Type your question, then click "Send" to submit it within 1 minute. After that, the Company will read the questions in a respective order. The Company reserves the right to answer questions related to the agenda at that time, any questions irrelevant to the agenda will be asked later after the meeting is adjourned. In case a large number of questions are entered into the system, the Company reserves the right to select certain questions to be addressed as appropriate and if any question cannot be answered in the Meeting due to the time constraint, the Company will collect and respond to the questions and then disclose them in the Minutes of the Meeting or via the Company's website as appropriate.

The Company Secretary further added that in order to follow the Personal Data Protection Act, B.E. 2562 (2019), please note that the names and surnames of shareholders and proxies who have asked questions or expressed opinions will appear in the meeting minutes. Therefore, if anyone does not wish to disclose his/her name and surname in the meeting minutes, please notify the Company in simultaneity with the submission of questions or opinions. In addition, if shareholders have problems accessing the meeting system and voting system, please contact CONOVANCE Co., Ltd., the Company's E-AGM service provider, at Tel. +6682 979-4978 or contact the Company staffs at telephone number +662-509-9000 extension 1216 or email: cs@team.co.th.

Chairman of the Meeting then proposed that the Meeting considered the matters in accordance with the agenda as follows:



Agenda No. 1 To consider and certify the Minutes of the 2024 Annual General Meeting of Shareholders held on April 25, 2024

The Chairman assigned the Company Secretary to report the details to the Meeting.

The Company Secretary informed the Meeting that the 2024 Annual General Meeting of Shareholders was held on April 25, 2024. The Meeting had passed resolutions as stipulated by law and the Company prepared the minutes of the said Meeting within 14 days from the date of the Meeting. The said minutes shall be submitted to the next Annual General Meeting of Shareholders for approval.

The Company Secretary further informed the Meeting that the Board of Directors was of the opinion that the said minutes had been recorded correctly and completely and should be proposed to the 2025 Annual General Meeting of Shareholders for approval.

After that, the Chairman provided an opportunity for shareholders to ask questions and express opinions on relevant matters. No shareholders asked any questions or expressed any opinions on this agenda; therefore, the Chairman proposed that the Meeting cast their votes on this agenda. The resolution for this agenda item required a majority vote of the shareholders who attended the Meeting and cast their votes.

After the counting of votes, the voting results were declared as follows:

Approved	336,184,121	Votes,	equivalent to	100.00	Percent
Disapproved	1	Votes,	equivalent to	0.00	Percent
Abstained	0	Votes,	equivalent to	0.00	Percent

Resolution:

The Meeting approved by majority vote the Minutes of the 2024 Annual General Meeting of Shareholders held on April 25, 2024.

Agenda No. 2 To acknowledge the report on the Company's operating results for the year ended December 31, 2024

The Chairman assigned Mr. Chawalit Chantararat, Chief Executive Officer, and Ms. Nathaya Limsoontrakul, Chief Financial Officer, to summarize the important details to the Meeting.

Mr. Chawalit Chantararat, Chief Executive Officer, discussed the shareholding structure of the Group of Companies, business structure, sustainable business practices, and a summary of the number of projects awarded in 2024 and those newly awarded in 2025 up to present, ongoing projects, related businesses and investment projects, as well as a backlog of significant projects and new project opportunities in the year 2025 as follows:

- 1) 2021-2025 Vision “A regional solution provider and innovative business developer”
- 2) Business Units, e.g.
 - Transportation
 - Water Resources
 - Aviation
 - Project Management and Construction Supervision
 - Related Services
 - Innovative Investment
 - Climate and Sustainability
- 3) Shareholding structure of the Group of Companies
 - (1) Subsidiaries: The Company holds 100 percent of the shares in 8 subsidiaries as follows:
 1. ATT Consultants Co., Ltd. (ATT)
 2. TEAM Construction Management Co., Ltd. (TEAM-CM)
 3. Geotechnical & Foundation Engineering Co., Ltd. (GFE)
 4. TEAM SQ Co., Ltd. (TEAM SQ)
 5. TLT Consultants Co., Ltd. (TLT)
 6. LTEAM Sole Company Limited (LTEAM)
 7. TEAM Next Co., Ltd. (TEAM NEXT)
 8. GOE Consultant Company Limited (GOE)
 - (2) Associated companies: The Company has 1 associated company, with 50% shareholding, namely DTX Co., Ltd. (DTX)
- 4) 154 projects were awarded in 2024, comprising 25 government projects, 93 private projects, 8 international projects, and 28 related business projects
- 5) 427 ongoing projects included 135 government projects, 214 private projects, 36 international projects, and 42 related business projects
- 6) Backlog highlights are as follows:
 - (1) Backlog Highlight - Projects Awarded in 2024:
 - MRT Orange Line Project (West Section: Bang Khun Non-Thailand Cultural Center)
 - Project Management Consultant for Construction of Hospital Building and Siriraj Mass Rapid Station Project
 - Project Management and Construction Supervision Consultant for Overhead-to-Underground Cable Conversion Project along 3 MRT Lines (Pink/Yellow/Purple)

- Survey, Study and Preparation of Flood Protection and Drainage Management Guidelines for Eastern Bangkok outside the King's Dike
 - Digital Twin Development Project, Phase 2, under SMART Industrial Estate Center Project
- (2) Backlog Highlight - Projects Awarded in 2025:
- Survey and Design of Phuket International Airport Phase 2 Project
 - Survey and Detailed Design of 4-Lane Highway No. 3086, Nong Prue District to Bo Phloi District Section, Kanchanaburi Province
 - FS/IEE for Preparation of Highway Development Plan to Support Border Trade Checkpoints Project
 - Geotechnical Instrumentation Installation and Monitoring for MRT Orange Line Project, West Section (Section D)
 - Development and Preparation of Climate Projections to Support Climate Change Adaptation Project
- 7) New project opportunities in 2025, with a total of 102 projects, consisting of 27 government projects, 53 private projects, 7 international projects, and 15 related business projects, for example:
- (1) Mass rapid transit/high-speed rail projects
 - (2) Double-track railway projects
 - (3) Airport projects
 - (4) Overhead-to-underground cable conversion projects
 - (5) Water resources management/hydropower/drainage tunnel projects
 - (6) Carbon footprint assessment/Greenhouse Gas Validation and Verification Body (VVB for CFO/T-VER)
- 8) Business expansion to Engineering Procurement Contract (EPC) services which include engineering design, procurement of equipment and materials, construction until completion and delivery of works to project owners. At present, there are 2 EPC projects, i.e. New Zoo Construction Project (Phase 1) at Khlong Hok of the Zoological Park Organization of Thailand, and Construction of Precious Wood Knowledge Museum, Phase 2 of the Ministry of Natural Resources and Environment.
- 9) Driving innovation and artificial intelligence: In 2025, the Company appointed an innovation and artificial intelligence committee, with the list of committee members and their roles and responsibilities described herein.
- (1) Members of the Innovation and Artificial Intelligence Committee
 1. Mr. Rapee Phongbupakicha Chairman
 2. Assoc.Prof. Dr. Kittichai Triratanasirichai Member

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| 3. | Dr. Supattana Wichakul | Member |
| 4. | Dr. Saratchai Ongprasert | Member |

(2) Main Roles and Responsibilities

- Define the Company's innovation and AI strategies in line with the organizational vision to enhance competitive advantage.
- Promote an innovation-driven corporate culture, support the AI integration, and manage technology risks.

10) The Company's ESG Performance:

- Environment (E): The Company has promoted a sustainable low-carbon society across all sectors with environmental considerations and greenhouse gas emission services. The past performance in accordance with this approach included the following.
 - Training was provided to executives and employees to build knowledge and understanding of ESG principles through ESG DNA Project. Over 70 percent of the employees completed the training in accordance with the standards and recommendations of the Stock Exchange of Thailand (SET).
 - Renewable energy system (Solar Rooftop) was implemented at TEAM Building. Solar Power Purchase Agreements (PPA) were signed with clients.
 - Energy-saving innovation (Smart Chiller) was implemented at TEAM building, including consulting services.
 - BIM & Digital Twin technologies have been utilized in consulting services for clients so as to improve the efficiency of maintenance and asset management systems for large buildings, and reduce construction losses and greenhouse gas emissions.
 - The Company has participated in the Circular Economy in Construction Industry (CECI) Network.
 - The Company has also joined the Thailand Carbon Neutral Network (TCNN) to promote efficient resource utilization in construction and reduce greenhouse gas emissions.
- Social (S):
 - The Company published two "Talk to TEAM" programs on YouTube and Facebook "TEAMGConsult," i.e. 1) PM 2.5: The Silent Threat to the City, and 2) PM 2.5: From Farmland to the City.
 - Public services: On March 28, 2025, the Company established a center to provide initial consultations for earthquake-affected

buildings. From March 29, 2025 to April 27, 2025, a total of 398 requests were received via email, telephone, and LINE Official. The Company assessed 375 buildings as safe and 23 buildings as moderately damaged (yellow category). Additionally, volunteer engineering teams were dispatched to assist the government, the Engineering Institute of Thailand, the Consulting Engineers Association of Thailand, and other relevant agencies to conduct initial structural assessments. To reassure clients and the public, the Company inspected high-rise buildings under its supervision, comprising 16 high-rise buildings under construction and 6 completed high-rise buildings. All were found to be structurally sound and safe.

□ Governance (G):

- The Company is committed to business conduct in accordance with the corporate governance principles. In 2024, the Company was awarded the excellent level of recognition or 5 stars from the assessment under Corporate Governance Report of Thai Listed Companies (CGR) for the fourth consecutive year. The Company was also ranked in the Top Quartile in both overall listed company score and average score by industry group (Property and Construction) for the second consecutive year.

Furthermore, Mr. Chawalit reported that the Company was committed to responsible business practices, strictly adhering to the engineering professional code of ethics, and firmly committed to combating corruption. Consequently, the Company declared its intention to become a member of the Thai Private Sector Collective Action against Corruption (CAC) to be part of the anti-corruption coalition in Thailand, ensuring that all operations are conducted correctly and transparently, for the best interests of all stakeholders.

Ms. Nathaya Limsoontrakul, Chief Financial Officer, then reported to the Meeting the Company's operating results for the year ended December 31, 2024 for acknowledgment as follows:

Overall Operating Results

Over the past two years, the Company has restructured to accommodate a new business in engineering, procurement, and construction (EPC) services, building upon its existing consulting business. Concurrently, it has efficiently managed resources, resulting in continuous growth in both revenue and net profit for the Company and its subsidiaries ("the Group of Companies"). The 2024 sales and service income totaled 1,872 million baht, increasing by 198 million baht or a 12% growth compared to 2023. The Company also achieved a record-breaking net profit of 154 million baht, rising by 25 million baht or a 19% increase from 2023.

The 2024 Revenue Structure comprises the following ratio.

1. Revenue by Service Type:

- 1) Related businesses (EPC): 23 percent
 - 2) Project management and construction supervision: 41 percent
 - 3) Study, design and report preparation: 36 percent
2. Revenue by Specialization:
 - 1) Buildings and infrastructure projects: 40 percent
 - 2) Water resources projects: 29 percent
 - 3) Transportation and logistics projects: 22 percent
 - 4) Others such as environment, power and energy: 9 percent

Highlight Projects in 2024

1. New Zoo Construction Project (Phase 1) at Khlong Hok
2. Construction Supervision for Den Chai-Chiang Rai-Chiang Khong Railway Project
3. Commuter Rail Red Line Project, Bang Sue-Rangsit Section
4. Design of large hydropower projects, Lao PDR
5. Survey and Detailed Design of Chiang Mai International Airport Project

Statement of Financial Position

The Company's total assets amounted to 2,970 million baht, with a 22 percent growth in line with the increased operational performance. In addition, the Company acquired 12 million shares of Netbay Public Company Limited (NETBAY), representing 6 percent of NETBAY's ordinary shares at a total value of 204 million baht.

Significant Financial Ratio

The debt-to-equity ratio was 1.24, with a slight increase from 2023 due to the increased investment in new business, i.e. engineering procurement. The return on equity (ROE) and net profit margin rose alongside the Company's profit to 12.31 percent and 8.15 percent respectively.

Backlog

At the end of 2024, the Company had a backlog in the amount of 4,682 million baht, consisting of 4,487 million baht from project consultant works and 195 million baht from investment projects. In the first quarter of this year up to April 15, 2025, the Company secured more contracts worth 782 million baht as a result of ongoing organizational restructuring and strategic enhancements. Furthermore, its backlog continued to grow in value, with a strong and stable growth outlook.

Additionally, Ms. Nathaya reported the consolidated financial position of the Company and its subsidiaries as of December 31, 2024 to the Meeting as follows:

Assets

- Accounts receivable and contract assets increased by 317 million baht, or 21 percent, in line with the Company's performance. The main customer base remains government agencies at 67 percent, related services (government) at 25 percent, private projects at 6 percent, and international projects at 2 percent.
- Financial assets and investments rose by 168 million baht or 218 percent, by acquiring 12 million shares of NETBAY (representing 6 percent of NETBAY's ordinary shares) at a total value of 204 million baht.

Liabilities and Shareholders' Equity

As of December 31, 2024, the shareholders' equity of the Group of Companies was 1,324 million baht and the contract liabilities amounted to 761 million baht, rising by 185 million baht or a 32% increase from the total service income received in advance from new projects. The received payments exceeded the contractual progress of projects.

The Company Secretary informed the Meeting that the Board of Directors was of the opinion that the report on the Company's operating results for the year ended December 31, 2024 was accurate and that the same should be proposed to the Annual General Meeting of Shareholders for acknowledgment.

After that, the Chairman provided an opportunity for shareholders to ask questions and express their opinions on relevant issues, with a summary as follows:

Question: Ms. Orawan Khrongkaew, a shareholder, asked about the 2025 business outlook.

Answer: Mr. Chawalit Chantararat, Chief Executive Officer, clarified that TEAM Group's business direction in 2025 would continue to focus on consulting work or providing consulting services, the fundamental base of the organization, with a tendency to continually expand this segment. Besides, the Company would put emphasis on the continuous growth of its related businesses, unceasingly seeking and pursuing new opportunities to further expand its business base.

In 2025, the environmental works, particularly regarding carbon footprints and carbon credits, will be highly challenging. The Company has set ambitious strategies to proactively pursue this market, especially as the Climate Change Act is expected to be enforced this year. This will necessitate many large organizations, including export-oriented industries, to systematically assess their carbon footprints before exporting their goods. Based on its preparedness, the Company has capabilities to provide comprehensive services for carbon footprint assessment and greenhouse gas emission reduction for organizations, encompassing technical expertise, standards, and environmental management systems. The Company does not focus solely on the number or value of projects, but rather on the quality of each project, ensuring a worthwhile return on investment, efficiency, and alignment with the organization's capabilities.

