

THAI WACOAL PUBLIC COMPANY LIMITED
Minutes of the 54th General Meeting of Shareholders
Held on Monday, April 24, 2023

The meeting was held at Chaophaya Room 1, The Montien Riverside Hotel, situated at no. 372 Rama 3 Road, Bangklo Sub-district, Bangkholaem District, Bangkok, Thailand.

The meeting commenced at 9.00 hours

Upon appointment time, Miss Chama Sungrungsan, Company Secretary, informed the meeting that, it was then 9.00 hours already, the time set to commence the 54th general meeting of shareholders for Thai Wacoal Public Company Limited, presently being attended by 27 shareholders present in person, representing 3,950,946 shares, and 48 shareholders by proxy, representing 103,494,557 shares, thereby rendering the total number of shareholders and proxies attending the meeting to become 55 persons, representing total 75 shareholders, holding 107,445,503 shares or 89.54% out of total 120,000,000 company shares already issued and paid-up. Accordingly, the meeting quorum was formed in accordance with Article 36 of the Company's Article of Association, which specified that "In holding a shareholders' meeting, not less than 25 shareholders and proxies, representing not less than half the total number of shareholders and holding not less than one-third of the total number of shares already issued and paid-up needed to attend, in order to form a quorum".

The names of shareholders eligible to attend the 54th general meeting of shareholders were based on the record date earlier set for Tuesday, March 21, 2023. Altogether, there were 1,088 shareholders holding the combined total of 120,000,000 shares eligible to attend this meeting. To commence the meeting, Miss Chama invited Mr. Manu Leelanuwatana, Chairman of The Board of Directors, to act as Chairman of the meeting.

Mr. Manu Leelanuwatana, Chairman of the meeting, welcomed all the shareholders to the general meeting of shareholders, and declared the meeting open. After that, the Chairman assigned Mr. Boondee Amnuayskul, Chief Executive Officer (CEO) and Managing Director, to conduct the meeting.

Before entering each meeting agenda, Mr. Boondee Amnuayskul, the CEO and Managing Director, introduced the company directors, committee members, company secretary, management members, chief financial officer, and company auditors to the meeting.

The names of 11 company directors attending the meeting were as follows:

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|----|--------------|----------------------|--|
| 1. | Mr. Manu | Leelanuwatana | Chairman of The Board of Directors
Chairman of The Nominating Committee
Chairman of The Remuneration Committee |
| 2. | Mr. Boondee | Amnuayskul | Director
Member of The Nominating Committee
Member of The Remuneration Committee
Member of The Corporate Governance
and Sustainable Development Committee
CEO and Managing Director |
| 3. | Mr. Takuya | Miura | Director
Deputy Managing Director |
| 4. | Mr. Thamarat | Chokwatana | Director
Member of The Remuneration Committee
Executive Director |
| 5. | Miss Karunee | Surai | Director
Member of The Corporate Governance
and Sustainable Development Committee
Executive Director |
| 6. | Mrs. Onanong | Saengpumpung | Director
Member of The Corporate Governance
and Sustainable Development Committee
Executive Director
Chief Financial Officer |
| 7. | Dr. Kulpatra | Sirodom | Independent Director
Chairman of The Audit Committee
Chairman of The Corporate Governance
and Sustainable Development Committee |
| 8. | Mrs. Punnee | Worawuthichongsathit | Independent Director
Member of The Audit Committee |

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|-----|---------------|----------------|--|
| 9. | Mr. Krish | Follett | Independent Director
Chairman of The Risk Management Committee |
| 10. | Miss Waraporn | Kulsawatpakdee | Independent Director
Member of The Risk Management Committee |
| 11. | Mr. Poolsak | Boonchoo | Independent Director
Member of The Audit Committee
Member of The Risk Management Committee |

4 directors were absent from the meeting due to overseas assignments, namely:

