

No. Lor Gor. 010/2024

April 22, 2024

President

The Stock Exchange of Thailand

Sub : Report on the resolutions adopted by the 2024 shareholders' general meeting no.55

Dear Sir,

Thai Wacoal Public Company Limited wishes to hereby report the resolutions adopted at its shareholders' general meeting no.55 held on April 22, 2024, at 10:00 hours, at Chaophaya Room 2, Montien Riverside Hotel, situated at no. 372 Rama 3 Road, Bangklo Sub-district, Bangkholaem District, Bangkok. The resolutions adopted by the meeting were as follows:

1. Endorsement of the minutes of the 54th General Meeting of Shareholders, held on April 22, 2023

Based on unanimous votes out of the total votes representing the attending shareholders having the voting rights as follows:

Approval by 104,611,246 votes, representing 100.00%

Disapproval by - votes, representing -

Abstention by - votes, representing -

Voided Ballot by - votes, representing -

2. Acknowledgement of the report on the company's performance results for year 2023.

3. Approval of the financial statements for the year ended December 31, 2023, which has already been verified and certified by the certified public accountant of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., and endorsed by The Audit committee and The Board of Directors.

Based on unanimous votes out of the total votes representing the attending shareholders having the voting rights as follows:

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Approval by 104,612,246 votes, representing 100.00%
 Disapproval by - votes, representing -
 Abstention by - votes, representing -
 Voided Ballot by - votes, representing -

- 4. Approval of profits appropriation and dividend payments for year 2023** at the rate of Baht 0.70 per share for total amount dividend payments of Baht 84 million, to be drawn from the company's retained earnings already subject to 25% corporate income tax. The shareholders being eligible to receive dividend payments would be those with their names appearing on the record date for shareholders to be entitled to receive dividend payments on Thursday, May 2, 2024. Payment date is set for Tuesday, May 21, 2024.

Based on unanimous votes out of the total votes representing the attending shareholders having the voting rights as follows:

Approval by 104,612,246 votes, representing 100.00%
 Disapproval by - votes, representing -
 Abstention by - votes, representing -
 Voided Ballot by - votes, representing -

- 5. Election of the directors to replace those retiring upon term completion.**

Approved the re-election of the 4 directors due to retire upon term completion to serve another term as directors. The meeting adopted a resolution with unanimous votes for each director as follows:

Name	Approval		Disapproval		Abstention		Voided Ballot	
	Votes	%*	Votes	%*	Votes	%*	Votes	%*
1. Mr. Thamarat Chokwatana Director, The Remuneration Committee Member and Executive Director	104,612,346	100.00	-	-	-	-	-	-
2. Mrs. Punnee Worawuthichongsathit Independent Director and The Audit Committee Member	104,612,346	100.00	-	-	-	-	-	-

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Name	Approval		Disapproval		Abstention		Voided Ballot	
	Votes	%*	Votes	%*	Votes	%*	Votes	%*
3. Miss Waraporn Kulsawatpakdee Independent Director and The Risk Management Committee Member	104,612,346	100.00	-	-	-	-	-	-
4. Mr. Poolsak Boonchoo Independent Director, The Audit Committee Member and The Risk Management Committee Member	104,612,346	100.00	-	-	-	-	-	-

Note* : Representing the total votes by attending shareholders having voting rights.

In addition, the meeting approved the election of 1 new director to replace the retiring director who wished not to seek re-nomination. The resolution was adopted by unanimous votes as follows:

Name	Approval		Disapproval		Abstention		Voided Ballot	
	Votes	%*	Votes	%*	Votes	%*	Votes	%*
1. Mr. Katsunori Nakamura Director	104,612,346	100.00	-	-	-	-	-	-

Note* : Representing the total votes by attending shareholders having voting rights.