Professional ethics remain the key of its business approach. The Company views the upholding of ethics as the foundation of credibility that sets TEAM Group apart from other companies in the market that may have faced issues of reliability or work quality in the past. The Company emphasizes that over the past 47 years there have never been any issues or doubts regarding the quality of its work or the transparency of its business operations. This is considered a key strength and a significant opportunity in 2025 to further enhance trust and expand its market.

In respect of expansion, the Company has set a target to secure approximately 100 new projects in 2025, including government, private, international, and environmental projects such as carbon footprint projects, particularly those related to climate change, which are in high demand, both domestically and internationally. Aviation is a new business area the Company is preparing to provide services. A dedicated business unit has been established to support this work, building upon its existing experience and enhancing its capabilities in a more specialized field.

With regard to the backlog management, as of the beginning of 2025, the total backlog was 4,682 million baht. The plan is to produce about 1,900-2,000 million baht worth of work this year, which will reduce the backlog. However, the Company aims to secure new projects that will exceed the volume of work produced.

Ultimately, the Company underscores the importance of work quality across all sectors, whether government, private, related businesses, or even engineering, procurement, and construction (EPC) projects—the integrated construction business that the Company has expanded into in recent years. Emphasis is placed on unfailingly delivering quality outputs in accordance with professional standards. This reflects the professionalism of the Company's personnel, who share the common goal of building a sustainable and thriving organization in the long term.

As there were no further questions and opinions from the shareholders, the Chairman proposed that the Meeting acknowledged the report on the Company's operating results for the year ended December 31, 2024. As this agenda was for acknowledgement, vote casting was not required.

The Meeting acknowledged the report on the Company's operating results for the year ended December 31, 2024.

Agenda No.3 To consider and approve the Company's 2024 financial statements for the fiscal year ended on December 31, 2024

The Chairman assigned Ms. Nathaya Limsoontrakul, Chief Financial Officer, and Mrs. Suvimol Chrityakierne, Chairman of the Audit Committee, to present the important details to the Meeting.

Ms. Nathaya reported to the Meeting that the Company had prepared the balance sheet and statement of profit and loss for the fiscal year 2024 ended December 31, 2024 which were deemed to be correct, complete and adequate by the Audit Committee and the Board



of Directors in accordance with the generally accepted accounting principles and were audited by the Company's Auditor.

Ms. Nathaya further informed the Meeting of the key information of the Company's financial status and operating results for the fiscal year 2024 ended December 31, 2024 as follows:

Unit: Million Baht

Items	Consolidated Financial Statements	Separate Financial Statements
Total Assets	2,970	2,323
Total Liabilities	1,646	1,173
Total Shareholders' Equity	1,324	1,150
Sales and Service Income	1,872	1,110
Net Profit	154	116
Basic Earnings per Share (Baht/Share)	0.19	0.14
Cash flow from operating activities	184	(38)
Cash flow from investing activities	(200)	(136)
Cash flow from financing activities	73	184

Mrs. Suvimol Chrityakierne, Chairman of the Audit Committee, reported to the Meeting that the Audit Committee had considered and reviewed the Company's 2024 financial statements for the fiscal year ended December 31, 2024, which were audited and signed by the auditor from EY Office Limited, and deemed it appropriate to propose that the Board of Directors submit the Company's financial statements for the fiscal year 2024 ended December 31, 2024 to the Annual General Meeting of Shareholders for consideration and approval.

The Company Secretary informed the Meeting that the Board of Directors deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the Company's financial statements for the fiscal year 2024 ended December 31, 2024 which were audited and signed by the auditor of the Company and also reviewed and approved by the Audit Committee.

The Chairman provided an opportunity for shareholders to ask questions and express their opinions on the relevant matters. However, there was no shareholder asking questions or expressing opinions on this agenda. Therefore, the Chairman proposed that the Meeting cast their votes on this agenda. The resolution of this agenda shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

After the counting of votes, the voting results were announced as follows:

Approved	336,184,122	Votes,	equivalent to	100.00	Percent
Disapproved	0	Votes,	equivalent to	0.00	Percent
Abstained	0	Votes,	equivalent to	0.00	Percent

Resolution:

The Meeting unanimously approved the Company's financial statements for the fiscal year 2024 ended December 31, 2024.

Agenda No. 4 To consider and approve the appropriation of net profits as legal reserves and dividend payment for the year 2024

The Chairman assigned Ms. Nathaya Limsoontrakul, Chief Financial Officer, to present the details to the Meeting.

Ms. Nathaya informed the Meeting that based on the 2024 performance of the Company and its subsidiaries, the net profit amounted to 154,447,935 baht while the separate financial statements showed a net profit of 115,695,735 baht. The Company therefore allocated an annual net profit of 5,800,000 baht as legal reserve for the year 2024. As of December 31, 2024, the Company's legal reserve totaled 37,800,000 baht and the appropriation of net profit was in accordance with the Public Limited Companies Act B.E. 2535 (1992).

Ms. Nathaya then informed the Meeting that the Company's dividend policy is to pay dividends to shareholders each year at not less than 40 percent of net profit of the separate financial statements of the Company after the deduction of corporate income tax and all reserves as required by applicable laws. However, the said dividend payment may change depending on the business operating results, financial status, liquidity, investment plan, and legal conditions including management factors, necessity, and other suitable factors in the future. Furthermore, the dividend payment shall not significantly affect the normal operation of the Company.

Ms. Nathaya further reported that as for the 2024 performance, the Company had considered the following.

- 1) Dividend payment for the 2024 performance would be made at the rate of 0.14 baht per share or a total amount not exceeding 114,506,226.52 baht. The dividend payment is in accordance with the Company's dividend policy and Articles of Association.
- 2) The record date for determining the list of the shareholders entitled to receive the dividend payments would be on May 9, 2025 and the dividend payment at the rate of 0.14 baht per share was scheduled to be made on May 26, 2025.

The Company Secretary informed the Meeting that the Board of Directors deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the following matters.

- 1) Approving the appropriation of net profits as legal reserve in the amount of 5,800,000 baht (Five million eight hundred thousand baht only).
- 2) Approving the dividend payment for the 2024 performance at the rate of 0.14 baht per share or a total 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 the list of the shareholders entitled to receive the dividend payments would be on May 9, 2025 and the dividend payment was scheduled to be made on May 26, 2025.

After that, the Chairman provided an opportunity for shareholders to ask questions and express their opinions on the relevant matters. However, there was no shareholder asking questions or expressing opinions on this agenda. Consequently, the Chairman proposed that the Meeting cast their votes on this agenda. The resolution of this agenda shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

After the counting of votes, the voting results were announced as follows:

Approved	336,184,122	Votes,	equivalent to	100.00	Percent
Disapproved	0	Votes,	equivalent to	0.00	Percent
Abstained	0	Votes,	equivalent to	0.00	Percent

Resolution:

The Meeting unanimously approved as follows:

- 1) Approved the appropriation of net profit as legal reserve for the year 2024 in the amount of 5,800,000 baht.
- 2) Approved the dividend payment for the 2024 performance at the rate of 0.14 baht per share or a total amount not exceeding 114,506,226.52 baht. The record date for determining the list of the shareholders entitled to receive the dividend payments would be on May 9, 2025 and the dividend payment was scheduled to be made on May 26, 2025.

Agenda No.5 To consider the election of directors in replacement of the directors retiring by rotation

The Chairman informed the Meeting that General Wichien Sirisoonthorn and Mrs. Suvimol Chrityakierne were directors who were due to retire by rotation in the 2025 Annual General Meeting of Shareholders. Therefore, they asked to temporarily leave the Meeting and would return to the Meeting after completion of the consideration of this agenda item so that the Meeting could ask questions and vote freely.

The Chairman assigned Air Chief Marshal Kongsak Chantarasopa, Member of the Nomination and Compensation Committee, and the Company Secretary to present the details to the Meeting.

The Company Secretary informed the Meeting that the Company had invited nomination of persons with qualifications in accordance with the Company's criteria to be

candidates for the election of Company's directors in the 2025 Annual General Meeting of Shareholders, from October 1, 2024 to December 31, 2024. After the nomination period had expired, no shareholder nominated any person to be elected as the Company's director for the 2025 Annual General Meeting of Shareholders.

The directors retiring by rotation in 2025 were as follows:

No.	Name of Director	Position
1	General Wichien Sirisoonthorn	Independent Director
2	Mrs. Suvimol Chrityakierne	Independent Director
3	Mr. Prasong Wangrattanapranee	Director

Air Chief Marshal Kongsak Chantarasopa reported to the Meeting that the nomination process of the Company's directors was considered by the Nomination and Compensation Committee. The said Committee had thoroughly considered and was of the view that General Wichien Sirisoonthorn and Mrs. Suvimol Chrityakierne have suitable qualifications to be directors of the Company. They have knowledge and experience which will benefit the Company's business operations. They also have full qualifications in accordance with the Good Corporate Governance Principle and do not have any prohibited characteristics according to the Notification of the Securities and Exchange Commission No. Kor Chor. 3/2560 (2017) Regarding Determination of Untrustworthy Characteristics of Company Directors and Executives. Throughout their term of office, all the retiring directors had performed their duties, devoted their time to the Company and provided recommendations beneficial to the Company's business operations. Additionally, they are independent directors who are fully qualified in accordance with the definition of independent directors of the Company as required by the Capital Market Supervisory Board. Consequently, the Committee deemed it appropriate to propose the re-election of the aforementioned two directors to resume their positions as directors for another term. Mr. Prasong Wangrattanapranee had expressed his intention not to seek re-election after the expiration of his term. Therefore, the Nomination and Compensation Committee had considered and screened potential candidates and deemed it appropriate to propose the election of Assistant Professor Dr. Denpong Soodphakdee who possesses all the required qualifications of an Independent Director in accordance with the regulations of the Capital Market Supervisory Board and relevant laws to the position of Independent Director, in replacement of Mr. Prasong Wangrattanapranee.

The Company Secretary additionally informed the Meeting that the Board of Directors, excluding the members who had a conflict of interest, had thoroughly considered the candidates who had passed the nomination process, and deemed it appropriate to propose that the Annual General Meeting of Shareholders consider the re-election of two retiring directors, i.e. General Wichien Sirisoonthorn, Independent Director, and Mrs. Suvimol Chrityakierne, Independent Director, as the Company's independent directors for another term. The Board of Directors also deemed it appropriate to propose that the Meeting consider the election of Assistant Professor Denpong Soodphakdee as an independent director in replacement of Mr. Prasong Wangrattanapranee according to the recommendations of the Nomination and Compensation Committee. The Board of Directors had considered the nominations and was of

the opinion that all three nominees for independent directorship possess the qualifications required by relevant laws and regulations governing independent directors.

The Chairman then provided an opportunity for shareholders to ask questions and express their opinions on the relevant matters. As there was no question or opinion from the shareholders, the Chairman proposed that the Meeting vote on this agenda. The resolution of this agenda shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes for each candidate on an individual basis.

After the counting of votes, the voting results were declared as follows:

1. General Wichien Sirisoonthorn:

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

2. Mrs. Suvimol Chrityakierne:

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

3. Assistant Professor Denpong Soodphakdee:

Approved	336,184,122	Votes,	equivalent to	100.00	Percent
Disapproved	0	Votes,	equivalent to	0	Percent
Abstained	0	Votes,	equivalent to	0.00	Percent

Resolution:

The Meeting approved by majority vote the re-election of General Wichien Sirisoonthorn and Mrs. Suvimol Chrityakierne as the Company's independent directors for another term, and unanimously approved the election of Assistant Professor Denpong Soodphakdee as an independent director of the Company, to fill the vacancy left by Mr. Prasong Wangrattanapranee.

Agenda No. 6 To consider the remuneration of the Company's Directors for the year 2025

The Chairman assigned General Wichien Sirisoonthorn, Chairman of the Nomination and Compensation Committee to present the details to the Meeting for consideration.

General Wichien informed the Meeting that Article 22 of the Company's Articles of Association states that the directors are entitled to receive remuneration from the Company by way of rewards, meeting allowances, gratuities, bonuses or other benefits as approved by the Annual General Meeting of Shareholders with a vote of not less than two-thirds (2/3) of the total votes of the shareholders present at the Meeting.

Criteria and Procedure for Proposal of the Directors' Remuneration

The remuneration had been considered by the Nomination and Compensation Committee. The said Committee had carefully considered such matter by taking into consideration the duties and responsibilities of the Board of Directors, duties and tasks of directors, type of remuneration, method of remuneration payment and the amount of remuneration for directors, type and size of business, markets and competitors. The said remuneration shall be at an appropriate and adequate level to attract and maintain qualified directors. The said Committee deemed it appropriate to propose to the Board of Directors for consideration and submission to the Annual General Meeting of Shareholders to consider and approve the remuneration for directors, with the following details.

Remuneration of the Company's Directors for the year 2025

The monthly remuneration of the directors, meeting allowances and rewards for the year 2025 altogether would not totally exceed 8,800,000 (Eight million eight hundred thousand Baht only) as per the opinion of the Nomination and Compensation Committee, this represents an increase from the directors' remuneration for the year 2024, taking into account the previous remuneration rate of directors, the Company's operating results, the duties and responsibilities of the directors, the number of subcommittees, and comparison with other listed

The 2025 Annual Remuneration for the Company's Directors

Board of Directors	Remuneration (per person)
.1 Remuneration of the Board of Directors	
1.1 <u>Directors' Monthly Remuneration</u> (same rate in 2024)	
<input type="checkbox"/> Chairman of the Board	37,500 Baht / Month
<input type="checkbox"/> Deputy Chairman	32,500 Baht / Month
<input type="checkbox"/> Director	25,000 Baht / Month
1.2 <u>Meeting allowance</u> (same rate in 2024)	
<input type="checkbox"/> Chairman of the Board	7,500 Baht / Time
<input type="checkbox"/> Deputy Chairman	6,500 Baht / Time
<input type="checkbox"/> Director	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)	
<input type="checkbox"/> Chairman of the Audit Committee	30,000 Baht / Month
<input type="checkbox"/> Director of the Audit Committee	20,000 Baht / Month
2.2 <u>Meeting allowance</u> (same rate in 2024)	
<input type="checkbox"/> Chairman of the Audit Committee	7,500 Baht / Time
<input type="checkbox"/> Director of the Audit Committee	5,000 Baht / Time

Board of Directors	Remuneration (per person)
3. Remuneration of the Nomination and Compensation Committee 3.1 <u>Directors' Monthly Remuneration</u> 3.2 <u>Meeting allowance</u> (same rate in 2024) <ul style="list-style-type: none"> <input type="checkbox"/> Chairman of the Nomination and Compensation Committee <input type="checkbox"/> Director of the Nomination and Compensation Committee 	- None - 7,500 Baht / Time 5,000 Baht / Time
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"> <input type="checkbox"/> Chairman of the Corporate Governance and Sustainability Committee <input type="checkbox"/> 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"> <input type="checkbox"/> Chairman of the Risk Management Committee <input type="checkbox"/> 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"> <input type="checkbox"/> Chairman of the CEO Performance Review Committee <input type="checkbox"/> 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"> <input type="checkbox"/> Chairman of the Innovation and Artificial Intelligence Committee <input type="checkbox"/> 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:

1. 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.