- | | | | |
|----|---------------|-----------|---|
| 1. | Mr. Yoshikata | Tsukamoto | Advising Director |
| 2. | Mr. Masaaki | Yajima | Vice Chairman of The Board of Directors |
| 3. | Mr. Hironobu | Yasuhara | Director |
| 4. | Mr. Kazuhiro | Shibahara | Director |

Company Secretary

Miss Chama Sungrungsan

Other 8 Executive Directors and management members attended the meeting, namely:

- | | | | |
|----|---------------------|-------------------|--|
| 1. | Mr. Suvit | Wongcharoenutporn | Executive Director
Director of Uniform & Workwear Division |
| 2. | Mrs. Nonglaks | Techaboonanek | Executive Director
Director of Corporate Communications and
Social Activities Division |
| 3. | Miss Natcharinthorn | Pongsupachintapa | Executive Director
Director of Human Science Research Center |
| 4. | Mrs. Siriwan | Vilassakdanont | Executive Director
Director of Vienna Product Division |
| 5. | Mr. Metha | Supakorn | Executive Director
Director of Production Technology Division |
| 6. | Mr. Pojadech | Ketkratuk | Executive Director
Director of Children Wear Product Division |
| 7. | Dr. Sukhontharat | Nitthisirisakool | Executive Director
Director of Healthcare & Wellness Division |

3. Provided the opportunity for the shareholder unable to attend the meeting in person, to appoint independent director to act as his/her proxy to attend the meeting instead.

The voting method for this meeting followed Article 43 of the Company's Articles of Association, which required each share to be counted as one vote, and the voting to be carried out in a transparent manner. The shareholders may cast either approval vote, disapproval vote, or abstention vote, for each meeting agenda, whereas only disapproval and/or abstention votes and/or the votes according to the voided ballot (if any) would be taken into account, by deducting them from the total votes present at the meeting, in order to arrive at the number of approval votes. Whereas in the case where the shareholder had appointed a proxy to attend the meeting and cast vote according to his/her wish, and had already submitted such proxy appointment letter to the company in advance, the company would record said vote accordingly with the vote compilation system.

A ballot is considered void if a ballot on which more than one mark is placed or a ballot with any crossing-out without a signature thereon.

In the case where the shareholder arrived for meeting registration after the meeting had already commenced, said shareholder would be allowed to cast vote only for the remaining agenda not yet entering consideration. The company would then add the number of shareholders so arrived, to the total meeting quorum, for such remaining agenda for further recording in the meeting minutes. In that regard, the company would notify the meeting of any increase in the number of shareholders attending the meeting, if such an event took place.

In order to implement the vote-counting procedure in an orderly and transparent manner, the company employed the barcode system for such vote-counting procedure, thereby allowing all meeting attendants to view the voting result for each agenda clearly appearing on screen at the same time.

The voting method for the meeting agenda could be classified into the followings:

1. All agenda, except the agenda for the election of director To cast the disapproval or abstention vote, the shareholder was required to express by raising the signcard in hand. The officer would count the votes including distribute the ballot. Please filled in the registration number, accompanied by any comment and own signature on the ballot, and returned promptly to the officer on duty.

2. The election of director agenda Each shareholder was required to exercise own voting right, by casting vote on an individual basis, accompanied by own signature on the ballot on the right side of the signcard. To cast the disapproval or abstention vote for any particular candidate, the shareholder was required to raise the signcard in hand, accompanied by such expression on the ballot, to be immediately collected and tallied by the officer on duty.

The Company Secretary then informed the meeting that, in their capacity as shareholders, company directors would cast their votes in accordance with the opinions proposed by The Board of Directors for each meeting agenda. In case the independent director was assigned to vote on behalf of the shareholder, his / her voting would need to comply with such instruction specified by the shareholder per the proxy form.

At this meeting, the company recorded the meeting in the form of video. Should the shareholder have any inquiry to make during each meeting agenda in process, he / she would be required to raise the hand before exercising such right to inquire.