As the result, The Board of Directors for 2024 would comprise 15 directors, with their names as follows:

1. Mr. Manu Leelanuwatana
2. Mr. Masaaki Yajima
3. Mr. Boondee Amnuayskul
4. Mr. Katsunori Nakamura
5. Mr. Thamarat Chokwatana
6. Miss Karunee Surai
7. Mrs. Onanong Saengpumpung
8. Mr. Akira Miyagi
9. Mr. Teruo Fukumoto

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| 10. Mr. Takashi | Watanabe |
| 11. Dr. Kulpatra | Sirodom |
| 12. Mrs. Punnee | Worawuthichongsathit |
| 13. Mr. Krish | Follett |
| 14. Miss Waraporn | Kulsawatpakdee |
| 15. Mr. Poolsak | Boonchoo |

Whereby the company has its Board of Directors comprising independent directors one-third of the total Board members, with 5 independent directors out of 15 directors as follows:

- | | |
|------------------|----------------------|
| 1. Dr. Kulpatra | Sirodom |
| 2. Mrs. Punnee | Worawuthichongsathit |
| 3. Mr. Krish | Follett |
| 4. Miss Waraporn | Kulsawatpakdee |
| 5. Mr. Poolsak | Boonchoo |

6. Approval of the directors' remuneration budget.

The meeting resolved to grant approval to the directors' remuneration budget for amount not exceeding Baht 15 million per year, same as the previous year, and assigned The Remuneration Committee to further allocate said remuneration budget to the directors. The remuneration details were as follows:

1. Directors' Remuneration

1.1 Annual remuneration : paid to all directors, based on the consideration by The Remuneration Committee.

1.2 Meeting allowance : paid to person attending the meeting.

Details of meeting allowance payments were as follows:

	Chairman	Member
The Board of Directors	Baht 12,000 / time	Baht 10,000 / time

1.3 Other remuneration and benefits : - None -

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2. **Sub-committees' Remuneration** Those committees consisted of The Audit Committee, The Nominating Committee, The Remuneration Committee, The Risk Management Committee, and The Corporate Governance and Sustainable Development Committee including any other sub-committees appointed by The Board of Directors as necessary and appropriated in the future. The remuneration was paid in the form of meeting allowances to those who attended the meeting without other remuneration and benefits.

Details of meeting allowance payments were as follows:

	Chairman	Member
1. Meeting allowance For The Audit Committee, The Nominating Committee, The Remuneration Committee, The Risk Management Committee, The Corporate Governance and Sustainable Development Committee	Baht 10,000 / time	Baht 8,000 / time
2. Quarterly meeting allowance (For The Audit Committee)	Baht 60,000 / time	Baht 30,000 / time

Whereas above remuneration criteria need to receive the approval by The Board of Directors, and cannot exceed the budget amount approved by the shareholders' meeting.

Based on unanimous votes out of the total votes representing the attending shareholders as follows:

Approval by 104,992,451 votes, representing 100.00%

Disapproval by - votes, representing -

Abstention by - votes, representing -

Voided Ballot by - votes, representing -

7. Appointment of company auditors for year 2024 as follows:

Miss Waraporn Kriengsuntornkij (certified public accountant registration no. 5033) and/or
Miss Kornthong Luangvilai (certified public accountant registration no. 7210) and/or
Miss Vayuree Jirakittidul (certified public accountant registration no. 9140) and/or
Miss Porakoch Jongkolsiri (certified public accountant registration no. 7150)

All of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., and approved the audit remuneration budget for year 2024 for total amount Baht 2,146,000.-

The meeting acknowledged the audit remuneration for its 6 subsidiary companies for total amount Baht 2,879,500.- Total audit remuneration for both the company and its subsidiaries amounted to Baht 5,025,500.-

In 2024, the company and its 2 subsidiaries made non-audit fee payment, which was a service fee for the preparation of transfer pricing documentation, to the auditing office where the auditors belonged, or to other parties or businesses related to the auditors or their auditing office. The non-audit fee of the company and its subsidiaries amounted to Baht 860,000 and Baht 840,000 respectively, totaling Baht 1,700,000.-