Annual Rewards Payment for the Year 2024

The Board of Directors Meeting No. 1/2025, held on February 25, 2025, resolved to pay rewards of 2,972,200 baht (Two million nine hundred seventy-two thousand two hundred Baht only) representing 1.93 percent of the net profit from the consolidated financial statements of the year 2024. The Board of Directors shall allocate the amount of such annual rewards among themselves.

The Company Secretary further informed the Meeting that Board of Directors deemed it appropriate to propose that the Annual General Meeting of Shareholders consider and approve the remuneration of the directors for the year 2025 in the amount not exceeding 8,800,000 baht and to pay the annual rewards for the year 2024 of 2,972,200 according to the opinion of the Nomination and Compensation Committee, and that the Annual General Meeting of Shareholders approve in principle to pay the directors' remuneration at the same rate while waiting for the Annual General Meeting of Shareholders.

The Chairman then provided an opportunity for shareholders to ask questions and express their opinions on the relevant matters. As there was no question or opinion from the shareholders, the Chairman proposed that the Meeting vote on this agenda. The resolution of this agenda shall be passed by a vote of not less than two-thirds (2/3) of the total votes of the shareholders present at the Meeting.

After the vote count was finalized, the results were declared as follows
(rounded to the nearest whole number)

Approved	336,184,121	Votes,	equivalent to	100.00 Percent
Disapproved	0	Votes,	equivalent to	0.00 Percent
Abstained	0	Votes,	equivalent to	0.00 Percent

Resolution:

The Meeting unanimously approved to pay the remuneration of the Company's Directors for the year 2025 in the amount not exceeding 8,800,000 (Eight million eight hundred thousand Baht only) to pay the annual rewards for the year 2024 of 2,972,200 baht (Two million nine hundred seventy-two thousand two hundred Baht only) and also approved in principle to pay the directors' remuneration at the same rate while waiting for the Annual General Meeting of Shareholders next year.

Agenda No. 7 To consider the appointment of the Company's Auditor and determine the auditing fees for the year 2025 ended December 31, 2025

The Chairman assigned Mrs. Suvimol Chrityakerne, member of the Audit Committee, to present the details to the Meeting.

Mrs. Suvimol explained to the Meeting that pursuant to the Public Limited Companies Act B.E. 2535 (1992), Section 120, and Article 36 of the Company's Articles of Association, the Annual General Meeting of Shareholders shall appoint an auditor and determine an audit fee of the auditor.

Mrs. Suvimol added that the Audit Committee had considered the work experiences of EY Office Limited which has appropriately performed its duties and has no conflict of interest with the Company, subsidiaries, the executives and major shareholders or any related persons of those persons. EY Office Limited is therefore independent to conduct audits and express its opinions on the Company's financial statements as well as capable of performing audits according to the Company's schedule. Its good understanding of the Company's business will enable the audits to be conducted rapidly and efficiently. Consequently, the Audit Committee resolved to submit the matter to the Board of Directors for further proposing to the Annual General Meeting of Shareholders for consideration and appointment of the auditors from EY Office Limited as the Company's auditors for the year 2025 ended December 31, 2025 by allowing any one of them to conduct an audit and render opinions on the financial statements of the Company and also proposed to fix the auditing fees for the year 2025 ended December 31, 2025 in the amount of 2,880,000 baht which is the same rate as the auditing fee for the year 2024. Still, it is an appropriate rate according to the scope of the audit, with the following details:

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 years (Appointed in 2023-2024)
3. Miss Wattoo Kayankannavee	5423	2 years (Appointed in 2023-2024)

Moreover, EY Office Limited is also the auditor of 7 subsidiaries of the Company.

Comparison of Auditing Fees for the Year 2024 and the Year 2023

Year 2025 (Proposed year)	Increase / (Decrease)	Year 2024
2,880,000	-	2,880,000

Notes: There were no other fees paid to the auditors other than the audit fee.

The Company Secretary then informed the Meeting that the Board of Directors deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the appointment of auditors from EY Office Limited as the Company's auditors, namely Mrs. Chonlaros Suntiasvaraporn, CPA. License No. 4523, Miss Sirirat Sricharoensup, CPA.

License No. 5419 or Miss Watoo Kayankannavee, CPA. License No. 5423, for the year 2025 ended December 31, 2025, by allowing any one of them to conduct an audit and comment on the financial statements of the Company, and approve the auditing fees for the year 2025 ended December 31, 2025, amounting to 2,880,000 baht according to the opinion of the Audit Committee.

The Chairman provided an opportunity for shareholders to ask questions and express their opinions on the relevant matters. As there was no question or opinion, the Chairman proposed that the Meeting vote on this agenda. The resolution of this agenda shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

After the vote counting, the voting results were declared as follows:

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

Resolution:

The Meeting approved by majority vote the appointment of Mrs. Chonlaros Suntasvaraporn, CPA. License No. 4523, Miss Sirirat Sricharoensup, CPA. License No. 5419 or Ms. Watoo Kayankannavee, CPA. License No. 5423 of EY Office Limited to be the Company's auditors and determined the auditing fees for the year 2025 ended December 31, 2025 in the amount of 2,880,000 baht.

Agenda No.8 To consider and approve the cancellation of the allocation of 70,000,000 newly issued ordinary shares, with a par value of THB 0.50 per share, reserved for the capital increase under a specific purpose of utilization of funds through the issuance and offering of the company's newly issued ordinary shares via Private Placement.

The Chairman assigned Mr. Sita Tansiri, Chief Strategy Officer, to present the details to the Meeting.

Mr. Sita informed the Meeting that the 2024 Annual General Meeting of Shareholders on April 25, 2024 approved the Company's registered capital increase in the amount of 35,000,000 baht, from 476,950,809 baht to 511,950,809 baht, by issuing 70,000,000 ordinary shares with a par value of 0.50 baht per share. The offering price of newly issued ordinary shares to specific investors was clearly set at 4.60 baht per share.

However, due to the price of the Company's ordinary shares on the Stock Exchange of Thailand falling below the offering price after the approval by the resolution of the Annual General Meeting of Shareholders, the individuals who were allocated the afore-mentioned additional ordinary shares did not subscribe to the additional shares. Besides, the offering period of 3 months after the approval of the Annual General Meeting of Shareholders had expired, as

prescribed in the Notification of the Capital Market Supervisory Board No. Tor Chor. 28/2565 (2022), regarding Permission for Listed Companies to Offer Newly Issued Ordinary Shares through Private Placement. As a result, it was proposed to cancel the allocation of 70,000,000 newly issued ordinary shares of the Company, with a par value of 0.50 baht per share, previously reserved for the capital increase under a specific purpose for fund utilization by issuance and offering of newly issued ordinary shares through Private Placement.

The Board of Directors' Meeting resolved to propose to the Annual General Meeting of Shareholders to consider and approve the cancellation of the allocation of 70,000,000 newly issued ordinary shares of the Company, with a par value of 0.50 baht per share, previously reserved for the capital increase under a specific purpose for fund utilization by issuance and offering of newly issued ordinary shares through Private Placement.

After that, the Chairman provided an opportunity for shareholders to ask questions and express their opinions on the relevant matters. As there was no question or opinion, the Chairman proposed that the Meeting vote on this agenda. The resolution of this agenda shall be passed by not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

After the vote counting, the voting results were declared as follows:

Approved	336,184,122	Votes,	equivalent to	100.00	Percent
Disapproved	0	Votes,	equivalent to	0.00	Percent
Abstained	0	Votes,	equivalent to	0.00	Percent

Resolution:

The Meeting unanimously approved the cancellation of the allocation of 70,000,000 newly issued ordinary shares of the Company, with a par value of 0.50 baht per share, previously reserved for the capital increase under a specific purpose for fund utilization by issuance and offering of newly issued ordinary shares through Private Placement.

Agenda No. 9 To consider and approve the reduction of the Company's registered capital, previously reserved for the issuance and offering of newly issued ordinary shares under a specific purpose for fund utilization through Private Placement, from the existing registered capital of 511,950,809 Baht to a new registered capital of 476,950,809 Baht by eliminating 70,000,000 unissued ordinary shares with a par value of 0.50 Baht per share, totaling 35,000,000 Baht and approve the amendment of Clause 4 of the Memorandum of Association to reflect the decrease in registered capital accordingly.

The Chairman assigned Mr. Sita Tansiri, Chief Strategy Officer, to present the details to the Meeting.

Mr. Sita clarified that as per the shareholders' resolution approving the cancellation of the allocation of newly issued ordinary shares to support a capital increase through private placement in Agenda No. 8, the Company's existing registered capital was 511,950,809 baht, with

paid-up capital of 476,950,809 Baht, divided into 817,901,618 ordinary shares with a par value of 0.50 baht per share. Therefore, the Company must reduce its registered capital from the current 511,950,809 baht to 476,950,809 baht by canceling the unissued ordinary shares that were previously reserved to accommodate the issuance and offering of additional ordinary shares to specified persons (Private Placement), totaling 70,000,000 shares with a par value of 0.50 baht per share, for a total value of 35,000,000 baht. Furthermore, to be in line with the aforementioned capital reduction, the Company must amend Clause 4 of its Memorandum of Association as follows:

Existing:

Clause 4.	Registered capital	511,950,809	Baht
	Divided into	1,023,901,618	Shares
	Par value of	0.50	Baht
	Divided into:		
	Ordinary share	1,023,901,618	Shares
	Preference share	-	Shares

Proposed Amendment:

Clause 4.	Registered capital	476,950,809	Baht
	Divided into	953,901,618	Shares
	Par value of	0.50	Baht
	Divided into:		
	Ordinary share	953,901,618	Shares
	Preference share	-	Shares

In addition, the Board of Directors, the Chairman of the Executive Committee, a person authorized by the Board of Directors, a person authorized by the Chairman of the Executive Committee, an authorized director or a director authorized by an authorized signatory of the Company, were authorized to register amendments to the Memorandum of Association at the Department of Business Development, Ministry of Commerce, and also empowered to amend and add wording, or take any necessary action in compliance with the Registrar's instructions regarding the registration of the Company's capital reduction.

The Company Secretary informed the Meeting that the Board of Directors deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve a capital reduction of 35,000,000 baht from the existing registered capital of 511,950,809 baht to 476,950,809 baht with a par value of 0.50 baht per share and to approve the amendment of Clause 4 of the Memorandum of Association to reflect the Company's capital decrease.

After that, the Chairman provided an opportunity for shareholders to ask questions and express their opinions on the relevant matters. As there was no question or opinion, the

Chairman proposed that the Meeting vote on this agenda. The resolution of this agenda shall be passed by a vote of not less than three-fourths of the total votes of shareholders attending the meeting and having the right to vote.

After the vote counting, the voting results were declared as follows:

Approved	336,184,122	Votes,	equivalent to	100.00	Percent
Disapproved	0	Votes,	equivalent to	0.00	Percent
Abstained	0	Votes,	equivalent to	0.00	Percent

Resolution:

The Meeting unanimously approved the reduction of the Company's registered capital, previously reserved for the issuance and offering of newly issued ordinary shares under a specific purpose for fund utilization through Private Placement, from the existing registered capital of 511,950,809 Baht to a new registered capital of 476,950,809 Baht by eliminating 70,000,000 unissued ordinary shares with a par value of 0.50 Baht per share, totaling 35,000,000 Baht and approve the amendment of Clause 4 of the Memorandum of Association to reflect the decrease in registered capital accordingly as proposed.

Agenda No. 10 To consider and approve the increase of 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 and to approve the amendment to Clause 4 of the Company's Memorandum of Association to reflect the increase in the Company's registered capital.

The Chairman assigned Mr. Sita Tansiri, Chief Strategy Officer, to present the details to the Meeting.

Mr. Sita Tansiri explained that in order to preserve the interests of the holders of TEAMG-W1 warrants not to be inferior as stipulated in the terms and conditions of the warrants to purchase ordinary shares of the Company No. 1 (TEAMG-W1) according to Clause 5 (e). In the event that the Company distributes dividends in cash in excess of 90 percent of the Company's net profit after corporate income tax under the separate financial statements of the Company of any relevant fiscal year, adjustment of exercise price and exercise ratio is required. The new exercise price is set at 14.902 Baht per share, and the new exercise ratio is 1 unit per 1.007 ordinary shares. In this regard, the Company must reserve additional ordinary shares to accommodate the adjustment of the rights of the warrants to purchase ordinary shares of the Company No. 1 (TEAMG-W1). It was therefore proposed that the Annual General Meeting of Shareholders consider and approve the increase of the Company's registered capital in an amount not exceeding 951,908 shares with a par value of 0.50 baht per share, with a total value not exceeding 475,954 baht to accommodate the adjustment of the exercise price and exercise ratio of TEAMG-W1 warrants. Details of the capital increase were presented in the Report Form for Capital Increase (F53-4).

Moreover, the Board of Directors had considered and deemed the aforementioned increase in the Company's registered capital appropriate and in accordance with the terms and conditions of the warrants to purchase ordinary shares of the Company No. 1 (TEAMG-W1) in order to preserve the rights of the warrant holders not to be inferior. Besides, this capital increase would not affect the Company as it was intended to accommodate the exercise of existing warrants. To be in line with the Company's capital increase, the Company must amend Clause 4 of the Memorandum of Association as follows:

Existing:

Clause 4.	Registered capital	476,950,809	Baht
	Divided into	953,901,618	Shares
	Par value of	0.50	Baht
	Divided into:		
	Ordinary share	953,901,618	Shares
	Preference share	-	Shares

Proposed Amendment:

Clause 4.	Registered capital	477,426,763	Baht
	Divided into	954,853,526	Shares
	Par value of	0.50	Baht
	Divided into:		
	Ordinary share	954,853,526	Shares
	Preference share	-	Shares

Additionally, the Board of Directors, the Chairman of the Executive Committee, a person authorized by the Board of Directors, a person authorized by the Chairman of the Executive Committee, an authorized director or a director authorized by an authorized signatory of the Company were authorized to register amendments to the Memorandum of Association at the Department of Business Development, Ministry of Commerce, and also empowered to amend and add wording, or take any necessary action in compliance with the Registrar's instructions regarding the registration the Company's capital increase.