Mr. Boondee Amnuayskul, the CEO and Managing Director, then proceeded with the meeting agenda according to the order earlier set forth in the notice for the general meeting of shareholders as follows:

Before entering agenda no.1, the Company Secretary informed the meeting that at present, 5 more persons had joined the meeting, representing 5 shareholders and holding 30,758 shares, thereby rendering the total number of shareholders and proxies attending the meeting to become 60 persons, representing 80 shareholders and holding 107,476,261 shares altogether, accounting for 89.56% of the company shares already issued and paid-up.

Agenda 1 Endorsement of the Minutes of the 53rd General Meeting of Shareholders, held on April 25, 2022

The CEO and Managing Director informed the meeting that the meeting minutes was compiled within 14 days subsequent to the meeting date, and submitted to The Stock Exchange of Thailand and The Commerce Ministry within the timeframe specified by law, as well as disseminated through the company website at www.wacoal.co.th. The company had earlier sent out the copy of meeting minutes for the 53rd general meeting of shareholders, held on April 25, 2022, together with the notice of

the meeting to the shareholders in advance. The Board considered that said meeting minutes had been accurately recorded.

Accordingly, the CEO and Managing Director requested the meeting to consider said minutes, and to endorse them accordingly.

Meeting resolution The meeting endorsed the minutes by unanimous votes out of the total votes representing the attending shareholders with the voting rights.

Approval by 107,476,261 votes, representing 100.00%

Disapproval by - votes, representing -

Abstention by - votes, representing -

Voided Ballot by - votes, representing -

Agenda 2 Reports on the company's performance results for year 2022

The CEO and Managing Director reported to the meeting that, the report by The Board of Directors and the company's performance results for year 2022 displayed in the Form 56-1 One Report 2022 which could be downloaded from QR Code provided in the notice of meeting, according to the three significant details as follows:

1. Operating results and financial status

● Consolidated operating results for 2022

The company and subsidiary companies had total sales revenues of Baht 3,936 million, representing an increase of Baht 692 million or 21.34% YoY. The increase in total sales revenues resulted from the increased domestic sales of Baht 542 million or 23.52% YoY. Total revenues from export sales increased by Baht 150 million or 15.99% YoY.

In 2022, total achieved net profit was Baht 103 million, representing an increase of Baht 247 million or 171.27% YoY. This was equal to an earnings per share (EPS) of Baht 0.86.

● Financial status

The company had total assets, as at the end of 2022, of Baht 6,580 million, representing an increase of Baht 121 million, or 1.87%, from the end of the previous year, mainly due to the company's gain on fair value measurement of investment in ordinary shares.

As at the end of 2022, the company had total liabilities of Baht 1,038 million,

representing a decrease of Baht 59 million, or 5.37% compared to the end of the previous year. The value of the shareholders' equity as at the end of 2022 totaled Baht 5,542 million, representing an increase of Baht 180 million or 3.36% YoY. As such, the company's book value per share, as at the end of 2022, equaled to Baht 46.19, representing a YoY increase of Baht 1.50 per share.

2. The Company products

For 2022, the company launched new collections with outstanding innovation such as Wacoal Curve Diva : Wonder Full Bra and Wacoal Shape Beautifier : Smooth Figure (Version 2), etc.

3. **Corporate Governance Operation** The company has focused and committed to continuous improvement to raise standards of corporate governance and led business operations of the company to be full of transparency, effectiveness and sustainable growth.

Progress on participating in the anti-corruption campaign

In 2022, the company was certified to renew the membership of Thai Private Sector Collective Action against Corruption (CAC) for the second consecutive time and the company continued to implement anti-corruption policy as follows:

- 1) The Board of Directors reviewed the anti-corruption policy and related regulations on yearly basis.
- 2) Assessed corruption risk and determined control measures in order to prevent and monitor, as well as evaluate the operation in compliance with anti-corruption policy.
- 3) Communicated the company's anti-corruption policy and related regulations to the attention of its business partners and external persons. In addition, the company informed its subsidiaries and associates to implement the policy and regulations as the business practice guidelines in order to create corporate culture in anti-corruption.
- 4) Organized training sessions regarding anti-corruption to the directors, the management members and employees at all levels, together with disseminated to new employees at orientation sessions.