Therefore, in 2024, the company incurred audit fee and non-audit fee totaling Baht 3,006,000 and when including its subsidiaries, the total amount reached Baht 6,725,500.-

Based on unanimous votes out of the total votes representing the attending shareholders having the voting rights as follows:

Approval by 104,992,451 votes, representing 100.00%

Disapproval by - votes, representing -

Abstention by - votes, representing -

Voided Ballot by - votes, representing -

8. Approval of amendments to Article 28, Article 34, Article 39, and Article 56 of Company's Articles of Association, according to the details as follows:

Article 28 In summoning a meeting of the Board of Directors, the Chairman of the Board or a person assigned by the Chairman shall serve a notice summoning a meeting on the directors not less than three (3) days prior to the date of meeting except in case of necessity and urgency to protect the rights and benefits of the Company, a meeting may

be summoned via electronic means or by other means and earlier meeting date may be fixed.

A place of the meeting under paragraph one shall be within the locality or at any other places in the Kingdom of Thailand. In the case of a meeting via electronic media, the location of the Company's head office shall be deemed to be the place of the meeting.

Article 34 In summoning a shareholder meeting, the Board of Directors shall prepare a written notice summoning the meeting stating the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable details by indicating clearly whether such matters are proposed for information, for approval or for consideration as the case may be including opinions of the Board of Directors with respect to the said matters and the said notice shall be served on the shareholders for their information not less than seven (7) days prior to the date of the meeting and shall also be published in a newspaper or via electronic media in accordance with the rules stipulated by the registrar for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.

A place of the meeting under paragraph one shall be in the locality in which the head or branch office of the Company is located or at any other places in the Kingdom of Thailand. In the case of a meeting via electronic media, the location of the Company's head office shall be deemed to be the place of the meeting.

Article 39 The Chairman of a shareholder meeting shall have the duty to conduct the meeting in compliance with the Articles of Association of the Company relating to the meeting. In this regard, the meeting shall be conducted in accordance with the sequence of the agenda specified in the notice summoning the meeting unless a resolution allowing a change in the sequence of the agenda is passed by the meeting with the votes of not less than two-third (2/3) of the number of shareholders present at the meeting.

Upon completion of consideration under paragraph one, the shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold may request the meeting to consider the matters other than those specified in the notice summoning the meeting.

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In case where the meeting has not finished the consideration of the matters according to the sequence as specified in the agenda under paragraph one or of the matters proposed by the shareholders under paragraph two as the case may be and the meeting is required to be adjourned, the meeting shall designate the place, date and time for the next meeting and the Board of Directors shall serve a notice summoning a meeting specifying the place, date, time and agenda to the shareholders not less than seven (7) days prior to the date of the meeting provided that such notice summoning the meeting shall also be published in a newspaper or via electronic media in accordance with the rules stipulated by the registrar for three (3) consecutive days and not less than three (3) prior to the date of the meeting.

Article 56 Dividends shall be distributed according to the number of shares at an equal amount each.

Distribution of the dividends shall be made within one (1) month as from the date of resolution of shareholder meeting or the meeting of the Board of Directors as the case may be provided that notice thereof in writing shall be served on the shareholders and such notice shall also be published in a newspaper or via electronic media in accordance with the rules stipulated by the registrar for three (3) consecutive days.

In addition, the meeting was requested to authorize the amendment of wording or sentence in said company's Articles of Association, in line with the recommended by The Registrar, Department of Business Development, Ministry of Commerce, for the amendment to become effective without changing the essential substance, which has been approved by shareholders' meeting.

Based on unanimous votes out of the total votes representing the attending shareholders having the voting rights as follows:

Approval by 104,992,451 votes, representing 100.00%

Disapproval by - votes, representing -

Abstention by - votes, representing -

Voided Ballot by - votes, representing -

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9. Other topics (if any)

- None -

The company hereby reports to the SET accordingly.

Sincerely yours,

Boondee Amnuayskul

(Mr.Boondee Amnuayskul)

Chief Executive Officer and Managing Director