The Company Secretary informed the Meeting that the Board of Directors deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve a capital increase to accommodate the adjustment of the exercise price and exercise ratio of TEAMG-W1 warrants in an amount not exceeding 951,908 shares with a par value of 0.50 baht per share, with a total value not exceeding 475,954 baht, and to approve the amendment of Clause 4 of the Memorandum of Association to reflect the increase in registered capital, with details as presented.

After that, the Chairman provided an opportunity for shareholders to ask questions and express their opinions on the relevant matters. As there was no question or opinion, the



Chairman proposed that the Meeting vote on this agenda. The resolution of this agenda shall be passed by a vote of not less than three-fourths of the total votes of shareholders attending the meeting and having the right to vote.

After the vote counting, the voting results were declared as follows:

Approved	336,184,122	Votes,	equivalent to	100.00	Percent
Disapproved	0	Votes,	equivalent to	0.00	Percent
Abstained	0	Votes,	equivalent to	0.00	Percent

Resolution:

The Meeting unanimously approved the increase of 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 and to approve the amendment to Clause 4 of the Company's Memorandum of Association to reflect the increase in the Company's registered capital as proposed.

Agenda No. 11 To consider and approve 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

The Chairman assigned Mr. Sita Tansiri, Chief Strategy Officer, to present the details to the Meeting.

Mr. Sita Tansiri explained that the Company intended to allocate newly issued ordinary shares to accommodate the adjustment of the exercise price and exercise ratio of TEAMG-W1 warrants. The new exercise price is 14.902 baht each, and the new exercise ratio is 1 unit per 1.007 ordinary shares. The number of newly issued ordinary shares to accommodate the adjustment of TEAMG-W1 warrants shall not exceed 951,908 shares, with a par value of 0.50 baht per share, and the Board of Directors would be authorized to consider and determine the terms, conditions, and other details related to the issuance and allocation of the newly issued ordinary shares as detailed above.

The Company Secretary informed the Meeting that the Board of Directors deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve 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 in an amount not exceeding 951,908 shares with a par value of 0.50 baht per share, and the delegation of authority to the Board of Directors to consider and determine the terms, conditions and details related to the allocation of the Company's newly issued ordinary shares.

The Chairman then provided an opportunity for shareholders to ask questions and express their opinions on the relevant matters. As there was no question or opinion, the Chairman proposed that the Meeting vote on this agenda. The resolution of this agenda shall be passed by a majority vote.



After the vote count was finalized, the results were declared as follows (rounded to the nearest whole number)

Approved	336,184,121	Votes,	equivalent to	100.00	Percent
Disapproved	0	Votes,	equivalent to	0.00	Percent
Abstained	0	Votes,	equivalent to	0.00	Percent

Resolution:

The Meeting approved by majority vote 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 in an amount not exceeding 951,908 shares with a par value of 0.50 baht per share and the delegation of authority to the Board of Directors to consider and determine the terms, conditions and details related to the allocation of the Company's newly issued ordinary shares.

Agenda No. 12 To consider and approve the addition of objectives and the amendment of Clause 3 of the Company's Memorandum of Association

The Chairman assigned Ms. Nathamon Chanthawongsa, Director of Corporate Legal Office, to present the details to the Meeting.

Ms. Nathamon reported to the Meeting that to expand the business and support future growth and development, as well as to broaden the scope of operations in line with the organization's strategic plan, it was deemed appropriate to propose to the Meeting to consider and approve the addition of three company objectives, bringing the total from 39 to 42, and the amendment of Clause 3 of the Company's Memorandum of Association, with the following details.

1) The three additional objectives are as follows:

- Clause 40 To engage in the business related to purchase, sale, installation, and maintenance of unmanned equipment.
- Clause 41 To engage in the business related to purchase, sale, installation, and maintenance of equipment and defense systems for cybersecurity threat monitoring and prevention.
- Clause 42 To engage in the business related to importation, procurement, distribution, and maintenance services of military equipment, including spare parts and related components, as well as provision of 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, as regards the Company's objectives, is as follows:

From:

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

To:

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

In addition, the Board of Directors, the Chairman of the Executive Committee, a person authorized by the Board of Directors, a person authorized by the Chairman of the Executive Committee, an authorized director or a director authorized by an authorized signatory of the Company, were authorized to register amendments to the Memorandum of Association at the Department of Business Development, Ministry of Commerce, and also empowered to amend and add wording, or take any necessary action in compliance with the Registrar's instructions regarding the addition of the Objectives of Company and the amendment of Clause 3 of the Memorandum of Association of the Company.

The Company Secretary informed the Meeting that the Board of Directors deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the addition of the Objectives of Company and the amendment of Clause 3 of the Company's Memorandum of Association, increasing the total number of objectives from 39 to 42, according to the above-mentioned details.

After that, the Chairman provided an opportunity for shareholders to ask questions and express their opinions on the relevant matters. As there was no question or opinion, the Chairman proposed that the Meeting vote on this agenda. The resolution of this agenda shall be passed by a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote.

After the vote counting, the voting results were declared as follows:

Approved	336,184,122	Votes,	equivalent to	100.00	Percent
Disapproved	0	Votes,	equivalent to	0.00	Percent
Abstained	0	Votes,	equivalent to	0.00	Percent

Resolution:

The Meeting unanimously approved the addition of the Objectives of Company, increasing the total number of objectives from 39 to 42, and the amendment of Clause 3 of the Company's Memorandum of Association.

Agenda No. 13 Other Businesses (if any)



The Company Secretary informed the Meeting that the Company had given an opportunity for shareholders to propose an agenda to be included in the Shareholders Meeting, from October 1, 2024 to December 31, 2024. After the deadline, it was found that no shareholder had proposed any agenda. Therefore, there was no additional agenda in this agenda.

The Chairman then provided an opportunity for shareholders to ask questions and/or for the Board of Directors to answer questions or provide clarification to shareholders. The shareholders were therefore invited to ask for further information or share their opinions on various matters.

As there was no further inquiry or suggestion, the Chairman informed the Meeting that the agenda proposed for consideration as specified by the Company in the invitation of the 2025 Annual General Meeting of Shareholders had been considered. The Chairman expressed gratitude to all shareholders for taking their time to attend the meeting and subsequently adjourned the 2025 Annual General Meeting of Shareholders of TEAM Consulting Engineering and Management Public Company Limited.

Ms. Nathamon Chanthawongsa, Director of Corporate Legal Office, informed the Meeting that, at the time the Meeting was adjourned, there were a total of 91 shareholders and proxies attending the Meeting, consisting of 7 shareholders present in person and 84 shareholders by proxy, holding an aggregate number of 336,184,122 shares. This represented 41.1033 percent of the total 817,901,618 issued shares.

The Meeting was adjourned at 12.22 hrs.

- Rapee Phongbupakicha - Chairman of the Meeting

(Mr. Rapee Phongbupakicha)

Chairman of the Board

Minutes Taker

(Ms. Pommara Patthanabhumthanint)

Corporate Secretary

Profile of the Nominated Candidates for the Election of Directors

Name - Surname	Mr. Rapee Phongbupakicha (Nominated for re-election)	
Position in the company	Chairman of the Board of Directors, Chairman of the Executive Committee, Chairman of the Innovation and Artificial Intelligence Committee	
Position Nominated	Non-Executive Director	
Date of Directorship	October 12, 2022	
Current Age	66 years	
Nomination Procedure	Nominated by the Nomination and Compensation Committee and agreed to propose to the Shareholder's meeting for consideration by the Board of Directors	

Education

Institution	Degree
National Institute of Development Administration	Master of Public Administration
Thammasat University.	Bachelor of Political Science

Training Record with Thai Institute of Directors (IOD)

Courses	Class / Year
Director Accreditation Program (DAP)	204/2023

5-Year past Experiences

○ Position in the Company

Period	Position
October 2022 – Present	Chairman of the Board of Directors
October 2025 – Present	Chairman of the Executive Committee
February 2025 - Present	Chairman of the Innovation and Artificial Intelligence Committee
January 2023 - November 2024	Chairman of the Corporate Government and Sustainability Committee
October 2022 - November 2024	Chairman of the Audit Committee

○ Board member / Management in other Listed Company - The Stock Exchange of Thailand

Company / Organization	Position
- None -	- None -

○ Board member/ Management in other Non-Listed Company - The Stock Exchange of Thailand

Company / Organization	Position
2021 - Present Borisuth Land And House Co., Ltd.	Authorized Director

Remarkable Position

Period	ตำแหน่ง
2022	Member of the Board of Directors of the State Railway of Thailand
2021	Chairman of the Board of Directors, Aeronautical Radio of Thailand Co., Ltd.
2020	Chairman of the Board of Directors, S.R.T. Electrified Train Co., Ltd.
2018	The Governor of Chachoengsao Province
2015	Chief of Inspector General of the Ministry of Interior of Thailand
2014	The Governor of Nakhon Sawan Province
2013	The Governor of Phitsanulok Province
2011	The Governor of Nong Bua Lamphu Province
2010	The Governor of Surin Province / The Governor of Nakhon Ratchasima Province
2009	The Governor of Sisaket Province
2007	The Vice Governor of Uthai Thani Province
2006	The Vice Governor of Trat Province
2004	The Vice Governor of Ratchaburi Province
2003	The Director of Prince Damrongrajnanubhab Institute of Research and Development
2002	The Personnel Division Director of Office of the Permanent Secretary for Interior
1999	The District Chief Officer of Phra Phutthabat District, Saraburi Province
1997	The District Chief Officer of Phatthana Nikhom District, Lopburi Province
1996	The District Chief Officer of Lam Sonthi District, Lopburi Province

Other Position

Period	Position
2019 - 2020	The President of the Political Science Association of Thammasat University under The Royal Patronage
2015 - 2018	The President of Buriram Association

Insignia: Knight Grand Cordon of the Most Noble Order of the Crown of Thailand, Knight Grand Cordon of the Most Exalted Order of the White Elephant, The Border Service Medal.

Year(s) as the company's directorship

- Mr. Rapee Phongbupakicha has been the company's director for 4 years. When including the time from the re-election of this term, he will be the company's directorship for a total of 7 years and six months.

Shareholding in the company as of March 11, 2026

- 516,000 shares or representing 0.06 percent

Meeting attendance in year 2025

- The Board of Directors 8 times from the total of 8 times or representing 100 percent and attended a meeting for the Non-Executive Directors Meeting.
- The Executive Committee 10 times from the total of 13 times or representing 76.92 percent.
- The Innovation and Artificial Intelligence Committee 2 times from the total of 2 times or representing 100 percent.

Relationship with other Management and Directors

- None

Has never been convicted or violating security or stock exchange law, nor laws governing finance?

- None

Position in other company that may cause conflicts of interest with the company

- None

Director's prohibited qualifications

- None

Conflicts of Interest in the agenda

- Agenda No. 6 - Consider and approve the election of directors in replacement of those who are retiring by rotation.
- Agenda No. 8 - Consider and approve the remunerations of the Company's directors for the year 2026.

Profile of the Nominated Candidates for the Election of Directors

Name - Surname	Mr. Chawalit Chantararat (Nominated for re-election)	
Position in the company	Director, Deputy Chairman of the Executive Committee, Member of the Risk Management Committee, Member of the Corporate Governance and Sustainability Committee, Chief Executive Officer	
Position Nominated	Executive Director	
Date of Directorship	April 27, 2010	
Current Age	69 years	
Nomination Procedure	Nominated by the Nomination and Compensation Committee and agreed to propose to the Shareholder's meeting for consideration by the Board of Directors	

Education

Institution	Degree
The National Defence College of Thailand	Master of Engineering in Water Resources Engineering
Khon Kaen University	Bachelor of Engineering (Civil Engineering)
National Defence College: NDC	Certificate of Completion of the National Defence Course

Training Record with Thai Institute of Directors (IOD)

Course	Class / Year
<input type="checkbox"/> ESG in the Boardroom: A Practical Guide for Board	12/2025
<input type="checkbox"/> Board Nomination & Compensation Program (BNCP)	11/2021
<input type="checkbox"/> Directors Certification Program (DCP)	122/2009

5-Year past Experiences

○ Position in the Company

Period	Position
2010 – Present	Director
2025 – Present	Deputy Chairman of the Executive Committee
2024 – Present	Member of the Risk Management Committee
2024 – Present	Chief Executive Officer
2023 – Present	Member of the Corporate Governance and Sustainability Committee

Period	Position
2022 – 2024	Advisor to the Executive Committee
2020 – 2024	Member of the Nomination and Compensation Committee
2020 – 2022	Chairman of the Executive Committee
2019 – 2022	Chairman of the Management Committee - Water Resources and International Business Unit.

○ Board member / Management in other Listed Company - The Stock Exchange of Thailand

Company / Organization	Position
- None -	- None -

○ Board member/ Management in other Non-Listed Company - The Stock Exchange of Thailand

Companies / Organizations		Position
2014 – Present	Geotechnical & Foundation Engineering Co., Ltd.	Chairman of the Board of Directors
Feb 2025 – Present	TEAM NEXT Co., Ltd.	Chairman of the Board of Directors
Jan 2025 – Present	ATT Consultant Co., Ltd.	Chairman of the Board of Directors
Jan 2025 – Present	TEAM Construction Management Co., Ltd.	Chairman of the Board of Directors
Jan 2025 – Present	TEAM Plus and Partner Ltd.	Chairman of the Board of Directors
Jan 2025 – Present	TLT Consultants Co., Ltd.	Chairman of the Board of Directors
Jan 2025 – Present	GOE Consultant Co., Ltd.	Chairman of the Board of Directors
2016 – 2021	TEAM Construction Management Co., Ltd.	Director
2014 – 2021	TEAM Consulting International Co., Ltd.	Director

Insignia: Silver Medalist (Seventh Class) of the Order of Direkgunabhorn

Year(s) as the company's directorship

- Mr. Chawalit Chantarart has been the company's director for 16 years. When including the time from the re-election of this term, he will be the company's directorship for a total of 19 years.

Shareholding in the company as of March 11, 2026

- 3,897,000 shares or representing 0.48 percent

Meeting attendance in year 2025

- The Board of Directors 8 times from the total of 8 times or representing 100 percent.
- The Executive Committee 13 times from the total of 13 times or representing 100 percent.
- The Risk Management Committee 5 times from the total of 5 times or representing 100 percent.

- The Corporate Government and Sustainability Committee 3 times from the total of 3 times or representing 100 percent.

Relationship with other Management and Directors

- None

Has never been convicted or violating security or stock exchange law, nor laws governing finance?