In 2022, the company did not received any complaints about corruption by monitoring from the Anti-Corruption Working Group.

The meeting was then asked whether they had any comment on this matter.

As the meeting had no comments, the CEO and Managing Director informed the meeting that this was an acknowledgement agenda requiring no vote-casting, and proceeded to the next meeting agenda.

Agenda 3 Approval of the financial statements for the year ended December 31, 2022

The CEO and Managing Director reported to the meeting that, above financial statements were compiled at the end of the company's fiscal year based on Thai Financial Reporting Standards. They were 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, whose details appeared per the financial statements of the Form 56-1 One Report 2022 which could be downloaded from QR Code provided in the notice of meeting.

The meeting was then asked whether they had any comment on this matter.

As the meeting had no comments, the CEO and Managing Director requested the meeting to consider the approval of the financial statements for the year ended December 31, 2022.

Meeting resolution Upon consideration, the meeting approved the financial statements for the year ended December 31, 2022 by unanimous votes out of the total votes representing the attending shareholders with the voting rights.

Approval by 107,476,261 votes, representing 100.00%
Disapproval by - votes, representing -
Abstention by - votes, representing -
Voided Ballot by - votes, representing -

Agenda 4 Approval of profits appropriation and dividend payments proposal

The CEO and Managing Director reported to the meeting that in general, the company would follow its policy in authorizing regular dividend payments at the rate of Baht 0.25 per share (representing 25% of the par value), while also taking into account the company's performance results and the prevailing economic condition.

Based on its separate financial statements for 2022, the company posted the following results :

Unappropriated retained earnings	Baht	3,593,852,656.01
<u>Plus</u> Net profits for year 2022	Baht	66,237,867.89
<u>Less</u> Loss on disposal of investment in equity	Baht	<u>(8,501,880.63)</u>
Total profits for appropriation	Baht	<u>3,651,588,643.27</u>

In accordance with the resolution by The Board of Directors' meeting no.3/2023 on March 2, 2023, the meeting also took into consideration the company's business performances, liquidity position, and investments made in several business projects, and adopted the resolution to propose dividend payments at the rate of Baht 0.70 per share, for the total 120,000,000 shares, resulting in total dividend payment budget of Baht 84,000,000, to be drawn from the company's retained earnings already subject to 25% corporate income tax. In relation to the proposal, individual shareholder could apply for tax credit benefit. Shareholders being eligible to receive dividend payments would be those their names appearing on the record date for shareholders to be entitled to receive dividend payments on Monday, May 8, 2023. Payment date was set for Tuesday, May 23, 2023.

Above dividend payment rate duly complied with the company's policy and did not pose any adverse effect on its liquidity status. Accordingly, the company would post unappropriated retained earnings by an amount of Baht 3,567,588,643.27.-

The meeting was then asked whether they had any comment on this matter.

As the meeting had no comments, the CEO and Managing Director requested the meeting to consider the approval of profits appropriation and dividend payments proposal.

Meeting resolution Upon consideration, the meeting resolved to approve dividend payments at the rate of Baht 0.70 per share for total amount Baht 84,000,000, to be drawn from the retained earnings already subject to 25% corporate income tax, by unanimous votes out of the total votes representing the attending shareholders with the voting rights.

Approval by 107,476,261 votes, representing 100.00%

Disapproval by - votes, representing -

Abstention by - votes, representing -

Voided Ballot by - votes, representing -

Agenda 5 Election of directors to replace those retiring upon term completion

The CEO and Managing Director reported to the meeting that, Section 71 of The Public Company Act B.E. 2535 and Article 21 of the Company's Articles of Association specified that "One-third of the sitting directors would be required to retire by rotation at the time of each annual general meeting of shareholders. In the case where such directors number could not be equally divided into

3 portions, the closest to such one-third number would apply, while retiring directors would be eligible for re-election as directors”.