- None

Position in other company that may cause conflicts of interest with the company

- None

Director's prohibited qualifications

- None

Conflicts of Interest in the agenda

- Agenda No.6 - Consider and approve the election of directors in replacement of those who are retiring by rotation.
- Agenda No. 8 – Consider and approve the remunerations of the Company's directors for the year 2026.

Profile of the Nominated Candidates for the Election of Directors

Name - Surname	Air Chief Marshal Kongsak Chantarasopa (Nominated for re-election)	
Position in the company	Independent Director / Member of the Audit Committee / Chairman of the CEO Performance Review Committee / Member of the Nomination and Compensation Committee / Member of the Corporate Governance and Sustainability Committee / Member of the Risk Management Committee	
Position Nominated	Independent Director	
Date of Directorship	February 24, 2024	
Current Age	63 Years	
Nomination Procedure	Nominated by the Nomination and Compensation Committee and agreed to propose to the Shareholder's meeting for consideration by the Board of Directors	

Education

Institution	Degree
Royal Thai Air Force Academy	Bachelor of Science (Aeronautical Engineering)
Ramkhamhaeng University	Master of Arts (Political Science and Administration)
National Defence College #59	-
Air Command and Staff College #40	-

Training Record with Thai Institute of Directors (IOD)

Course	Class / Year
- Directors Accreditation Program (DAP)	DAP 219/2024

Other Training Record

Class	Institute
- Oxford Program on Negotiation	- University of Oxford
- Asia-Pacific Cooperation Security Studies, USA	- Asia-Pacific Cooperation
- Capital Market Academy Program, Executive Education #29	- Capital Market Academy
- Super Series "Leadership & Effective Corporate Culture" #3	- Institute of Research and Development for Public Enterprises

5-Year past Experiences

○ Position in the Company

Period	Position
February 2024 – Present	Independent Director , Corporate Governance and Sustainability Committee
December 2024 – Present	Member of the Audit Committee Chairman of the CEO Performance Review Committee Member of the Nomination and Compensation Committee Member of the Risk Management Committee

○ Board member / Management in other Listed Company - The Stock Exchange of Thailand

Company / Organization	Position
- None -	- None -

○ Board member/ Management in other Non-Listed Company - The Stock Exchange of Thailand

Companies / Organizations	Position
Industrial Estate Authority of Thailand	Director
S.R.T. Electrified Train Co., Ltd.	Director

Remarkable Position

- Deputy Chief of Defence Forces, Royal Thai Armed Forces Headquarters
- Commander of Air Operations Control Command, Royal Thai Air Force
- Advisory, Institute of National Defence, Royal Thai Armed Forces
- Deputy Chief of the Air Staff for Intelligence, Royal Thai Air Force
- Director of Intelligence, Royal Thai Air Force
- Air Attache to Singapore
- Wing 1 Commander, Royal Thai Air Force, Nakhon Ratchasima Province
- Squadron 101 Commander, Wing 1, Royal Thai Air Force, Nakhon Ratchasima Province
- Chairman of Board members, Thai Aviation Industry Company
- Board member and acting Chairman, Aeronautical Radio of Thailand
- Board member, Civil Aviation Training Center
- Flying with fighter aircraft L-39, F-5 A/B/E/F and F-16 A/B more than 2,000 flight hours

Year(s) as the company's directorship

- Air Chief Marshal Kongsak Chantarasopa has been the company's independent director for 2 years.

When including the time from the re-election of this term, he will be the company's directorship for a total of 5 years.

Shareholding in the company as of March 11, 2026

- None

Meeting attendance in year 2025

- The Board of Directors 8 times from the total of 8 times or representing 100 percent and attended a meeting for the Non-Executive Directors Meeting.
- The Audit Committee 5 times from the total of 5 times or representing 100 percent and attended a meeting of the Audit Committee with the external auditor without the management present.
- The Risk Management Committee 5 times from the total of 5 times or representing 100 percent.
- The Corporate Government and Sustainability Committee 3 times from the total of 3 times or representing 100 percent.
- The Nomination and Compensation Committee 6 times from the total of 6 times or representing 100 percent.
- The CEO Performance Review Committee 5 times from the total of 5 times or representing 100 percent.

Relationship with other Management and Directors

- None

Has never been convicted or violating security or stock exchange law, nor laws governing finance?

- None

Position in other company that may cause conflicts of interest with the company

- None

Director's prohibited qualifications

- None

Conflicts of Interest in the agenda

- Agenda No. 6 - Consider and approve the election of directors in replacement of those who are retiring by rotation.
- Agenda No. 8 - Consider and approve the remunerations of the Company's directors for the year 2026.

Profile of the Nominated Candidates for the Election of Directors

Name - Surname	General Thanya Kieatisarl (Nominated of directors in replacement of the director who resigned.)	
Position Nominated	Independent Director	
Current Age	65 years	
Nomination Procedure	Nominated by the Nomination and Compensation Committee and agreed to propose to the Shareholder's meeting for consideration by the Board of Directors	

Education

Institution	Degree
National Institute of Development Administration	Master of Public Administration
Chulachomklao Royal Military Academy	Bachelor of Science

Training Record with Thai Institute of Directors (IOD)

Course	Class / Year
-	-

Other Training Record

Class	Institute
<input type="checkbox"/> National Defence College of Thailand (NDC)	National Defence Course - NDC
<input type="checkbox"/> Command and General Staff College	Command and General Staff Course

5-Year past Experiences

○ Position in the Company

Period	Position
- None -	- None -

○ Board member / Management in other Listed Company - The Stock Exchange of Thailand

Company / Organization	Position
- None -	- None -

○ Board member/ Management in other Non-Listed Company - The Stock Exchange of Thailand

Companies / Organizations	Position
Nakhon Ratchasima Rajabhat University	Member of the University Council of Nakhon Ratchasima Rajabhat University (Expert)

Remarkable Position

Companies / Organizations	Position
Royal Thai Army	Special Advisor to the Royal Thai Army
Second Army Area	Commander of the Second Army Area
Second Army Area	Commander of the 2 nd Development Division
2 nd Development Division	Commander of the 2 nd Development Division
23 rd Infantry Regiment	Commander of the 23 rd Infantry Regiment
3 rd Infantry Battalion	Commander of the 3 rd Infantry Battalion, 23 rd Infantry Regiment
Sisaket Rajabhat University	Member of the University Council of Sisaket Rajabhat University
Under the National Water Resources Committee (ONWR). Office of the National Water Resources	Chairman of the Subcommittee on Regional Water Resources Management in the Northeastern Region
Department of Water Resources	Advisor to the Department of Water Resources

Shareholding in the company as of March 11, 2026

- None

Relationships among Directors and Executives

- None

Has never been convicted or violating security or stock exchange law, nor laws governing finance?

- None

Position in other company that may cause conflicts of interest with the company

- None

Director's prohibited qualifications

- None

The Company's Articles of Association concerning the Shareholders' Meeting

Article 31. The Board of Directors shall hold an Annual General Shareholders' Meeting within four (4) months after fiscal year end.

All other Shareholders' Meetings apart from above are called extraordinary meeting. The Board of Directors may summon an extraordinary meeting at any time it deems appropriate.

One (1) or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total number of shares sold may, by subscribing their names requesting the Board of Directors in writing to call an extraordinary meeting of shareholders at any time, but the reason for calling such meeting shall be clearly stated in such request. In such event, the Board of Directors shall proceed to call a Shareholders' Meeting to be held within forty-five (45) days as from the date of such request in writing from the shareholders is received.

In the case the Board of Directors fail to arrange for the meeting within as period under third paragraph, the shareholders who have subscribed their name or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days as from the date of expiration of the period under the third paragraph. In such case, the meeting deemed to be Shareholders' Meeting called by the Board of Directors and the Company shall be responsible for necessary expenses that incurred from meeting providing and facilitate properly.

In the case where, at the meeting called by the shareholders under fourth paragraph, the number of the shareholders present does not constitute quorum as prescribed in Article 33. The shareholder under fourth paragraph shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.

The shareholders' meeting may be held via electronic means according to the law on electronic meetings.

Article 32. In summoning a meeting of shareholders, the Board of Directors shall send notice of the meeting specifying the venue, day, time and agenda of the meeting together with reasonable details and a clear indication as to whether such matters are to be submitted for acknowledgement, for approval, or for consideration including the opinion of the Board of Directors on said matters and shall deliver the same to the shareholders and the Registrar not less than seven (7) days before the date of the meeting. In addition, the notice of the meeting shall also be published in a newspaper for three (3) days consecutively and at least three (3) days in advance of the meeting. The Company may advertise the notice via electronic means according to the law on electronic meetings instead. A meeting of shareholders may be held at the province where the head office of the Company is located, or any other place shall be fixed as deems appropriate by the Board of Directors.

In the event that any shareholders' meeting is conducted via electronic means, the Company's head office shall be deemed the venue of such meeting.

Article 34. The Chairman of the Board shall preside as Chairman of the meeting. If the Chairman of the Board is unable to attend the meeting or unable to perform the duty, the Vice-Chairman shall preside as Chairman of the meeting. If there is no Vice-Chairman or the Vice-Chairman exists but is unable to perform his duties, the shareholders in the meeting shall elect one person to act as a Chairman of the meeting.

Article 35. In voting at the Shareholders' Meeting, one (1) share shall have one (1) vote and any shareholder has a special interest in any matter that shareholder has no right to vote on that matter in addition to voting for election of directors and the resolution of the Shareholders' Meeting shall consist of the following votes:

- (1) In general, a resolution shall be passed by a majority votes of shareholders present at the meeting. In the case of an equality votes, the Chairman of the meeting shall have the casting vote.
- (2) In the case below, a resolution shall be passed by a vote of not less than three-fourths (3/4) of all votes of shareholders attending the meeting and entitled to vote;
 - (a) sales or transfer of the whole or integral parts of the Company's business to other persons;
 - (b) purchase or acceptance of transfer of a business of other private companies or public limited companies by the Company;
 - (c) execution, amendment or termination of a contract related to the lease of the whole or a substantial part of the Company's business, the assignment of another person to manage the business of the Company, or merge the business with other persons, for the purpose of profit or loss sharing;
 - (d) amendment to the Memorandum of Association or Articles of Association of the Company;
 - (e) increase or reduction of the Company's registered capital;
 - (f) dissolution of the Company;
 - (g) issuance of debentures of the Company;
 - (h) amalgamation of the Company's business with another company.

Article 36. Activities that the Annual General Meeting of Shareholders should call as follows:

- (1) acknowledge report of the Board of Directors proposed in Shareholders' Meeting that indicates activities of the Company in the previous year;
- (2) consider and approve the balance sheets and profit and loss statements;
- (3) consider and approve the allocation of profits and dividend payment;
- (4) consider and elect new directors to replace those who will retire by rotation;
- (5) consider and determine director's remuneration;
- (6) consider and appoint auditors and determine the audit fees; and

(7) transact other businesses.

Proxy for attending the Shareholders' Meeting

Article 33. The Shareholders' Meeting shall have the shareholder and proxy from shareholder (If any) attend the meeting not less than twenty-five (25) persons or not less than a half (1/2) of all shareholders and shall have the shares combine together not less than one-third (1/3) of all distributes shares shall be quorum.

Appointment of a proxy may be carried out via electronic means, provided that such method is safe, and that it is credible that such appointment has been duly made by a shareholder in accordance with the criteria prescribed by the Share Registrar.

If at any meeting of shareholders, after one (1) hour from the time fixed for the meeting a quorum, as prescribed in paragraph one, is not constituted, and if such meeting of shareholders was requested for by the shareholders, such meeting shall be cancelled. If such meeting of shareholders was not summoned for by the shareholders, another meeting shall be summoned, and a written notice summoning the meeting shall be sent to the shareholders not less than seven (7) days prior to the date of the meeting. At such subsequent meeting, no quorum is required to be constituted.

Qualification of Directors, Election and Rotation of Directors

Article 15. The Company must have the Board of Directors consisting of not less than five (5) persons to conduct the Company's business provided that no less than half (1/2) of total number of directors shall reside in Thailand and shall have qualification as prescribed by law.

A director may or may not be shareholder of the Company.

Article 16. Shareholders' Meeting shall elect director(s) according to rules and procedures as follows:

- (1) Each shareholder shall have one (1) vote for one (1) share.
- (2) Each shareholder shall utilize all the right under (1) to elect one or several persons to be a director or directors of the Company. In case of voting for more than one director, he cannot distribute his votes.
- (3) Persons who are elected to be directors will be those who receive the highest number of votes, in descending order, according to the number of directors who are to be elected. In the event of a tie for the last position to be elected and this exceeds the said number of directors, the Chairman of the meeting shall have a casting vote.

Article 17. At every Annual General Meeting of Shareholder, one-third (1/3) of the directors, or if their number is not a multiple of three, then the number nearest to one-third (1/3) must retire from office.

A retiring director is eligible for re-election.

The director retiring from the office in the first and the second years after the registration of the Company shall be selected by means of drawing lots. In every subsequent year, the directors who have been longest in office shall retire.

Auditor

Article 37. The Company's fiscal year begins on January 1 and ends on December 31 of each year.

Article 38. The Company shall arrange for the preparation and keeping of accounts as well as the audit thereof in accordance with the law governing such, and shall make a balance sheet and a statement of profit and loss at least once every twelve (12) months which is the accounting period of the Company.

Article 41. The auditor shall not be a director, personnel, employee or person holding any position in the Company.

Article 42. The auditor has the authority to audit accounts, documents and any other evidence relating to income, as well as the assets and liabilities of the Company during the business hours of the Company. In this regard, the auditor has power to inquire the directors, personnel, employees, person who hold any positions of the Company and the representatives of the Company including allowing those individuals to clarify the facts or submit documents or evidence about the operation of the Company.

Article 43. The auditor has the duty to attend every meeting of shareholders whenever it is held to consider the balance sheet, the statement of loss and profit and problems concerning the accounts of the Company in order to give explanations to shareholders and the Company shall also send the reports and all documents that shareholders should receive in the meeting to the auditor as well.

Dividend Payment

Article 44. No dividends shall be paid otherwise than out of profits. In the case where a company has incurred accumulated loss, no dividends may be paid.

Dividends shall be distributed in accordance with the number of shares in equal number for each share. Unless in case that the Company issues the preference shares and specifying that the preference shares receives different dividends from the ordinary shares, the dividend shall be allocated as specified. The dividend payment shall be approved by the Shareholders' Meeting.

The Board of Directors may pay the interim dividends payment to shareholders from time to time when the Board of Directors deems that the Company has sufficient profit to do so and shall report to the shareholders at the subsequent meeting.

Payment of dividends shall be made within one (1) month from the date of the resolution is passed by the meeting of shareholders or the Board Directors, as the case may be. However, a notice thereof shall be sent to the shareholders and also be published in a newspaper for a period of not less than three (3) consecutive days.

Article 45. The Company shall allocate annual net profits as reserve fund not less than five (5) percentage of annual net profits less the sum of accumulated loss brought forward (if any) until reserve fund amounts to not less than ten(10) percentage of registered capital.

Details of Independent Directors proposed as Shareholders' Proxies

1. Assoc. Prof. Dr. Chamlong Prabkeao

Age	67 Years	
Current Positions	Independent Director / Chairman of the Risk Management Committee / Member of the Corporate Governance and Sustainability Committee / Member of the Nomination and Compensation Committee / Member of the CEO Performance Review Committee	
Current Address	20/125 Moo 8 Suwinthawong Road, Lam Phak Chi, Nong Chok, Bangkok 10530	
Special Interests in the Agenda Items	Agenda No. 8 – Consider and approve the remunerations of the Company's directors for the year 2026	

2. Assoc. Prof. Dr. Kittichai Triratanasirichai

Age	69 Years	
Current Positions	Independent Director / Member of the CEO Performance Review Committee / Member of the Innovation and Artificial Intelligence Committee	
Current Address	285 Moo 21 Sila, Mueang Khon Kaen, Khon Kaen 40000	
Special Interests in the Agenda Items	Agenda No. 8 – Consider and approve the remunerations of the Company's directors for the year 2026	

3. Asst. Prof. Dr. Denpong Soodphakdee

Age 52 Years
Current Positions Independent Director /
Member of the Risk Management
Committee /
Member of the Innovation and
Artificial Intelligence Committee



Current Address 999/144 Moo 2 Sila, Mueang Khon Kaen,
Khon Kaen 40000

**Special Interests in
the Agenda Items** Agenda No. 8 – Consider and approve the
remunerations of the Company’s directors for
the year 2026

Definition and Qualifications of Independent Directors

1. Holding no more than 1 % of total voting shares* including the shareholding of persons related to the independent directors
2. Not currently be or never been the company's executive director, worker, employee, salaried consultant, or controlling parties.* Exception: It has been at least two years after the person has held the position.
3. Not by blood or legally registered with other directors, executives, major shareholders, controlling parties, or persons who will be nominated as directors, executives, or controlling parties of the company or subsidiary.
4. Not currently having or never had any relations with the company* in the way that such relation may impede the person from having independent views. Also, the person should not currently be or never be a significant shareholder or controlling person for persons having business relations with the company.* Exception: It has been at least two years after the person has held the position.
5. Not currently being or never been the company's auditor.* Also, the person should not currently be or never be a significant shareholder, controlling person, or partners of current auditor's auditing firm.* Exception: It has been at least two years after the person has held the position.
6. Not currently be providing or never provided professional services, legal consulting, nor financial consulting services to the company with a fee more than Baht 2 million per year.* Also, the person should not currently be or never be a significant shareholder, controlling person, or partners of current service providers. Exception: It has been at least two years after the person has held the position.
7. Not currently a director appointed to represent the company's directors, major shareholders, or the shareholder related to major shareholder.
8. Not currently be operating under similar business nature and significant competition to the company or subsidiary; or not a significant partner of the partnership, executive director, salaried worker, employee, or consultant; or holding more than 1% of voting shares of any other companies operating under similar business nature and significant competition to the company and subsidiary.
9. Not under any conditions that may impede the person from having independent views towards the company's operations.

* Including the parent company, subsidiary, affiliate, major shareholder(s), or controlling parties of the company.

หนังสือมอบฉันทะ (แบบ ก.)
Proxy (Form A.)
(แบบทั่วไปซึ่งเป็นแบบง่ายไม่ซับซ้อน /General Proxy Form)

อากรแสตมป์ 20 บาท
Stamp Duty Baht 20

เลขทะเบียนผู้ถือหุ้น _____
Shareholders' Registration No.

เขียนที่ _____
Written at

วันที่ _____ เดือน _____ พ.ศ. _____
Date _____ Month _____ Year _____

(1) ข้าพเจ้า _____
I/We
อยู่บ้านเลขที่ _____ สัญชาติ _____
Address _____ Nationality _____

(2) เป็นผู้ถือหุ้นของบริษัท ทีม คอนซัลติ้ง เอนจิเนียริ่ง แอนด์ แมเนจเม้นท์ จำกัด (มหาชน) ("บริษัท")
Being a Shareholder of TEAM Consulting Engineering and Management Public Company Limited ("the Company")

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น	และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
Holding the total amount of _____ shares	and have the rights to vote equal to _____ votes as follows:
<input type="checkbox"/> หุ้นสามัญ _____ หุ้น	ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Ordinary share _____ shares	have the rights to vote equal to _____ votes
<input type="checkbox"/> หุ้นบุริมสิทธิ _____ หุ้น	ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Preferred share _____ shares	have the rights to vote equal to _____ votes

(3) ขอมอบฉันทะให้
Hereby appoint

- 1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Mr./Mrs./Ms. Age _____ years, residing at _____
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Sub-District District
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ _____
Province Postal Code or
- 2. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Mr./Mrs./Ms. Age _____ years, residing at _____
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Sub-District District
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ _____
Province Postal Code or
- 3. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Mr./Mrs./Ms. Age _____ years, residing at _____
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Sub-District District
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ _____
Province Postal Code or

คนหนึ่งคนใดเพียงผู้เดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้น ประจำปี 2569 ของบริษัท ทีม คอนซัลติ้ง เอนจิเนียริ่ง แอนด์ แมเนจเม้นท์ จำกัด (มหาชน) ในวันที่ 29 เมษายน 2569 เวลา 14.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) เท่านั้น

Anyone of above as my/our proxy to attend and vote on my/our behalf at the meeting of the 2026 Annual General Meeting of Shareholders of TEAM Consulting Engineering and Management Public Company Limited on April 29, 2026 at 14.00 hours through an electronic meeting platform (e-AGM) only

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุม ให้เสมือนถือข้าพเจ้าได้กระทำเองทุกประการ
Any actions performed by the proxy in this Meeting shall be deemed to be actions performed by myself/ourseives.

ลงนาม/Signed _____ ผู้มอบฉันทะ/Grantor
(_____)

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

หมายเหตุ :

ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุม และออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

Remark : A shareholder shall appoint only one proxy to attend and vote at the Meeting. A shareholder shall not appoint more than one proxy each with the voting rights in respect of a certain portion of shares.

หนังสือมอบฉันทะ (แบบ ข.)
Proxy (Form B.)
 (แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนโดยตัว / Specific Details Form)

อักษรแสดงมี 20 บาท
 Stamp Duty Baht 20

เลขทะเบียนผู้ถือหุ้น _____
 Shareholders' Registration No.

เขียนที่ _____
 Written at

วันที่ _____ เดือน _____ พ.ศ. _____
 Date Month Year

(1) ข้าพเจ้า _____
 I/We
 อยู่บ้านเลขที่ _____ สัญชาติ _____
 Address Nationality

(2) เป็นผู้ถือหุ้นของบริษัท ทีม คอนซัลติ้ง เอนจิเนียริ่ง แอนด์ แมเนจเม้นท์ จำกัด (มหาชน) ("บริษัท")
 Being a Shareholder of TEAM Consulting Engineering and Management Public Company Limited ("the Company")

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น	และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
Holding the total amount of _____ shares	and have the rights to vote equal to _____ votes as follows:
<input type="checkbox"/> หุ้นสามัญ _____ หุ้น	ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Ordinary share _____ shares	have the rights to vote equal to _____ votes
<input type="checkbox"/> หุ้นบุริมสิทธิ _____ หุ้น	ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Preferred share _____ shares	have the rights to vote equal to _____ votes

(3) ขอมอบฉันทะให้
 Hereby appoint

1. ชื่อ รศ.ดร.จำลอง ปราบแก้ว อายุ 67 ปี อยู่บ้านเลขที่ 20/125 หมู่ที่ 8
 Assoc. Prof. Dr. Chamlong Prabkeao Age 67 years, residing at 20/125 Moo.8
 ถนน สุวินทวงศ์ ตำบล/แขวง ลำผักชี อำเภอ/เขต หนองจอก
 Road Suwinthawong Sub-District Lam Phak Chi District Nong Chok
 จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10530 หรือ
 Province Bangkok Postal Code 10530 or

2. ชื่อ รศ.ดร.กิตติชัย ไตรรัตนศิริชัย อายุ 69 ปี อยู่บ้านเลขที่ 285 หมู่ที่ 21
 Assoc. Prof. Dr. Kittichai Triratanasirichai Age 69 years, residing at 285 Moo.21
 ถนน - ตำบล/แขวง สีลา อำเภอ/เขต เมืองขอนแก่น
 Road Suwinthawong Sub-District Sila Subdistrict District Mueang Khon Kaen District
 จังหวัด ขอนแก่น รหัสไปรษณีย์ 40000 หรือ
 Province Khon Kaen Postal Code 40000 or

3. ชื่อ ผศ.ดร.เด่นพงษ์ สุดภักดี อายุ 52 ปี อยู่บ้านเลขที่ 999/144 หมู่ที่ 2
 Assoc. Prof. Dr. Denpong Soodphakdee Age 52 years, residing at 999/144 Moo.2
 ถนน - ตำบล/แขวง สีลา อำเภอ/เขต เมืองขอนแก่น
 Road Sub-District Sila Subdistrict District Mueang Khon Kaen District
 จังหวัด ขอนแก่น รหัสไปรษณีย์ 40000 หรือ
 Province Khon Kaen Postal Code 40000 or

4. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
 Mr./Mrs./Ms. Age years, residing at
 ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
 Road Sub-District District
 จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
 Province Postal Code or

5. ชื่อ _____ ปี _____ อยู่บ้านเลขที่ _____
Mr./Mrs./Ms. Age _____ years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Sub-District District
จังหวัด _____ รหัสไปรษณีย์ _____
Province Postal Code

6. ชื่อ _____ ปี _____ อยู่บ้านเลขที่ _____
Mr./Mrs./Ms. Age _____ years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Sub-District District
จังหวัด _____ รหัสไปรษณีย์ _____
Province Postal Code

คนหนึ่งคนใดเพียงผู้เดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้น ประจำปี 2569 ของ บริษัท ทีม คอนซัลติ้ง เอนจิเนียริ่ง แอนด์ แมเนจเม้นท์ จำกัด (มหาชน) ในวันที่ 29 เมษายน 2569 เวลา 14.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) เท่านั้น

Anyone of above as my/our proxy to attend and vote on my/our behalf at the meeting of the 2026 Annual General Meeting of Shareholders of TEAM Consulting Engineering and Management Public Company Limited on April 29, 2026 at 14.00 hours through an electronic meeting platform (e-AGM) only

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
in this Meeting. I/we grant my/our proxy to vote on my/our behalf as follows:

วาระที่ 1 **รับทราบการลาออกของกรรมการบริษัท**

Agenda No. 1 **Acknowledge the resignation of a director of the Company**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 2 **พิจารณาและรับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2568**

Agenda No. 2 **Consider and certify the Minutes of the 2025 Annual General Meeting of Shareholders**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 3 **รับทราบผลการดำเนินงานของบริษัท ประจำปี 2568 สิ้นสุดวันที่ 31 ธันวาคม 2568**

Agenda No. 3 **Acknowledge the Company's operating results for the fiscal year 2025 ended December 31, 2025**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 4 **พิจารณาและอนุมัติงบการเงินสำหรับรอบปีบัญชี 2568 สิ้นสุดวันที่ 31 ธันวาคม 2568**

Agenda No. 4 **Consider and approve the financial statements for the fiscal year 2025, ended December 31, 2025**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 5
Agenda No. 5

พิจารณาและอนุมัติการจัดสรรกำไรเป็นทุนสำรองตามกฎหมายและการจ่ายเงินปันผล ประจำปี 2568
Consider and approve the allocation of net profits as legal reserves and the dividend payment for the year 2025

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 6
Agenda No. 6

พิจารณาและอนุมัติการเลือกตั้งกรรมการแทนกรรมการที่ต้องออกจากตำแหน่งตามวาระ
Consider and approve the election of directors in replacement of those who are retiring by rotation

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|
- เลือกตั้งกรรมการทั้งหมด**
Vote for all nominated candidates
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|
- เลือกตั้งกรรมการเป็นรายบุคคล**
Vote for an individual nominated candidate
1. นายระพี ผ่องบุพกิจ
Mr. Rapee Phongbupakicha
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|
2. นายชวลิต จันทรัตน์
Mr. Chawalit Chantararat
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|
3. พลอากาศเอก คงศักดิ์ จันทโรสภา
Air Chief Marshal Kongsak Chantarasopa
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 7
Agenda No. 7

พิจารณาและอนุมัติการเลือกตั้งกรรมการใหม่แทนที่กรรมการที่ลาออก
Consider and approve the appointment of a new director in replacement of the director who resigned

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 8
Agenda No. 8

พิจารณาและอนุมัติการกำหนดค่าตอบแทนกรรมการบริษัท ประจำปี 2569
Consider and approve the remunerations of the Company's directors for the year 2026

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 9

Agenda No. 9

**พิจารณาและอนุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี
สำหรับรอบบัญชี 2569 สิ้นสุด ณ วันที่ 31 ธันวาคม 2569**
**Consider and approve the appointment of the Company's Auditor and to fix the auditing
fees for the year 2026, ending December 31, 2026**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:

<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain
--	--	--

วาระที่ 10

Agenda No. 10

พิจารณาเรื่องอื่น ๆ (ถ้ามี)
Other Business (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:

<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain
--	--	--

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
Voting of proxy in any agenda that is not as specified in this proxy shall be considered as invalid and not signify my voting as a shareholder.
- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการ พิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริง ประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the Meeting considers or passes any resolution other than those specified above, including the case of any amendment or addition of any fact, the proxy shall have the rights to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม ให้เสมือนถือว่าข้าพเจ้าได้กระทำเองทุกประการ
Any actions performed by the proxy in this Meeting shall be deemed to be actions performed by myself/ourselves.

ลงนาม/Signed _____ ผู้มอบฉันทะ/Grantor
(_____)

หมายเหตุ : ตามประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550
Remarks : According to the notification of Department of Business Development, Ministry of Commerce regarding Proxy Form (Issue 5) 2007

1. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุม และออกเสียงลงคะแนน ไม่สามารถแบ่ง แยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and not split the number of shares to several proxies for splitting votes.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
Regarding the election of directors, the proxy can either elect the whole set of the nominated directors or any individual nominated directors.
3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำติดตาม แบบด้านล่างของหนังสือมอบฉันทะ แบบ ข. ฉบับนี้
In case there are additional agenda items other than those specified above, the grantor of the proxy shall use the Attachment to Proxy Form B. attached herewith to specify the additional agenda item(s).