At present, The Board of Directors had 15 members, whereby 5 directors were due to retire upon term completion at the 54th general meeting of shareholders as follows:

1. Mr. Yoshikata Tsukamoto Advising Director
2. Mr. Boondee Amnuayskul Director,
The Nominating Committee Member,
The Remuneration Committee Member,
The Corporate Governance and Sustainable
Development Committee Member,
Chief Executive Officer and Managing Director
3. Mrs. Onanong Saengpumpong Director,
The Corporate Governance and Sustainable
Development Committee Member,
Executive Director and Chief Financial Officer
4. Mr. Hironobu Yasuhara Director
5. Mr. Krish Follett Independent Director and
Chairman of The Risk Management Committee

In this regard, Mr. Yoshikata Tsukamoto and Mr. Hironobu Yasuhara indicated their intention not to seek re-nomination.

The company had earlier provided shareholders with the opportunity to nominate candidates to be elected as directors prior to the general meeting of shareholders. However, no shareholder submitted the name of person to be considered for the election of directors.

The Board of Directors, excluding those directors with possible conflict of interests, individually considered and screened the qualifications of the persons being nominated as directors. The Board was of the opinion that the nominated persons at this time passed the company's consideration process and were qualified in accordance with relevant rules and regulations. In addition, these persons were suitable for the company's business as well as given their experience and abilities, which would benefit the company. Accordingly, The Board of Directors resolved to endorse the proposal by The Nominating Committee, to nominate the 3 retiring directors to the

shareholders' general meeting, for re-election to serve another term as directors as follows:

1. Mr. Boondee Amnuayskul
2. Mrs. Onanong Saengpumpung
3. Mr. Krish Follett

and to approve the election of directors to replace the 2 directors retiring upon term completion and wished not to seek re-nomination, as recommended by The Nominating Committees, as follows:

1. Mr. Akira Miyagi serves as director in place of Mr. Yoshikata Tsukamoto
2. Mr. Yasuhiro Shimizu serves as director in place of Mr. Hironobu Yasuhara

In the regard, Mr. Krish Follett, an independent director, had served as company director for more than 11 years. The Board of Directors considered and was of opinion that the person being nominated as an independent director met qualifications required by the laws related to independent director. He was knowledgeable and had experience in the field that the company needed, as well as provided useful advice. He had performed his duties well during his tenure as an independent director and was capable of expressing opinions independently.

Furthermore, the meeting was informed of The Public Company Act B.E. 2535, Section 86 and Article 30 of the Company's Articles of Association, which specified that "Company directors are not allowed to engage in other businesses having the same business nature, or otherwise competing with the company's business, or becoming a partner in ordinary partnership, or unlimited partner in registered ordinary partnership, or becoming the director in other companies having the same business nature or otherwise competing with the company's business, whether for own or other persons' benefits, except only in such cases where the shareholders' meeting has been duly notified in advance prior to such appointment".

In that regard, prior to seeking the resolution from the meeting, the CEO and Managing Director informed the meeting regarding the director being nominated for re-election this time, who concurrently served as director in other company having the same business nature or otherwise competing with the company's business, whose name was as follows:

- Mr. Boondee Amnuayskul acting as Director of Pattaya Manufacturing Co., Ltd.
Manufacturer of finished garments
- acting as Director of Pattaya Myanmar Co., Ltd.
Manufacturer of finished garments

The profile of these 5 persons being nominated as directors replacing those due to retire upon term completion and definitions of independent director, had earlier been sent out to the shareholders together with the notice of the meeting.

Since this agenda required direct vote-casting by the meeting, all meeting attendants were required to cast own votes, indicating whether approval, disapproval, or abstention votes, for each director in the ballots. Once the voting for all 5 directors were completed, the meeting staff then collected those ballots duly signed by the attendants, for further tallying and recording purpose.