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข. / Supplemental Proxy Form B.
(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว / Specific Details Form)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ทีเอ็ม คอนซัลติ้ง เอนจิเนียริง แอนด์ แมเนจเม้นท์ จำกัด (มหาชน) ("บริษัท")
The proxy as a shareholder of TEAM Consulting Engineering and Management Public Company Limited ("The Company")
ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2569 ของบริษัท ทีเอ็ม คอนซัลติ้ง เอนจิเนียริง แอนด์ แมเนจเม้นท์ จำกัด (มหาชน) ในวันที่ 29 เมษายน 2569
เวลา 14.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) เท่านั้น

At the meeting of the 2026 Annual General Meeting of Shareholders of TEAM Consulting Engineering and Management Public Company Limited on April 29, 2026 at 14.00 hours through an electronic meeting platform (e-AGM) only

วาระที่ _____ เรื่อง _____
Agenda Subject :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ _____ เรื่อง _____
Agenda Subject :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ _____ เรื่อง _____
Agenda Subject :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ _____ เรื่อง เลือกตั้งกรรมการใหม่ (ต่อ)
Agenda Subject : Election of new Directors (continued)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เลือกตั้งกรรมการทั้งหมด
Vote for all the nominated directors
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|
- เลือกตั้งกรรมการเป็นรายบุคคล
Vote for an individual nominated candidate

บุคคลที่ได้รับการเสนอชื่อ

Name of the nominated candidate

- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

บุคคลที่ได้รับการเสนอชื่อ

Name of the nominated candidate

- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

บุคคลที่ได้รับการเสนอชื่อ

Name of the nominated candidate

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

บุคคลที่ได้รับการเสนอชื่อ

Name of the nominated candidate

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We certify that the statements in this Supplemental Proxy Form are correct, complete and true in all respects.

ลงนาม/Signed _____ ผู้มอบฉันทะ/Grantor
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

หนังสือมอบฉันทะ (แบบ ค.)
Proxy (Form C.)

อากรแสตมป์ 20 บาท
Stamp Duty Baht 20

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียนในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นเท่านั้น)
(for Foreign Shareholder Appointing Custodian in Thailand)

เลขทะเบียนผู้ถือหุ้น _____
Shareholders' Registration No.

เขียนที่ _____
Written at

วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____

I/We _____

สำนักงานตั้งอยู่เลขที่ _____ สัญชาติ _____
Office Address Nationality

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Sub-District District

จังหวัด _____ รหัสไปรษณีย์ _____
Province Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ _____

As a custodian for (Shareholders' name)

ซึ่งเป็นผู้ถือหุ้นของ บริษัท ทีเอ็ม คอนซัลติง เอนจิเนียริง แอนด์ แมเนจเม้นท์ จำกัด (มหาชน) ("บริษัท")

Which is a Shareholder of TEAM Consulting Engineering and Management Public Company Limited ("the company")

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น	และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
Holding the total amount of _____ shares	and have the rights to vote equal to _____ votes as follows:
<input type="checkbox"/> หุ้นสามัญ _____ หุ้น	ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Ordinary share _____ shares	have the rights to vote equal to _____ votes
<input type="checkbox"/> หุ้นบุริมสิทธิ _____ หุ้น	ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Preferred share _____ shares	have the rights to vote equal to _____ votes

(2) ขอมอบฉันทะให้

Hereby appoint

1. ชื่อ รศ.ดร.จำลอง ปราบแก้ว อายุ 67 ปี อยู่บ้านเลขที่ 20/125 หมู่ที่ 8

Assoc. Prof. Dr. Chamlong Prabkeao Age 67 years, residing at 20/125 Moo.8

ถนน สุวินทวงศ์ ตำบล/แขวง ลำผักชี อำเภอ/เขต หนองจอก

Road Suwinthawong Sub-District Lam Phak Chi District Nong Chok

จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10530 หรือ

Province Bangkok Postal Code 10530 or

2. ชื่อ รศ.ดร.กิตติชัย ไตรรัตนศิริชัย อายุ 69 ปี อยู่บ้านเลขที่ 285 หมู่ที่ 21

Assoc. Prof. Dr. Kittichai Triratanasirichai Age 69 years, residing at 285 Moo.21

ถนน - ตำบล/แขวง ศิลา อำเภอ/เขต เมืองขอนแก่น

Road Suwinthawong Sub-District Sila Subdistrict District Mueang Khon Kaen District

จังหวัด ขอนแก่น รหัสไปรษณีย์ 40000 หรือ

Province Khon Kaen Postal Code 40000 or

3. ชื่อ ผศ.ดร.เด่นพงษ์ สุดภักดี อายุ 52 ปี อยู่บ้านเลขที่ 999/144 หมู่ที่ 2

Assoc. Prof. Dr. Denpong Soodphakdee Age 52 years, residing at 999/144 Moo.2

ถนน - ตำบล/แขวง ศิลา อำเภอ/เขต เมืองขอนแก่น

Road Suwinthawong Sub-District Sila Subdistrict District Mueang Khon Kaen District

จังหวัด ขอนแก่น รหัสไปรษณีย์ 40000 หรือ

Province Khon Kaen Postal Code 40000 or

4. ชื่อ _____ ปี อยู่บ้านเลขที่ _____

Mr./Mrs./Ms. _____ Age _____ years, residing at _____

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____

Road _____ Sub-District _____ District _____

จังหวัด _____ รหัสไปรษณีย์ _____ หรือ

Province _____ Postal Code _____ or

5. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
 Mr./Mrs./Ms. Age years, residing at
 ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
 Road Sub-District District
 จังหวัด _____ รหัสไปรษณีย์ _____
 Province Postal Code

6. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
 Mr./Mrs./Ms. Age years, residing at
 ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
 Road Sub-District District
 จังหวัด _____ รหัสไปรษณีย์ _____
 Province Postal Code

คนหนึ่งคนใดเพียงผู้เดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้น ประจำปี 2569 ของ บริษัท ทีม คอนซัลติ้ง เอนจิเนียริ่ง แอนด์ แมเนจเม้นท์ จำกัด (มหาชน) ในวันที่ 29 เมษายน 2569 เวลา 14.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) เท่านั้น

Anyone of above as my/our proxy to attend and vote on my/our behalf at the meeting of the 2026 Annual General Meeting of Shareholders of TEAM Consulting Engineering and Management Public Company Limited on April 29, 2026 at 14.00 hours through an electronic meeting platform (e-AGM) only

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this Meeting. I/We grant my/our proxy to vote on my/our behalf as follows.

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้ ตามข้อ (1)
 Grant proxy equal to all of the number of shares held by me/us and has the right to vote in accordance with Clause (1)

มอบฉันทะบางส่วน คือ
 Grant proxy in partial of the number of shares held by me/us

<input type="checkbox"/> หุ้นสามัญ _____ หุ้น	ออกเสียงลงคะแนนได้เท่ากับ _____	เสียง
Ordinary share shares	have the rights to vote equal to	votes
<input type="checkbox"/> หุ้นบุริมสิทธิ _____ หุ้น	ออกเสียงลงคะแนนได้เท่ากับ _____	เสียง
Preferred share shares	have the rights to vote equal to	votes
รวมสิทธิออกคะแนนเสียงทั้งหมด	_____ เสียง	
Totaling	_____ votes	

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this Meeting. I/We grant my/our proxy to vote on my/our behalf as follows :

วาระที่ 1

รับทราบการลาออกของกรรมการบริษัท

Agenda No. 1

Acknowledge the resignation of a director of the Company

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง
Approve.....Vote	Disapprove.....Vote	Abstain.....Vote

วาระที่ 2

พิจารณาและรับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2568

Agenda No. 2

Consider and certify the Minutes of the 2025 Annual General Meeting of Shareholders

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง
Approve.....Vote	Disapprove.....Vote	Abstain.....Vote

วาระที่ 3

รับทราบผลการดำเนินงานของบริษัท ประจำปี 2568 สิ้นสุดวันที่ 31 ธันวาคม 2568

Agenda No. 3

Acknowledge the Company's operating results for the fiscal year 2025 ended December 31, 2025

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง
Approve.....Vote	Disapprove.....Vote	Abstain.....Vote

วาระที่ 4

พิจารณาและอนุมัติงบการเงินสำหรับรอบปีบัญชี 2568 สิ้นสุดวันที่ 31 ธันวาคม 2568

Agenda No. 4

Consider and approve the financial statements for the fiscal year 2025, ended December 31, 2025

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง
Approve.....Vote	Disapprove.....Vote	Abstain.....Vote

วาระที่ 5
Agenda No. 5

พิจารณาและอนุมัติการจัดสรรกำไรเป็นทุนสำรองตามกฎหมายและการจ่ายเงินปันผล ประจำปี 2568
Consider and approve the allocation of net profits as legal reserves and the dividend payment for the year 2025

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 6
Agenda No. 6

พิจารณาและอนุมัติการเลือกตั้งกรรมการแทนกรรมการที่ต้องออกจากตำแหน่งตามวาระ
Consider and approve the election of directors in replacement of those who are retiring by rotation

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- เลือกตั้งกรรมการทั้งหมด**
Vote for all nominated candidates
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- เลือกตั้งกรรมการเป็นรายบุคคล**
Vote for an individual nominated candidate
- นายระพี ผ่องบุพกิจ
Mr. Rapee Phongbupakicha
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
 - นายชาลิต จันทรรัตน์
Mr. Chawalit Chantararat
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
 - พลอากาศเอก คงศักดิ์ จันทโรสภา
Air Chief Marshal Kongsak Chantarasopa
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 7
Agenda No. 7

พิจารณาและอนุมัติการเลือกตั้งกรรมการใหม่แทนที่กรรมการที่ลาออก
Consider and approve the appointment of a new director in replacement of the director who resigned

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|---|---|--|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วยเสียง | <input type="checkbox"/> งดออกเสียงเสียง |
| ApproveVote | Disapprove.....Vote | Abstain.....Vote |

วาระที่ 8
Agenda No. 8

พิจารณาและอนุมัติการกำหนดค่าตอบแทนกรรมการบริษัท ประจำปี 2569
Consider and approve the remunerations of the Company's directors for the year 2026

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 9
Agenda No. 9

พิจารณาและอนุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี สำหรับรอบปีบัญชี 2569 สิ้นสุด ณ วันที่ 31 ธันวาคม 2569
Consider and approve the appointment of the Company's Auditor and to fix the auditing fees for the year 2026, ending December 31, 2026

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 10
Agenda No. 10

พิจารณาเรื่องอื่น ๆ (ถ้ามี)
Other Business (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
Voting of proxy in any agenda that is not as specified in this proxy shall be considered as invalid and not signify my voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่เราได้ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the Meeting considers or passes any resolution other than those specified above, including the case of any amendment or addition of any fact, the proxy shall have the rights to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม ให้เสมือนถือว่าข้าพเจ้าได้กระทำเองทุกประการ
Any actions performed by the proxy in this Meeting shall be deemed to be actions performed by myself/ourselves.

ลงนาม/Signed _____ ผู้มอบฉันทะ/Grantor
(_____)

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

หมายเหตุ : ตามประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Remarks : According to the notification of Department of Business Development, Ministry of Commerce regarding Proxy Form (Issue 5) 2007

- หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้อยู่ต่างประเทศ และแต่งตั้งคัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้ฝากและดูแลหุ้นเท่านั้น
Only foreign shareholders as registered in the registration book who have custodian in Thailand can use the Proxy Form C.
- หลักฐานที่ต้องแนบพร้อมหนังสือมอบฉันทะแบบ ค. คือ
Evidences to be enclosed with the proxy form C. are:
 - หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
Power of Attorney from shareholder authorizes a custodian to sign the Proxy form on behalf of the shareholder.
 - หนังสือยืนยันผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)
Letter of certification to certify that the signer in the proxy Form have a permission to act as a Custodian.
- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุม และออกเสียงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนได้
A shareholder shall appoint only one holder to attend and vote at the Meeting. A Shareholder may not appoint more than one proxy holder, each with the voting right in respect of a certain portion of shares.
- วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
Regarding the election of directors, the proxy can either elect the whole set of the directors or any specific director.
- ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในประจำต่อตามแนบด้านล่างของหนังสือมอบฉันทะ แบบ ค. ฉบับนี้
In case there are additional agenda, the proxy can state other agenda by using the Supplemental Proxy Form C as attached.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค. / Supplemental Proxy Form C.

(แบบที่ใช้เฉพาะกรณีที่ผู้ถือหุ้นเป็นผู้อยู่ต่างประเทศและแต่งตั้งคัสโตเดียนในประเทศไทยเป็นผู้ฝากและดูแลหุ้นเท่านั้น)
(for Foreign Shareholder Appointing Custodian in Thailand)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ทีม คอนซัลติ้ง เอนจิเนียริ่ง แอนด์ แมเนจเม้นท์ จำกัด (มหาชน) ("บริษัท")

The proxy as a shareholder of TEAM Consulting Engineering and Management Public Company Limited ("The Company")

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2569 ของบริษัท ทีม คอนซัลติ้ง เอนจิเนียริ่ง แอนด์ แมเนจเม้นท์ จำกัด (มหาชน) ในวันที่ 29 เมษายน 2569 เวลา 14.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) เท่านั้น

At the meeting of the 2026 Annual General Meeting of Shareholders of TEAM Consulting Engineering and Management Public Company Limited on April 29, 2026 at 14.00 hours through an electronic meeting platform (e-AGM) only

วาระที่ _____ เรื่อง _____
Agenda Subject :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|---|--|--|
| <input type="checkbox"/> เห็นด้วยเสียง
ApproveVote | <input type="checkbox"/> ไม่เห็นด้วยเสียง
Disapprove.....Vote | <input type="checkbox"/> งดออกเสียงเสียง
Abstain.....Vote |
|---|--|--|

วาระที่ _____ เรื่อง _____
Agenda Subject :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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- | | | |
|---|--|--|
| <input type="checkbox"/> เห็นด้วยเสียง
ApproveVote | <input type="checkbox"/> ไม่เห็นด้วยเสียง
Disapprove.....Vote | <input type="checkbox"/> งดออกเสียงเสียง
Abstain.....Vote |
|---|--|--|

วาระที่ _____ เรื่อง _____
Agenda Subject :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
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- | | | |
|---|--|--|
| <input type="checkbox"/> เห็นด้วยเสียง
ApproveVote | <input type="checkbox"/> ไม่เห็นด้วยเสียง
Disapprove.....Vote | <input type="checkbox"/> งดออกเสียงเสียง
Abstain.....Vote |
|---|--|--|

วาระที่ _____ เรื่อง _____
Agenda Subject :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:

เลือกตั้งกรรมการทั้งหมด

Vote for all the nominated directors

เห็นด้วยเสียง
ApproveVote

ไม่เห็นด้วยเสียง
Disapprove.....Vote

งดออกเสียงเสียง
Abstain.....Vote

เลือกตั้งกรรมการเป็นรายบุคคล

Vote for an individual nominated candidate

เห็นด้วยเสียง
ApproveVote

ไม่เห็นด้วยเสียง
Disapprove.....Vote

งดออกเสียงเสียง
Abstain.....Vote

บุคคลที่ได้รับการเสนอชื่อ

Name of the nominated candidate

เห็นด้วยเสียง
ApproveVote

ไม่เห็นด้วยเสียง
Disapprove.....Vote

งดออกเสียงเสียง
Abstain.....Vote

บุคคลที่ได้รับการเสนอชื่อ

Name of the nominated candidate

เห็นด้วยเสียง
ApproveVote

ไม่เห็นด้วยเสียง
Disapprove.....Vote

งดออกเสียงเสียง
Abstain.....Vote

บุคคลที่ได้รับการเสนอชื่อ

Name of the nominated candidate

เห็นด้วยเสียง
ApproveVote

ไม่เห็นด้วยเสียง
Disapprove.....Vote

งดออกเสียงเสียง
Abstain.....Vote

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We certify that the statements in this Supplemental Proxy Form are correct, complete and true in all respects.