The meeting was requested to cast votes to elect the directors replacing those retiring upon term completion, based on individual basis, according to the following order :

1. Mr. Boondee Amnuayskul
2. Mrs. Onanong Saengpumpong
3. Mr. Akira Miyagi
4. Mr. Yasuhiro Shimizu
5. Mr. Krish Follett

Meeting resolution After deliberation, the meeting resolved to elect the directors to replace those retiring upon term completion, by votes for each individual director as follows:

Name	Approval		Disapproval		Abstention		Voided Ballot	
	Votes	%*	Votes	%*	Votes	%*	Votes	%*
1. Mr. Boondee Amnuayskul	107,471,961	99.9960	4,300	0.0040	-	-	-	-
2. Mrs. Onanong Saengpumpong	107,476,261	100.0000	-	-	-	-	-	-
3. Mr. Akira Miyagi	107,476,261	100.0000	-	-	-	-	-	-
4. Mr. Yasuhiro Shimizu	107,476,261	100.0000	-	-	-	-	-	-
5. Mr. Krish Follett	107,475,261	99.9991	1,000	0.0009	-	-	-	-

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

As the result, The Board of Directors for 2023 would comprise 15 directors, with their names as follows:

1. Mr. Manu Leelanuwatana
2. Mr. Masaaki Yajima
3. Mr. Boondee Amnuayskul

4. Mr. Takuya Miura
5. Mr. Thamarat Chokwatana
6. Miss Karunee Surai
7. Mrs. Onanong Saengpumpong
8. Mr. Akira Miyagi
9. Mr. Kazuhiro Shibahara
10. Mr. Yasuhiro Shimizu
11. Dr. Kulpatra Sirodom
12. Mrs. Punnee Worawuthichongsathit
13. Mr. Krish Follett
14. Miss Waraporn Kulsawatpakdee
15. Mr. Poolsak Boonchoo

Whereas one-third of the members of The Board of Directors were independent directors, equivalent to 5 directors out of the total 15 directors, whose names appeared as follows:

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

Agenda 6 Approval of the directors' remuneration budget

The CEO and Managing Director reported to the meeting that Article 32 of the Company's Articles of Association, specified that "The company is not allowed to provide the directors with any financial payments or assets, other than those remuneration and benefits duly accorded the directors, excluding other remuneration and benefits duly accorded the directors as company employees." The shareholders' meeting had earlier approved annual directors' remuneration budget not exceeding Baht 15,000,000, and assigned The Remuneration Committee to allocate said budget amount as authorized by the shareholders' general meeting. For year 2022, the company has allocated remuneration budget to the directors for total amount Baht 10,356,000 comprising of meeting allowance of Baht 2,176,000 and annual remuneration of Baht 8,180,000.-

In 2023, The Remuneration Committee considered the remuneration criteria based on the consideration given to The Board of Directors' performances, authority, duty, and responsibility scope, as well as the operating results and growth prospect for the company, the financial liquidity position, and such factors posing possible impacts on both the company and overall economic situation, together with performance of individual directors. Consideration was also given to the budget amount approved by the shareholders' meeting, the remuneration amount for the previous year and the comparison with other companies in similar businesses.

The details for the directors' remuneration were proposed 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.

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

1.3 **Other remuneration and benefits** : - None -

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. <u>Meeting allowance</u> 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

	Chairman	Member
2. <u>Quarterly meeting allowance</u> (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.

The Board of Directors had endorsed the proposal submitted by the Remuneration Committee. Accordingly, the meeting was requested to approve the directors' remuneration budget for amount not exceeding Baht 15,000,000 per year, same as the previous year, excluding other remuneration or benefits duly accorded the directors as company employees or staff member. Furthermore, the meeting was requested to authorize The Remuneration Committee to allocate said budget amount to the directors as approved by the shareholders' meeting, to take effect from the approval date until further notice.

The meeting was then asked whether they had any comment on this matter.