ลงนาม/Signed _____ ผู้มอบฉันทะ/Grantor
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

Guideline and documents required for the e-AGM registration and Proxy Appointment

The Company shall proceed registration for the 2026 Annual General Meeting of Shareholders through an electronic meeting so as to promote transparency and fairness, as well as provide benefits and convenience to shareholders. The Company considers appropriate to impose procedures on review of documents and evidence identifying shareholders and proxies eligible to register, attend and vote at the Meeting as follows:

1. Utility of Proxy Form

A. Proxy Form

The Registrar of Public Limited Company has stipulated three (3) proxy forms:

1. Form A, which is a simple general proxy form;
2. Form B, which states the clear details of matter to be undertaken by the Proxy;
3. Form C, which applies to a foreign shareholder who appoints a custodian in Thailand to act as his/her custodian of shares.

B. Method of Use of Proxy Form

1. A Thai shareholder can use only Proxy Form A or B;
2. A foreign shareholder who has appointed a custodian in Thailand to act as his/her custodian of shares can use either Proxy Form A or B or C.

The shareholder must authorize only one proxy to attend and vote at the meeting and not split the number of shares to several proxies for splitting votes. The shareholder must grant the proxy in the same number of holding shares which is unable to grant proxy apart or less than the number of shares held except for the Custodian appointed by the foreign shareholder in accordance with Proxy Form C.

2. Document required

Individual	Juristic person
Personal attendance	
<p>1) In case of personal attendance The notice of the meeting received from TSD, or Identification card, or Passport (in case of a foreigner)</p>	<p>1) In case of the Juristic Person attending the meeting by its authorized representative(s) 1.1 Any Proxy Forms (either Form A or Form B) duly filled in and signed by authorized representative(s) of shareholder and proxy. 1.2 Copy of a company certificate taken not more than 6 months duly certified by authorized person(s); 1.3 Copy(ies) of authorized person(s)'s identity document duly certified by such authorized person(s).</p>

Individual	Juristic person
In case of proxy	
<p><u>2) In case of proxy</u></p> <p>2.1 Any Proxy Form (either Form A or Form B) duly filled in and signed by shareholder and proxy;</p> <p>2.2 A copy of shareholder's identity document duly certified by shareholder;</p> <p>2.3 Copy of proxy's identity document duly certified by proxy.</p>	<p><u>2) In case of the shareholder appointing the proxy to attend the meeting</u></p> <p>2.1 Any Proxy Forms (either Form A or Form B) duly filled in and signed by authorized representative(s) of shareholder and proxy;</p> <p>2.2 Copy of a company certificate taken not more than 6 months duly certified by authorized representative(s) containing particulars that authorized representative(s) affixing signature(s) on the Proxy Form is(are) duly authorized;</p> <p>2.3 Copy(ies) of identity document(s) of authorized representative(s) duly certified by him/her/them;</p> <p>2.4 Copies of proxy's identity document duly certified by proxy.</p> <p><u>3) Custodian appointed as depositary by foreign shareholders</u></p> <p>3.1 Documents as under juristic person 1 and 2 shall be prepared by selecting one of any Proxy Form (either Form A, Form B or Form C).</p> <p>3.2 In the event custodian has been authorized to sign on proxy, the following documents shall be produced:</p> <ul style="list-style-type: none"> - a power of attorney appointing such custodian to sign on proxy; - a confirmation letter that signatory has been licensed to engage in custodian business. <ul style="list-style-type: none"> • Documents issued overseas are required to be notarized by a Notary Public. • If any document which is not originally issued in English, the English translation is required and must be attached with the original, and certified as a true translation by an authorized director(s) of such juristic person.

3. Steps of e-Registration

3.1 In case shareholders wish to attend the meeting via electronic media (E-AGM) by themselves, please proceed as follows:

- 1) Shareholders are required to prepare complete documents for verification of their status as shareholders in accordance with Clause 2. “Supporting Documents”.
- 2) Verify identity via the IR PLUS AGM Application in accordance with the “Identity Verification Procedures and User Manual for the IR PLUS AGM System” as per Enclosure No. 8, available from April 16, 2026. For your convenience, please complete the identity verification by April 28, 2026.
- 3) Please carefully study the user manual for the IR PLUS AGM meeting system for the shareholders’ meeting day at <https://agm.irplus.in.th/manual/manual.html>. The system will be open for shareholders to register to attend the meeting 2 hours prior to the meeting, starting from 12.00 hrs.
- 4) In case shareholders experience technical issues with identity verification and/or the use of the IR PLUS AGM system before or during the meeting, please contact **IR PLUS**, the Company’s E-AGM service provider, before or during the meeting at telephone number 02-023-8800 press 2, or email irplus.agm@ir.plus.in.th, or Line Official: ID: irplusagm.

3.2 In case a shareholder wishes to appoint an independent director or another person as proxy to attend the meeting via electronic means (E-AGM) on his/her behalf, the shareholder may choose one of the following proxy appointment methods

Method 1. Grant proxy and verify identity via the IR PLUS AGM application, selecting either Form A or Form B as attached with the meeting invitation letter then proceed as follows:

- 1.1 Fill out all necessary information and affix a 20 Baht revenue stamp.
- 1.2 Verify **identity via the IR PLUS AGM** application by April 28, 2026.

Method 2. Record voting information according to the proxy form in the e-Proxy Voting system of the Thailand Securities Depository (TSD) through the Investor Portal (IVP) system at <https://ivp.tsd.co.th>. This is a method of Granting a proxy through electronic media without the need to send the original document to the company (you must register to use IVP beforehand, following the instructions provided in the IVP system). Select either Proxy Form A or Form B as specified in the system, and data must be recorded in advance by 17:00 hrs. on the day before the meeting.



The image shows a dark grey rounded rectangle containing four QR codes and their corresponding download or usage instructions. The first QR code is for the iOS app, the second for the Android app, the third for the user manual, and the fourth is displayed on a laptop screen for the web app.

QR Code	Download / Usage	System / Language	Supports
	Download Application IR PLUS AGM		Supports iOS 15 and above
	Download Application IR PLUS AGM		Supports Android 9 and above
	User Manual IR PLUS AGM System	THA & ENG	
	Usage on the Web App. webagm.irplus.in.th		



Steps for Shareholders / Proxy Holders to Verify Identity (KYC) through the IR PLUS AGM System

For Shareholders Attending the Meeting in Person

1. Prepare the invitation letter issued by TSD, ID card, or passport.
2. Select the company you wish to attend the meeting with or search for the Stock Symbol.

Scan the QR code issued by TSD to log in to the system or log in using your ID card number or passport number to proceed with identity verification (KYC).



Enter your phone number and email to verify your identity via the ThaiD app.



Fill in personal information and upload a photo to complete identity verification (KYC) and registration.

Set a 6-digit Pincode to access the IR PLUS AGM system.

Change of Proxy Assignment to the "Independent Director"

Select the menu: "Proxy"

Prepare documents: A copy of the ID card and the proxy form. Select the name of the Independent Director to assign as the proxy.

Upload the ID card copy and proxy form. Ensure all documents are complete, then click "Confirm"
**Submit in advance, at least 1 day before the meeting.

On the meeting day, shareholders/proxy holders log in to the IR PLUS AGM system and enter the 6-digit Pincode to register for the meeting.



Download the Application IR PLUS AGM iOS system ver. 15 or higher



Download the Application IR PLUS AGM Android system ver. 9 or higher



User Manual IR PLUS AGM system TH and ENG



Meeting on Web App ["webagm.irplus.in.th"](http://webagm.irplus.in.th)

Contact Us
Add us on Line



@irplusagm

Call center : 02-023-8800 ext 2
e-mail : irplus.agm@irplus.in.th



Steps for Shareholders / Proxy Holders to Verify Identity (KYC) through the IR PLUS AGM System

Assigning Proxy to the "Independent Director"



Select the menu "Proxy-Direct"



The "Shareholder" logs in with their ID to authorize the "Independent Director"



Prepare documents: A copy of your ID card and the completed proxy form.



Select "Independent Director"
Choose the name of the Independent Director to assign as your proxy.



Upload documents Upload the ID card copy and completed proxy form. Ensure all documents are complete, then click "Confirm" and proceed with the process.



Set a 6-digit Pincode to access the IR PLUS AGM system.

Proxy Holder Attending the Meeting



Select the menu "Proxy-Direct"



"Proxy Holder" logs in with their ID card number to complete the identity verification (KYC) process for meeting attendance.



Prepare documents: A copy of the ID card for both the "Shareholder" and the "Proxy Holder" along with the completed proxy form. If applicable, include company representative details.



Select "Other Names"
Enter the information for the "Proxy Holder"



Upload documents: Upload the ID card copies for both the "Shareholder" and the "Proxy Holder," along with the completed proxy form. Ensure all documents are complete, then click "Confirm" to proceed with the process.



Set a 6-digit Pincode to access the IR PLUS AGM system.

On the meeting day, shareholders/proxy holders log in to the IR PLUS AGM system and enter the 6-digit Pincode to register for the meeting.



Download the
Application IR PLUS AGM
iOS system ver. 15 or higher



Download the
Application IR PLUS AGM
Android system ver. 9 or higher



User Manual
IR PLUS AGM system
TH and ENG



Meeting on Web App
"webagm.irplus.in.th"

Contact Us
Add us
on Line



@irplusagm

Call center : 02-023-8800 ext 2
e-mail : irplus.agm@irplus.in.th

User Manual for the Electronic Meeting System for the Shareholders' Meeting (IR PLUS AGM System User Manual)

The Company's Annual General Meeting of Shareholders for the year 2026 on April 29, 2026, will be conducted through the electronic shareholders' meeting system (E-AGM) using the IR PLUS AGM system provided by Online Asset Co., Ltd.

The meeting attendant is requested to study manual of e-meeting system by downloading the link below

<https://agm.irplus.in.th/manual/manual.html>

Or scan QR Code below



In case shareholders experience technical issues with the E-AGM system before or during the meeting, please contact **IR PLUS** the Company's E-AGM system service provider, at **Tel. 02-023-8800 press 2**, or email address: irplus.agm@ir.plus.in.th, or, Line Official : ID: [irplusagm](#)

Privacy Notice for the Shareholders' Meeting

TEAM Consulting Engineering and Management Public Company Limited (the "Company") realize the importance of personal data protection Persons from whom the Company collects Personal Data. Therefore, the Company would like to inform you of the following information to comply with the Personal Data Protection Act B.E. 2562

1. Purpose of Collection, Use and Disclosure of Personal Data

The Company is required to collect, use, and disclose personal data of the shareholders and/or proxies for the following purposes:

- 1.1 For the benefits of calling, arranging and conducting the shareholders' meeting of the Company pursuant to the Company's Articles of Association as well as applicable laws, notifications and criteria for meeting arrangement as stipulated by the government.
- 1.2 To distribute the meeting invitation and all supporting documents as well as for prepare minutes of the shareholders' meeting.
- 1.3 For the benefits of registration to attend the shareholders' meeting quorum counting, voting and counting of votes in the shareholders' meeting.

2. Personal Data that the Company Collects

The Company will collect personal data directly from shareholders and/or proxies and from Thailand Securities Depository Co., Ltd. and/or through the contract channels as the Company specified for your self-verification to attend the meeting.

- 2.1 General Personal Data such as name, surname, address, telephone number, email address, contact channels, nationality, occupation, date of birth, national identification number, passport number, bank account, number of shares, etc.
- 2.2 Technical information such as log files, IP Address, website login/logout records, and information that the Company collects through the use of Cookies or other technologies, etc.
- 2.3 Other information such as audio recording of conversations, photograph, video conference recording and video recording by means of CCTV, etc.

3. Disclosure of Personal Data

The Company may disclose the Personal Data of shareholders and/or proxies in accordance with the specified purposes and the rules prescribed by law to the following persons and entities.

- 3.1 The subsidiaries and associated firms of the Company, including executives, directors, staff, employees or relevant in-house staff of the said entities and as necessary for the processing of Personal Data of the shareholders and/or proxies.
- 3.2 Data Processors assigned or engaged by the Company to manage/process the Personal Data for the Company in the provision of services such as information technology services, data recording services, payment services, mailing services, delivery services, printing services, data analysis services or any other services which may be beneficial to the shareholders.
- 3.3 Advisors of the Company such as legal advisors, lawyers, auditors, experts or other internal and external service providers of the Company, etc.
- 3.4 Government agencies or regulatory agencies overseeing the Company such as Department of Business Development, Ministry of Commerce, the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand, etc.

4. Period of collection of personal data

The Company will collect the Personal Data of shareholders for the period necessary for fulfilling the specified purposes of the Personal Data processing under item 1.

5. Rights of Data Subjects

The data subjects have the rights, pursuant to the Personal Data Protection Act B.E. 2562 (2019), which includes the right to withdraw consent, right of access, right to data portability, right to object, right to erasure, right to restriction, right to rectification, etc.

6. Contact Channels

Details of Data Controller: TEAM Consulting Engineering and Management Public Company Limited

Contact Address: 151 Nuan Chan Road, Nuan Chan, Bueng Kum, Bangkok 10230

Contact Channel: Corporate Planning & Communication Data Protection Officer (DPO)

Contact Address: Office of Data Protection Officer

Contact Channel: Tel. No. 02-509-9000 ext. 2017

Email: Teamgroup@team.co.th