As the meeting had no comments, the CEO and Managing Director requested the meeting to consider above proposal, whereby not less than two-thirds of the votes present at the meeting would be required to adopt the resolution.

Meeting resolution Upon consideration, the meeting approved said remuneration proposal by unanimous votes representing the attending shareholders.

Approval by 107,476,261 votes, representing 100.00%

Disapproval by - votes, representing -

Abstention by - votes, representing -

Voided Ballot by - votes, representing -

After that, the CEO and Managing Director assigned Dr. Kulpatra Sirodom, Chairman of The Audit Committee, to conduct the next meeting agenda.

Agenda 7 Appointment of company auditor(s) and approval of related audit remuneration budget

Dr. Kulpatra Sirodom, Chairman of The Audit Committee, reported to the meeting that Article 49 of the Company's Articles of Association specified that "An auditor shall not be a director, staff member, employee or a person holding any office or having any duty in the company" and

Article 50 specified that “An auditor shall be elected annually by the general meeting of shareholders. A retiring auditor may be re-elected”.

For 2023, The Board of Directors resolved to propose to the shareholders’ meeting to appoint the company auditors and to approve the audit remuneration budget, as proposed by The Audit Committee. The consideration was based on the company auditors’ performance in the past year, their knowledge, ability, working principles, with understanding of the company's business and its subsidiaries, including independence in performing their duties, as well as other qualifications according to the Company’s Articles of Association, and the requirements set forth by The Securities and Exchange Commission. Name list of company auditors were as follows:

1. Mr. Manoon Manusook certified public accountant registration no. 4292 and/or
2. Miss Kornthong Luangvilai certified public accountant registration no. 7210 and/or
3. Miss Waraporn Kriengsuntornkij certified public accountant registration no. 5033

representing Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to serve as company auditors. Among the 3 nominees, Mr. Manoon Manusook had served 6 terms as company auditor certifying the company’s financial statements for year 2016 - 2021 and Miss Kornthong Luangvilai had served 2 terms as company auditor certifying the company’s financial statements for year 2021 - 2022, whereas Miss Waraporn Kriengsuntornkij had never served as company auditor in certifying the company’s financial statements.

Furthermore, above auditors, recommended for further appointment by the shareholders’ meeting, were from the same auditing office as those auditors acting as company auditors for the company’s subsidiaries. In that regard, the company confirmed that these auditors were independent and did not have any prior relationship or any stakeholding interests in both the company or its subsidiaries, and were not related to their management, major shareholders, or other parties related to those persons. The company attached information on the work experience and independence of each auditor which were earlier sent out together with the notice of the general meeting of shareholders.

The audit remuneration for year 2023 were appropriate to the scope of the audit, according to the details as follows :

Unit : Baht

Audit fees	2023	2022
- Annual audit fee and quarterly review fee of separate financial statements	1,540,000	1,540,000
- Annual audit fee and quarterly review fee of consolidated financial statements	431,000	431,000
- Royalty audit services	25,000	25,000
- Information technology system audit fee	150,000	150,000
Total	2,146,000	2,146,000

At the same time, to also inform the shareholders' meeting of the audit remuneration budget for the company's 6 subsidiaries, whereby payments were made for audit services without any other payment for non-audit services for total amount Baht 2,842,000.- Altogether, total audit remuneration for the company and its 6 subsidiaries amounted to total Baht 4,988,000.-

The company and its subsidiaries did not make any non-audit fee payment to the auditing office where the auditors belonged, or to other parties or businesses related to the auditors or their auditing office.

The meeting was then asked whether they had any comment on this matter.

As the meeting had no comments, Chairman of The Audit Committee requested the meeting to consider the proposal.

Meeting resolution Upon consideration, the meeting resolved to appoint above auditors as company auditors and approve the audit remuneration budget by unanimous votes out of the total votes representing the attending shareholders with the voting rights.

Approval by 107,476,261 votes, representing 100.00%

Disapproval by - votes, representing -

Abstention by - votes, representing -

Voided Ballot by - votes, representing -

Agenda 8 Other topics (if any)

After completing the deliberation of the meeting agenda, the CEO and Managing Director then allowed the shareholders to present questions or comments relating to the meeting. One shareholder presented her questions and comments to the meeting which could be summarized as follows :

Miss Panida Wattanapathimakul (Shareholder)

In 2022, what percentage of the market share did Wacoal have in the domestic market?

Mr. Boondee Amnuayskul

Wacoal had more than 35% market share in the domestic market.

Miss Panida Wattanapathimakul (Shareholder)

Why did the company's market share decrease during the past 5 years, and what is the company's approach to improve it?

Mr. Boondee Amnuayskul

The ladies' lingerie market is highly competitive, with new players such as Uniqlo, a distributor of underwear that consumers are highly interested in, entering the market. As a result, competition is intense. In the lower-priced market, the import of underwear products from China has increased, causing Wacoal's market share to decline over the past 5 years.

For guidelines on improvement, the company does not focus on market share. Instead, it focuses on profitability and sustainable growth while maintaining an appropriate level of market share to retain its leadership in the ladies' lingerie market, along with returning more profits to society.

Miss Panida Wattanapathimakul (Shareholder)

In 2023, what percentage of the company's increased target of market share, sales and net profit?

Mr. Boondee Amnuayskul

As mentioned above, the company will try to maintain market share in order to remain a leader in the ladies' lingerie market.

Mrs. Onanong Saengpumpong

The company's sales target in 2023 is approximately 5 - 10% growth.

Company Secretary

Net profit is sensitive information that can have an effect on the stock price or the decision

of investors. According to the regulations of the Stock Exchange of Thailand, the company is prohibited from disclosing such information to any other person and has to keep it as internal information. Therefore, the company asks for permission not to disclose such numbers.

Miss Panida Wattanapathimakul (Shareholder)

Has the ladies' lingerie market in Thailand reached a mature stage?

Mr. Boondee Amnuayskul

The lingerie market has not yet reached the mature stage because it is a necessary product. In addition, it depends on the marketing of each company that will make the lingerie market continue to grow.

Miss Panida Wattanapathimakul (Shareholder)

Will the company expand its business to other industries?

Mr. Boondee Amnuayskul

The company does not focus solely on the lingerie market, but has also expanded into the uniform and children's wear markets. Additionally, the company has recently started marketing healthcare & wellness products, as today's consumers pay more attention to their health.

Miss Panida Wattanapathimakul (Shareholder)

What is the proportion of sales in domestic and overseas markets?

Mr. Boondee Amnuayskul

The proportion of sales from the overseas market is about 25 - 30% each year.

Miss Panida Wattanapathimakul (Shareholder)

What percentage decrease in net profit does the company effect from a 1% increase in electricity cost?

Mr. Boondee Amnuayskul

The increase in electricity bills would not affect the company because it has taken various measures, such as adjusting to become a lean organization, establishing a working group to find ways to reduce costs within the organization, and most recently, installing a solar roof to directly reduce electricity costs.

Miss Panida Wattanapathimakul (Shareholder)

What percentage decrease in net profit does the company effect from a 1% increase in wages?

Mr. Boondee Amnuayskul

It depends on the ability to manage. If wages increase, the company will be able to generate good sales growth and manage expenses within the organization to decrease more than the increase in wages. This will enable the company to maintain a higher level of profit.

As there was no further question or comment raised by the meeting, the CEO and Managing thereupon requested the Chairman to close the meeting.

On behalf of The Board of Directors, the Chairman expressed thanks to the shareholders for continuing to provide their support to The Board of Directors, by allowing them to carry out another term in company management. The Chairman then declared the meeting close.

The meeting closed at 9.58 hours.

Manu Leelanuwatana

(Mr. Manu Leelanuwatana)

Chairman of the meeting

Minutes Recorder

Chama Sungrungsan

(Miss Chama Sungrungsan)

Company Secretary